

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

| | | | |
|---|---|---|----------------------|
| 1 Issuer's name HANCOCK HOLDING COMPANY | | 2 Issuer's employer identification number (EIN) 64-0693170 | |
| 3 Name of contact for additional information TRISHA VOLTZ CARLSON | 4 Telephone No. of contact (504) 299-5208 | 5 Email address of contact TRISHA_CARLSON@HANCOCKBANK.COM | |
| 6 Number and street (or P.O. box if mail is not delivered to street address) of contact ONE HANCOCK PLAZA, 2510 14TH STREET | | 7 City, town, or post office, state, and Zip code of contact GULFPORT, MS 39501 | |
| 8 Date of action JUNE 4, 2011 | | 9 Classification and description COMMON STOCK | |
| 10 CUSIP number 410120109 | 11 Serial number(s) | 12 Ticker symbol HBHC | 13 Account number(s) |

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 ▶ **HANCOCK HOLDING COMPANY ("HANCOCK") ACQUIRED WHITNEY HOLDING CORPORATION ("WHITNEY") THROUGH A MERGER TRANSACTION WHEREBY WHITNEY MERGED WITH AND INTO HANCOCK EFFECTIVE JUNE 4, 2011.**

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 ▶ **PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, SHARES OF COMMON STOCK OF WHITNEY WERE EXCHANGED FOR 0.418 SHARES OF HANCOCK COMMON STOCK, SUBJECT TO PAYMENT OF CASH IN LIEU OF FRACTIONAL SHARES OF HANCOCK COMMON STOCK.**

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 ▶ **THE MERGER OF WHITNEY INTO HANCOCK ON JUNE 4, 2011 QUALIFIED AS A REORGANIZATION WITHIN THE MEANING OF SECTION 368(A) OF THE INTERNAL REVENUE CODE. THEREFORE, THE FEDERAL INCOME TAX CONSEQUENCES TO THE WHITNEY SHAREHOLDERS ARE DETERMINED UNDER CODE SECTIONS 354, 356, 358, AND 1221. SINCE THE CONSIDERATION PROVIDED IN THE AGREEMENT AND PLAN OF MERGER IS LIMITED SOLELY TO HANCOCK COMMON STOCK, NO GAIN OR LOSS SHOULD BE RECOGNIZED BY WHITNEY SHAREHOLDERS RELATED TO THE MERGER TRANSACTION. FORMER WHITNEY SHAREHOLDERS WILL MAINTAIN THEIR HISTORICAL AGGREGATE TAX BASIS IN THEIR NEWLY ISSUED HANCOCK SHARES. WHITNEY SHAREHOLDERS WHO RECEIVED CASH INSTEAD OF FRACTIONAL SHARES OF HANCOCK COMMON STOCK WILL BE TREATED AS HAVING RECEIVED THE FRACTIONAL SHARES IN THE MERGER AND THEN AS HAVING EXCHANGED THE FRACTIONAL SHARES FOR CASH. THESE HOLDERS WILL GENERALLY RECOGNIZE GAIN OR LOSS EQUAL TO THE DIFFERENCE BETWEEN THE TAX BASIS ALLOCABLE TO THE FRACTIONAL SHARES AND THE AMOUNT OF CASH RECEIVED.**

Part I 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

18 Can any resulting loss be recognized? ▶ **ONLY LOSSES RESULTING FROM THE EXCHANGE OF FRACTIONAL SHARES FOR CASH ARE POTENTIALLY RECOGNIZED.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **THE REPORTABLE TAX YEAR IS THE CALENDAR YEAR ENDED DECEMBER 31, 2011.**

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 ▶ *Michael M. Achary*

Date ▶ 1/11/2012

Print your name ▶ Michael M. Achary

Title ▶ EVP + CFO

Paid Preparer Use Only

Print/Type preparer's name

MICHAEL J. GIAMMALVO

Preparer's signature

Michael J. Giammalvo

Date

1/11/2012

Check If self-employed

PTIN

P00096176

Firm's name ▶ CROWE HORWATH LLP

Firm's EIN ▶ 35-0921680

Firm's address ▶ 105 CONTINENTAL PL, STE 200, BRENTWOOD, TN 37027

Phone no. (615) 360-5500

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