

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name **2** Issuer's employer identification number (EIN)

SIMMONS FIRST NATIONAL CORPORATION, INC. 71-0407808

3 Name of contact for additional information **4** Telephone No. of contact **5** Email address of contact

BOB FEHLMAN 501-558-3141 BOB.FEHLMAN@SIMMONSBANK.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

P.O. BOX 7009 PINE BLUFF, AR 71611

8 Date of action **9** Classification and description

OCT 19, 2017 COMMON STOCK

10 CUSIP number **11** Serial number(s) **12** Ticker symbol **13** Account number(s)

828730200 N/A SFNC 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 ▶ SEE ATTACHMENT

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 ▶ SEE ATTACHMENT

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 ▶ SEE ATTACHMENT

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 368 (A)
- IRC SECTION 354
- IRC SECTION 356
- IRC SECTION 358
- IRC SECTION 1221
- IRC SECTION 1362

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, 2017.

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 ▶ *Bob Fehlman* Date ▶ 10/25/17

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

| | | | | | |
|---|---------------------------------|-------------------------|------------------|---|-----------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date: 2017.10.24 | Check <input type="checkbox"/> if self-employed | PTIN |
| | ROBERT PARKER, CPA | <i>[Signature]</i> | 15:44:31 05:00' | | P00868782 |
| | Firm's name ▶ CROWE HORWATH LLP | Firm's EIN ▶ 35-0921680 | | Phone no. 615-360-5500 | |
| Firm's address ▶ 720 COOL SPRINGS BLVD, STE 600, FRANKLIN, TN 37067 | | | | | |

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 Southwest Bancorp, Inc. (OKSB) through a merger transaction and OKSB simultaneously merged into SFNC effective October 19, 2017. The merger qualified as a tax-free reorganization under Section 368 of the Internal Revenue Code.

Part II, Line 15

Pursuant to the agreement and Plan of Merger, each share of OKSB common stock was exchanged for 0.3903 shares of SFNC common stock and \$5.11 in cash plus cash in lieu of fractional shares. In total, 7,244,302 shares of SFNC stock were issued with a value of \$431,398,184 (\$59.55 per share) along with \$94,852,981 of cash (including \$5,688 of cash in lieu of fractional shares).

The merger qualified as a tax-free reorganization under Section 368 of the Internal Revenue Code. As such, the federal income tax consequences to former OKSB shareholders are determined under Code Sections 354, 356, 358 and 1221. An OKSB shareholder who receives cash and SFNC shares generally will recognize gain (but not loss) in the amount equal to the lesser of: (i) the amount by which the sum of the fair market value of the SFNC shares and cash received by the OKSB shareholder exceeds shareholder's adjusted tax basis in the OKSB shares; and (ii) the amount of cash received by such shareholder. Each OKSB shareholder's total tax basis in SFNC common stock should equal such shareholder's total tax basis in the OKSB stock surrendered in the merger transaction, decreased by the amount of cash received and increased by the amount of gain recognized in the transaction.

Part II, Line 16

In exchange for each share of OKSB common stock, the OKSB shareholder will receive 0.3903 shares of SFNC common stock and \$5.11 in cash, with total value of \$28.35. The shareholder will generally recognize capital gain (discussed in #18), with the nature of the gain being determined by how long OKSB stock was held by each individual shareholder.

The basis of SFNC shares received, once computed, must be allocated to the individual SFNC shares received in accordance with Treasury Regulation §1.358-2(a). See also Proposed Treasury Regulation §1.358-2(b). Since fewer shares of SFNC common stock were received than shares of OKSB common stock surrendered, the basis of the OKSB shares surrendered must be allocated to the shares of SFNC stock received in a manner that reflects, to the greatest extent possible, that a share of SFNC stock received is received in respect of OKSB shares of stock that were acquired on the same date and at the same price. To the extent it is not possible to allocate the basis in this manner, the basis of the OKSB shares surrendered must be allocated to the shares of SFNC stock received in a manner that minimizes the disparity in the holding periods of the surrendered shares whose basis is allocated to any particular SFNC share received. This could result in a single share of SFNC stock having a split basis and a split holding period. See Example (14) of Treasury Regulation §1.358-2(c) for an illustration of this principle. Each OKSB shareholder should consult their tax advisor for specific guidance.

The acquisition of OKSB by SFNC on October 19, 2017, qualified as a reorganization within the meaning of Section 368(A) of the Internal Revenue Code. Therefore, the federal income tax consequences to the OKSB shareholders are determined under Code Sections 354, 356, 358 and 1221. Former OKSB shareholders will maintain their historical aggregate tax basis in their newly issued SFNC shares, decreased by the amount of cash received and increased by the amount of gain recognized in the transaction. See explanation on Line 15 regarding the fair market value of SFNC stock

Part II, Line 18

OKSB shareholders receiving a combination of SFNC stock and cash will generally recognize capital gain, but not loss, equal to the lesser of the total gain realized (difference between the value of cash and stock received over individual tax basis in the SFNC stock surrendered) and the amount of cash received in accordance with IRC Section 356(a)(1) and IRC Section 1001. Each OKSB shareholder should consult their tax advisor for specific guidance.