

**Report of Organizational Actions
Affecting Basis of Securities**

OMB No. 1545-2224

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
PIMCO Total Return Fund		33-0239892	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Erik Brown	(888) 877-4626	pimfunds@bfdsmidwest.com	
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	
650 Newport Center Drive		Newport Beach, CA 92660	
8 Date of action		9 Classification and description	
Various - see attached schedule		Common Stock - Regulated Investment Company under IRC Section 851	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
See schedule		See schedule	

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 ► **On the days noted in the attached supporting schedule, PIMCO Total Return Fund paid distributions to shareholders that were in excess of Earnings & Profits, which resulted in return of capital being paid to such shareholders.**

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 ► **Amounts treated as return of capital should decrease a shareholder's basis in their shares.**
Please refer to the attached supporting schedule for quantitative detail.

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 ► **PIMCO Total Return Fund does not have sufficient Earnings & Profits to support taxable dividend character under Internal Revenue Code (IRC) Section 316. Accordingly, distributions in excess of Earnings and Profits are characterized as non-taxable return of capital distributions that reduce the basis of shares under IRC Section 301(c)(2).**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►
IRC Sections 301, 316 and 852.

18 Can any resulting loss be recognized? ► **Not applicable.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ►
The amounts referenced in this form affect a shareholder's 2014 calendar year.

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.

**Sign
Here**

Signature ►

Erik Brown

Date ►

1/15/2015

Print your name ► **Erik Brown**

Title ► **Assistant Treasurer**

**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.

PIMCO Total Return Fund
2014 Return of Capital Distributions

PIMCO Total Return Fund - Class A

PER SHARE

RECORD DATE	PAYMENT DATE	RETURN OF CAPITAL PAID	CUSIP	TICKER
Daily	1/31/2014	0.005197740	693390445	PTTAX
Daily	2/28/2014	0.006045670	693390445	PTTAX
Daily	3/31/2014	0.007248750	693390445	PTTAX
Daily	4/30/2014	0.000000000	693390445	PTTAX
Daily	5/31/2014	0.000000000	693390445	PTTAX
Daily	6/30/2014	0.000000000	693390445	PTTAX
Daily	7/31/2014	0.000000000	693390445	PTTAX
Daily	8/31/2014	0.000000000	693390445	PTTAX
Daily	9/30/2014	0.000000000	693390445	PTTAX
Daily	10/31/2014	0.000000000	693390445	PTTAX
Daily	11/30/2014	0.000000000	693390445	PTTAX
12/9/2014	12/10/2014	0.000000000	693390445	PTTAX
12/26/2014	12/29/2014	0.000000000	693390445	PTTAX
Daily	12/31/2014	0.000000000	693390445	PTTAX
2014 Total Return of Capital		0.018492160		

PIMCO Total Return Fund - Class B

PER SHARE

RECORD DATE	PAYMENT DATE	RETURN OF CAPITAL PAID	CUSIP	TICKER
Daily	1/31/2014	0.001831355	693390437	PTTBX
Daily	2/28/2014	0.003066994	693390437	PTTBX
Daily	3/31/2014	0.004169632	693390437	PTTBX
Daily	4/30/2014	0.000000000	693390437	PTTBX
Daily	5/31/2014	0.000000000	693390437	PTTBX
Daily	6/30/2014	0.000000000	693390437	PTTBX
Daily	7/31/2014	0.000000000	693390437	PTTBX
Daily	8/31/2014	0.000000000	693390437	PTTBX
Daily	9/30/2014	0.000000000	693390437	PTTBX
Daily	10/31/2014	0.000000000	693390437	PTTBX
Daily	11/30/2014	0.000000000	693390437	PTTBX
12/9/2014	12/10/2014	0.000000000	693390437	PTTBX
12/26/2014	12/29/2014	0.000000000	693390437	PTTBX
Daily	12/31/2014	0.000000000	693390437	PTTBX
2014 Total Return of Capital		0.009067981		

