



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
[REFER TO ATTACHMENT TO FORM 8937]

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18 Can any resulting loss be recognized? ▶ [REFER TO ATTACHMENT TO FORM 8937]

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
[REFER TO ATTACHMENT TO FORM 8937]

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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 ▶ *Melanie Lazzari*  
Print your name ▶ **Melanie A. Lazzari**

Date ▶ **4/9/15**

Title ▶ **SVP - Controller**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>NA</b>	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			

**S&T Bancorp, Inc.**

**25-1434426**

**ATTACHMENT TO FORM 8937**

**REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES**

**Form 8937 Part I, Box 9:**

The securities subject to reporting include all shares of S&T Bancorp, Inc. ("S&T") common stock issued in exchange for the outstanding common stock of Integrity Bancshares, Inc. ("Integrity") as a result of the merger of Integrity with and into S&T on March 4, 2015.

**Form 8937 Part II, Box 14:**

The reportable organizational action involves the merger of Integrity with and into S&T on March 4, 2015. As a result of the merger on March 4, 2015, Integrity shareholders exchanged their common stock for a right to receive \$52.50 in cash or 2.0627 shares of S&T common stock for each share of Integrity stock tendered. To the extent that the exchange would have resulted in the issuance of a fractional share of S&T common stock to an Integrity shareholder, a cash payment equal to the market value equivalent of the fractional share was paid in lieu of issuing a fractional share of S&T common stock.

**Form 8937 Part II, Box 15 & 16:**

S&T management believes that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, as amended.

Holders of Integrity common stock who receive S&T common stock in the merger in exchange for all of their shares of Integrity common stock will not recognize any gain or loss with respect to shares of S&T common stock received (except with respect to cash received instead of a fractional share interest in S&T common stock).

Holders of Integrity common stock who receive only cash in the merger in exchange for all of their shares of Integrity common stock will recognize gain or loss equal to the difference between the amount of cash received and the shareholder's adjusted tax basis in the shares of Integrity common stock exchanged.

Each holder of Integrity common stock who receives S&T common stock and cash (other than cash in lieu of a fractional share interest in S&T common stock) in the merger in exchange for the holder's shares of Integrity common stock will recognize the gain, if any, realized by the holder, in an amount not in excess of the amount of cash received (other than cash received instead of a fractional share interest in S&T common stock), but will not recognize any loss on the exchange.

Holders of Integrity common stock who receive cash instead of a fractional share interest in S&T common stock will recognize gain or loss equal to the difference between the cash received and the portion of the basis of the holders' shares of Integrity common stock allocable to that fractional share interest.

**Form 8937 Part II Box 17:**

S&T believes that its acquisition of Integrity pursuant to the merger effected on March 4, 2015 qualifies as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). Consequently, the federal income tax consequences to the Integrity Shareholders are determined under Code Sections 354, 356, 358 and 1221.

**Form 8937 Part II Box 18:**

In general, each Integrity shareholder who received S&T common stock and cash for all of his or her Integrity Stock cannot recognize any loss. The tax basis of the shares of S&T stock received by an Integrity shareholder will be the same as the basis of the shares of Integrity stock surrendered in exchange for the shares of S&T Stock, plus any gain recognized by such shareholder in the merger, and minus any cash received by the shareholder in the Merger.

**Form 8937 Part II Box 19:**

In general, any adjustment to the tax basis that causes gain or loss recognized by the Integrity shareholder as a result of the completion of the merger should be reported for the taxable year which includes March 4, 2015 (e.g., a calendar year shareholder would report the transaction on his or her federal income tax return filed for the 2015 calendar year.)

**No legal opinion from U.S. legal counsel or ruling from the Internal Revenue Service (the "IRS") has been requested, or will be obtained, regarding the U.S. federal income tax consequences of the merger described in this report. This report is not binding on the IRS and the IRS and the U.S. courts could disagree with one or more of the positions described above.**

**The above information does not constitute tax advice. It does not address the tax consequences that may apply to any particular shareholder, and each shareholder is urged to consult his or her own tax advisor regarding the tax consequences of the merger.**