

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 SECTION 356

IRC SECTION 358

IRC SECTION 1221

IRC SECTION 338

IRC SECTION 1361

18 Can any resulting loss be recognized? ▶ SEE ATTACHMENT

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE REPORTABLE TAX YEAR IS DECEMBER 31, 2016.

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 ▶  Date ▶ _____

Print your name ▶ BOB FEHLMAN Title ▶ SEVP, CFO, & TREASURER

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	ROBERT PARKER, CPA		10/18/16		P00868782
	Firm's name ▶ CROWE HORWATH LLP	Firm's address ▶ 720 COOL SPRINGS BLVD, STE 600, FRANKLIN, TN 37067		Firm's EIN ▶ 35-0921680	Phone no. 615-360-5500

Attachment to Form 8937
Report of Organizational Actions Affecting Basis of Securities
Simmons First National Corporation
FEIN: 71-0407808

Part II, Line 14

Simmons First National Corporation (SFNC) acquired Citizens National Bank (Citizens) through a stock purchase from Citizens National Bancorp, Inc. whereby Citizens became a subsidiary of SFNC effective September 09, 2016. Due to Citizens National Bancorp, Inc. being an S Corporation, and Citizens being a QSub, the transaction was treated as a purchase of assets for tax purposes (per Reg. 1.1361-5).

Part II, Line 15

Citizens Bancorp, Inc., parent of Citizens, received cash equal to \$35,048,222 and 835,741 of shares of SFNC common stock (valued at \$49.36 per share). Total purchase price was \$76,300,397.

Tax basis of SFNC stock in the hands of Citizens Bancorp, Inc. will be fair market value.

Part II, Line 16

Due to the structure of the transaction, Citizens National Bancorp, Inc. will have fair market value basis in the received SFNC common stock.

Part II, Line 18

Loss can be recognized by Citizens National Bancorp, Inc. if the amount of purchase price allocated to individual assets exceeds tax basis in those particular assets.