## Form **8937**

(December 2011)

Department of the Treasury
Internal Revenue Service

## Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting I	ssuer			
1 Issuer's name				2 Issuer's employer identification number (I
Prosperity Bancshares, Inc		4 Talamban	- No of contact	74-2331986 5 Email address of contact
3 Name of contact for additional information 4 Telephone No. of contact				5 Email address of contact
Shelly Srubar Humphrey 979-821-1181			shelly.humphrey@prosperitybanktx.com	
6 Number and street (or F	P.O. box if mail is not	delivered to	street address) of contact	7 City, town, or post office, state, and Zip code of co
1005 Can Falina				Houston, TX 77056
1295 San Felipe  8 Date of action		9 Class	sification and description	Houston, 1X 77030
o batto of dotton		0.00		
January 1, 2012		Commo	n Stock	
10 CUSIP number	11 Serial number(		12 Ticker symbol	13 Account number(s)
743606 10 5	N/A		РВ	N/A
Part II Organization	onal Action Attac	h additiona	I statements if needed. Se	e back of form for additional questions.
	The state of the s	• • • •		e against which shareholders' ownership is measured f
the action ► Merger	of Texas Bankers II	nc. with and	into Prosperity Bancshares,	Inc., effective January 1, 2012.
		<del></del>		
				y in the hands of a U.S. taxpayer as an adjustment per
				hare of Texas Bankers capital stock outstanding
			converted into the right to re	ceive 1.9047 shares of Prosperity common stock,
with cash paid for any frac	tional share interes	its.		
<u> </u>				
IC Describe the coloulati	on of the change in h	agia and the	data that supports the calcula	tion, such as the market values of securities and the
				s, Inc. converts to and becomes the basis of the sha
				on stock. There is no gain or loss recognized by a
				Cash received for fractional shares is treated as
selling price for the fraction	nai snares. Ine ba	sis for the fr	acuonal Shares is Zero.	
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				The second secon

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Part II	Organizational Action (continued)	
17 List th	e applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based  ovides for the nonrecognition of gain on the exchange of stock.	
<u> </u>		
· · · · · · · · · · · · · · · · · · ·		
	We will be a few as a major of 0	
	ny resulting loss be recognized? ►	
NO IOSS Car	De recognized on the exchange.	
		:
	de any other information necessary to implement the adjustment, such as the reportable tax year ▶	
The cash re	eceived for fractional shares should be reported in the 2012 tax year.	
1000		
	in the later and a statements	and to the hest of my knowledge, a
Ur be	ider penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, lief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which prepa	arer has any knowledge.
Sign	/ 1 / 1 /	
Horo	gnature Milly Stuban Humonly Date 2/	1/12
	June 1	
Pr	int your name ► Shelly Srubar Humphrey  Title ► SVP/Cont	DTIN
Paid	Print/Type preparer's name Preparer's signature Date	Check if PTIN self-employed
Prepare		Firm's EIN ▶
Use On	Y Firm's name ► Firm's address ►	Phone no.
	Firm's address	

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

Firm's address ▶