

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
AB CAP FUND, INC. - AB ALL MARKET INCOME PORTFOLIO		47-1562945	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
AB INVESTOR SERVICES, INC.	(800) 221-5672	https://www.alliancebernstein.com/corporate/contact-us.htm	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
P.O. BOX 786003		SAN ANTONIO, TX 78278-6003	
8 Date of action		9 Classification and description	
NOVEMBER 30, 2021		COMMON STOCK - REGULATED INVESTMENT COMPANY	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
SEE ATTACHED	N/A	SEE ATTACHED	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► THE ISSUER PAID MONTHLY DISTRIBUTIONS TO COMMON SHAREHOLDERS FROM JANUARY 2021 TO NOVEMBER 2021. 15.60% OF EACH OF THESE DISTRIBUTIONS CONSTITUTES A NON-TAXABLE RETURN OF CAPITAL.

SEE ATTACHED FOR DETAILS.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► THE PORTION OF THE DISTRIBUTIONS THAT CONSTITUTE A NON-TAXABLE RETURN OF CAPITAL WILL DECREASE A U.S. TAXPAYER'S BASIS IN SHARES OF THE ISSUER.

SEE ATTACHED FOR DETAILS.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► AT THE CLOSE OF THE ISSUER'S FISCAL YEAR ON 11/30/21, THE ISSUER'S CURRENT & ACCUMULATED E&P WAS CALCULATED UNDER IRC SECTION 312 AS MODIFIED BY SECTION 852(c) FOR A REGULATED INVESTMENT COMPANY (RIC) AND THE REGULATIONS THEREUNDER. THE AMOUNT OF E&P WAS COMPARED TO THE AMOUNT OF THE ISSUER'S FISCAL DISTRIBUTIONS TO SHAREHOLDERS. DISTRIBUTIONS IN EXCESS OF E&P WERE RECHARACTERIZED AS RETURN OF CAPITAL AND SHOULD BE APPLIED AS A REDUCTION IN EACH SHAREHOLDER'S TAX BASIS IN APPLICABLE SHARES.

Part II **Organizational Action** (continued)**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►INTERNAL REVENUE CODE SECTIONS 301, 316, 852**18** Can any resulting loss be recognized? ► NO**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ►THE ORGANIZATIONAL ACTION IS REPORTABLE WITH RESPECT TO THE TAXABLE YEAR ENDED NOVEMBER 30, 2021. SHAREHOLDERS SHOULD CONSULT THEIR ADVISORS REGARDING THE EFFECT OF THE NON-TAXABLE RETURN OF CAPITAL IN LIGHT OF THEIR INDIVIDUAL CIRCUMSTANCES.**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ► "A SIGNED COPY IS MAINTAINED BY THE ISSUER"

Date ►

Print your name ►

Title ►

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

AB CAP FUND, INC. - AB ALL MARKET INCOME PORTFOLIO
Return of Capital Analysis

Shareholders of record on distribution date listed below will decrease their tax basis as follows:

<u>Share Class</u>	<u>CUSIP</u>	<u>Ticker Symbol</u>
Class A	01878T186	MRKAX
Class C	01878T178	MRKCX
Class Advisor	01878T160	MRKYX

<u>Distribution Date</u>	<u>Shares Class</u>	<u>Return of Capital per Share</u>	
01/20/2021	Class A	\$	0.005038800
02/19/2021	Class A	\$	0.004898400
03/18/2021	Class A	\$	0.004414800
04/20/2021	Class A	\$	0.004945200
05/19/2021	Class A	\$	0.004882800
06/17/2021	Class A	\$	0.004742400
07/20/2021	Class A	\$	0.004929600
08/19/2021	Class A	\$	0.005116800
09/20/2021	Class A	\$	0.003993600
10/20/2021	Class A	\$	0.003931200
11/19/2021	Class A	\$	0.004087200
01/20/2021	Class C	\$	0.003868800
02/19/2021	Class C	\$	0.003681600
03/18/2021	Class C	\$	0.003354000
04/20/2021	Class C	\$	0.003931200
05/19/2021	Class C	\$	0.003915600
06/17/2021	Class C	\$	0.003790800
07/20/2021	Class C	\$	0.003962400
08/19/2021	Class C	\$	0.004118400
09/20/2021	Class C	\$	0.003057600
10/20/2021	Class C	\$	0.002917200
11/19/2021	Class C	\$	0.003026400

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01/20/2021	Class Advisor	\$	0.005350800
02/19/2021	Class Advisor	\$	0.005163600
03/18/2021	Class Advisor	\$	0.004695600
04/20/2021	Class Advisor	\$	0.005257200
05/19/2021	Class Advisor	\$	0.005226000
06/17/2021	Class Advisor	\$	0.005054400
07/20/2021	Class Advisor	\$	0.005226000
08/19/2021	Class Advisor	\$	0.005460000
09/20/2021	Class Advisor	\$	0.004321200
10/20/2021	Class Advisor	\$	0.004212000
11/19/2021	Class Advisor	\$	0.004352400