PIMCO Total Return Fund - Class C

PER SHARE

RECORD DATE	PAYMENT DATE	RETURN OF CAPITAL PAID	CUSIP	TICKER
Daily	1/31/2014	0.001834425	693390429	PTTCX
Daily	2/28/2014	0.003079883	693390429	PTTCX
Daily	3/31/2014	0.004182310	693390429	PTTCX
Daily	4/30/2014	0.000000000	693390429	PTTCX
Daily	5/31/2014	0.000000000	693390429	PTTCX
Daily	6/30/2014	0.000000000	693390429	PTTCX
Daily	7/31/2014	0.000000000	693390429	PTTCX

Daily	8/31/2014	0.000000000	693390429	PTTCX
Daily	9/30/2014	0.000000000	693390429	PTTCX
Daily	10/31/2014	0.000000000	693390429	PTTCX
Daily	11/30/2014	0.000000000	693390429	PTTCX
12/9/2014	12/10/2014	0.000000000	693390429	PTTCX
12/26/2014	12/29/2014	0.000000000	693390429	PTTCX
Daily	12/31/2014	0.000000000	693390429	PTTCX
2014 Total Return of Capital		0.009096618		

PIMCO Total Return Fund - Class D

PER SHARE

RECORD DATE	PAYMENT DATE	RETURN OF CAPITAL PAID	CUSIP	TICKER
Daily	1/31/2014	0.005643435	693391674	PTTDX
Daily	2/28/2014	0.006442863	693391674	PTTDX
Daily	3/31/2014	0.007656097	693391674	PTTDX
Daily	4/30/2014	0.000000000	693391674	PTTDX
Daily	5/31/2014	0.000000000	693391674	PTTDX
Daily	6/30/2014	0.000000000	693391674	PTTDX
Daily	7/31/2014	0.000000000	693391674	PTTDX
Daily	8/31/2014	0.000000000	693391674	PTTDX
Daily	9/30/2014	0.000000000	693391674	PTTDX
Daily	10/31/2014	0.000000000	693391674	PTTDX
Daily	11/30/2014	0.000000000	693391674	PTTDX
12/9/2014	12/10/2014	0.000000000	693391674	PTTDX
12/26/2014	12/29/2014	0.000000000	693391674	PTTDX
Daily	12/31/2014	0.000000000	693391674	PTTDX
2014 Total Return of Capital		0.019742395		

PIMCO Total Return Fund - Class P

PER SHARE

RECORD DATE	PAYMENT DATE	RETURN OF CAPITAL PAID	CUSIP	TICKER
Daily	1/31/2014	0.006498810	72201M552	PTTPX
Daily	2/28/2014	0.007195996	72201M552	PTTPX
Daily	3/31/2014	0.008435589	72201M552	PTTPX
Daily	4/30/2014	0.000000000	72201M552	PTTPX
Daily	5/31/2014	0.000000000	72201M552	PTTPX
Daily	6/30/2014	0.000000000	72201M552	PTTPX
Daily	7/31/2014	0.000000000	72201M552	PTTPX
Daily	8/31/2014	0.000000000	72201M552	PTTPX
Daily	9/30/2014	0.000000000	72201M552	PTTPX
Daily	10/31/2014	0.000000000	72201M552	PTTPX
Daily	11/30/2014	0.000000000	72201M552	PTTPX
12/9/2014	12/10/2014	0.000000000	72201M552	PTTPX
12/26/2014	12/29/2014	0.000000000	72201M552	PTTPX
Daily	12/31/2014	0.000000000	72201M552	PTTPX
2014 Total Return of Capital		0.022130395		

