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 Issuer

1 Issuer's name	2 Issuer's employer identification number (EIN)
ALLIANCEBERNSTEIN NATIONAL MUNICIPAL INCOME FUND, INC.	04-359253

3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact
AB INVESTOR SERVICES, INC.	(800) 251-0539	

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 786003	SAN ANTONIO, TX 78278-6003

8 Date of action	9 Classification and description
SEPTEMBER 30, 2015	COMMON STOCK - REGULATED INVESTMENT COMPANY

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
SEE ATTACHED	N/A	SEE ATTACHED	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 ▶ THE ISSUER PAID DISTRIBUTIONS TO COMMON SHAREHOLDERS ON JANUARY 7, 2015; FEBRUARY 4, 2015; MARCH 4, 2015; APRIL 8, 2015; MAY 6, 2015; JUNE 3, 2015; JULY 8, 2015; AUGUST 5, 2015; SEPTEMBER 2, 2015; AND OCTOBER 7, 2015. 1.12% OF EACH OF THESE DISTRIBUTIONS CONSTITUTES A NON-TAXABLE RETURN OF CAPITAL. SEE ATTACHED FOR DETAILS

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 ▶ THE PORTION OF THE DISTRIBUTIONS THAT CONSTITUTE A NON-TAXABLE RETURN OF CAPITAL WILL DECREASE A U.S. TAXPAYER'S BASIS IN SHARES OF THE ISSUER. SEE ATTACHED FOR DETAILS.

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 ▶ AT THE CLOSE OF THE ISSUER'S FISCAL YEAR ON 10/31/15, THE ISSUER'S CURRENT & ACCUMULATED E&P WAS CALCULATED UNDER IRC SECTION 312 AS MODIFIED BY SECTION 852(c) FOR A REGULATED INVESTMENT COMPANY (RIC) AND THE REGULATIONS THEREUNDER. THE AMOUNT OF E&P WAS COMPARED TO THE AMOUNT OF THE ISSUER'S FISCAL YEAR DISTRIBUTIONS TO SHAREHOLDERS. DISTRIBUTIONS IN EXCESS OF E&P WERE RECHARACTERIZED AS RETURN OF CAPITAL AND SHOULD BE APPLIED AS A REDUCTION IN EACH SHAREHOLDER'S TAX BASIS IN APPLICABLE SHARES.

For Paperwork Reduction Act Notice, see the separate Instructions.

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Part II **Organizational Action** (continued)

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

INTERNAL REVENUE CODE SECTIONS 301, 316, 852

18 Can any resulting loss be recognized? ▶ NO

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

THE ORGANIZATIONAL ACTION IS REPORTABLE WITH RESPECT TO THE TAXABLE YEAR ENDED OCTOBER 31, 2015. SHAREHOLDERS SHOULD CONSULT THEIR ADVISORS REGARDING THE EFFECT OF THE NON-TAXABLE RETURN OF CAPITAL IN LIGHT OF THEIR INDIVIDUAL CIRCUMSTANCES.

Sign Here	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.

Signature ▶ "A SIGNED COPY IS MAINTAINED BY THE ISSUER"   Date ▶

Print your name ▶   Title ▶

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	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

ALLIANCEBERNSTEIN NATIONAL MUNICIPAL INCOME FUND
Return of Capital Analysis

Shareholders of record on distribution date listed below will decrease their tax basis as follows:

Share Class	CUSIP	Ticker Symbol
Class R	01864U106	AFB

Distribution Date	Shares Class	Return of Capital per Share	
01/07/2015	Class R	$	0.000816480
02/04/2015	Class R	$	0.000816480
03/04/2015	Class R	$	0.000738080
04/08/2015	Class R	$	0.000738080
05/06/2015	Class R	$	0.000738080
06/03/2015	Class R	$	0.000738080
07/08/2015	Class R	$	0.000738080
08/05/2015	Class R	$	0.000738080
09/02/2015	Class R	$	0.000738080
10/07/2015	Class R	$	0.000738080
11/04/2015	Class R		-
12/02/2015	Class R		-