Part I  Reporting Issuer

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

TAYLOR CAPITAL GROUP, INC.

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

GAIL PEARSON  847 653-7110  gpearson@coletaylor.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

9550 W HIGGINS ROAD  ROSEMONT, IL 60018

8  Date of action

JUNE 28, 2013

STOCK PURCHASE WARRANTS DATED May 28, 2010; October 21, 2010& COMMON STOCK

10  CUSIP number

N/A

11  Serial number(s)

N/A

12  Ticker symbol

TAYC (COMMON)

13  Account number(s)

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 DVD Effective June 28, 2013 Taylor Capital Group, Inc. (the "Company") converted all of its outstanding Warrants dated May 28, 2010 and October 21, 2010 (the "Warrants") into shares of the Company's common stock. For each share of Common Stock covered by the holder's Warrant, the holder received 301001 shares of Common Stock (based upon (1) $17.38, the Market Value of Common Stock as of June 27, 2013 and (2) the adjust Exercise Price of $12.15, in each case in accordance with Section 2(b) of the Warrant Certificate. The Company will pay holders cash in lieu of any fractional shares of Common Stock otherwise issuable in the Conversion.

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 DVD As a result of the Warrant conversion, a U.S. taxpayer/shareholder transfers their historic basis in the Warrants to the newly acquired Common Stock, decreased by the amount of money and the fair market value of any other property received and increased by any gain recognized on the conversion.

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 DVD A U.S. taxpayer/shareholder takes a carryover tax basis in its newly acquired Common Stock.
Part II  Organizational Action (continued)

17  List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based:

The applicable Code sections are 368(a)(1)(E) (dealing with a recapitalization) & Section 358 (dealing with basis).

18  Can any resulting loss be recognized?  Shareholders will not recognize a loss for U.S. federal income tax purposes in connection with the Warrant conversion.

19  Provide any other information necessary to implement the adjustment, such as the reportable tax year: The information herein represents the Company's understanding of existing U.S. federal income tax law and regulations and does not constitute tax advice. It does not purport to be complete or to describe tax consequences that may apply to particular categories of stockholders, including in particular, the possibility of applying different methods for allocating tax basis. The Company does not provide tax advice to its shareholders. However, to ensure compliance with requirements imposed by the IRS, the Company informs you that any U.S. tax advice contained herein is not intended or written to be used, and cannot be used, for purposes of (i) avoiding penalties under the Internal Revenue Code of 1986, as amended, or (ii) promoting, marketing, or recommending any transaction or matter discussed herein.

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 ➤ Randall T. Coxe
Print your name ➤ Rando11 T. Coxe
Date ➤ 7/22/17
Title ➤ CHIEF FINANCIAL OFFICER

Paid Preparer Use Only
Print/Type preparer's name ➤ Preparer's signature ➤
Date ➤ PTIN
Check if self-employed
Firm's name ➤ Firm's EIN ➤
Firm's address ➤ Phone no.

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