PIMCO Total Return Fund - Class R

PER SHARE

RECORD DATE	PAYMENT DATE	RETURN OF CAPITAL PAID	CUSIP	TICKER
Daily	1/31/2014	0.004069426	72200Q851	PTRRX

Daily	2/28/2014	0.005056234	72200Q851	PTRRX
Daily	3/31/2014	0.006224832	72200Q851	PTRRX
Daily	4/30/2014	0.000000000	72200Q851	PTRRX
Daily	5/31/2014	0.000000000	72200Q851	PTRRX
Daily	6/30/2014	0.000000000	72200Q851	PTRRX
Daily	7/31/2014	0.000000000	72200Q851	PTRRX
Daily	8/31/2014	0.000000000	72200Q851	PTRRX
Daily	9/30/2014	0.000000000	72200Q851	PTRRX
Daily	10/31/2014	0.000000000	72200Q851	PTRRX
Daily	11/30/2014	0.000000000	72200Q851	PTRRX
12/9/2014	12/10/2014	0.000000000	72200Q851	PTRRX
12/26/2014	12/29/2014	0.000000000	72200Q851	PTRRX
Daily	12/31/2014	0.000000000	72200Q851	PTRRX
2014 Total Return of Capital		0.015350492		

PIMCO Total Return Fund - Administrative Class

PER SHARE

RECORD DATE	PAYMENT DATE	RETURN OF CAPITAL PAID	CUSIP	TICKER
Daily	1/31/2014	0.005823382	693390726	PTRAX
Daily	2/28/2014	0.006600556	693390726	PTRAX
Daily	3/31/2014	0.007820820	693390726	PTRAX
Daily	4/30/2014	0.000000000	693390726	PTRAX
Daily	5/31/2014	0.000000000	693390726	PTRAX
Daily	6/30/2014	0.000000000	693390726	PTRAX
Daily	7/31/2014	0.000000000	693390726	PTRAX
Daily	8/31/2014	0.000000000	693390726	PTRAX
Daily	9/30/2014	0.000000000	693390726	PTRAX
Daily	10/31/2014	0.000000000	693390726	PTRAX
Daily	11/30/2014	0.000000000	693390726	PTRAX
12/9/2014	12/10/2014	0.000000000	693390726	PTRAX
12/26/2014	12/29/2014	0.000000000	693390726	PTRAX
Daily	12/31/2014	0.000000000	693390726	PTRAX
2014 Total Return of Capital		0.020244758		

PIMCO Total Return Fund - Institutional Class

PER SHARE

RECORD DATE	PAYMENT DATE	RETURN OF CAPITAL PAID	CUSIP	TICKER
Daily	1/31/2014	0.006946278	693390700	PTTRX
Daily	2/28/2014	0.007591829	693390700	PTTRX
Daily	3/31/2014	0.008843876	693390700	PTTRX
Daily	4/30/2014	0.000000000	693390700	PTTRX
Daily	5/31/2014	0.000000000	693390700	PTTRX
Daily	6/30/2014	0.000000000	693390700	PTTRX
Daily	7/31/2014	0.000000000	693390700	PTTRX
Daily	8/31/2014	0.000000000	693390700	PTTRX
Daily	9/30/2014	0.000000000	693390700	PTTRX
Daily	10/31/2014	0.000000000	693390700	PTTRX
Daily	11/30/2014	0.000000000	693390700	PTTRX
12/9/2014	12/10/2014	0.000000000	693390700	PTTRX
12/26/2014	12/29/2014	0.000000000	693390700	PTTRX
Daily	12/31/2014	0.000000000	693390700	PTTRX
2014 Total Return of Capital		0.023381983		

PIMCO Total Return Fund - Total Return of Capital

PER SHARE

RECORD DATE	PAYMENT DATE	RETURN OF CAPITAL PAID
Daily	1/31/2014	0.037844851
Daily	2/28/2014	0.045080025
Daily	3/31/2014	0.054581906
Daily	4/30/2014	0.000000000
Daily	5/31/2014	0.000000000
Daily	6/30/2014	0.000000000
Daily	7/31/2014	0.000000000
Daily	8/31/2014	0.000000000
Daily	9/30/2014	0.000000000
Daily	10/31/2014	0.000000000
Daily	11/30/2014	0.000000000
12/9/2014	12/10/2014	0.000000000
12/26/2014	12/29/2014	0.000000000
Daily	12/31/2014	0.000000000
2014 Total Return of Capital		<u>0.137506782</u>