## 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

Reporting Issuer Part I 2 Issuer's employer identification number (EIN) Issuer's name Fidelity D & D Bancorp, Inc. 23-3017653 3 Name of contact for additional information 4 Telephone No. of contact 5 Email address of contact Salvatore R. DeFrancesco, Jr. 570-504-8000 Sal.DeFrancesco@fddbank.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 338 N. Washington Ave. Scranton, PA 18503 9 Classification and description 8 Date of action September 28, 2017 Common stock- Three-for-two stock split effected in the form of a 50% stock dividend 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) **FDBC** 31609R100 Organizational Action Attach additional statements if needed. See back of form for additional guestions. Part II Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action A three-for-two stock split effected in the form of a fifty percent (50%) stock dividend was declared on August 15, 2017 to be payable on September 28, 2017, to shareholders of record as of the close of business on September 18, 2017, in the common stock of the Fidelity D & D Bancorp, Inc., without par value, at the rate of one (1) share of common stock for each two (2) shares of common stock outstanding held of record as of the record date of September 18, 2017. Such that after the stock dividend holders of the common stock will hold three (3) shares for each two (2) shares held as of the record date. 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 15 share or as a percentage of old basis The basis of the common stock with respect to which the stock dividend is paid, the old stock, is allocated between the old and new stock in proportion to the fair market values of each on the payment date, such that the basis of the old stock is decreased by 33.3333% and this amount is allocated to the basis of the new stock. 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 basis of the old stock is reduced by 33.3333%, this amount is allocated to the basis of the new stock. The market value of the old and new stock is the same on the valuation date for this publicly-traded security. The valuation date used is the payment date of the stock dividend, i.e., September 28, 2017. The combined basis of the old and new stock immediately after the stock dividend is the same as the basis of the old stock immediately prior to the stock dividend.

Part I		Organizational Action (continue	d)				
<b>17</b> Li:	st the	applicable Internal Revenue Code section	on(s) and subsection(s) upon	which the tax treatmer	nt is based ▶		
Internal	Reve	nue Code Sections: 305(a), 307(a)					
<b>18</b> Ca	an anw	resulting loss be recognized? ► No.					
		<u></u>					
<b>19</b> Pr	ovide	any other information necessary to imp	lement the adjustment, such	as the reportable tax y	ear▶		
The rep	ortab	le tax year is 2017.					
		r penalties of perjury, I declare that I have ex					
	belief	, it is true, correct, and complete. Declaration	of preparer (other than officer) is	based on all information of	of which prepare	er has any knowledge.	
Sign							
Here	Signa	Signature ► /s/ Salvatore R. DeFrancesco, Jr. Date ► 09/2				/17	
	Print	your name ► Salvatore R. DeFrancesco		Title▶	Treasurer		
Paid		Print/Type preparer's name	Preparer's signature	Date		Check if PTIN	
Prepa	ırer				:	self-employed	
Use C		Firm's name				Firm's EIN ▶	
		Firm's address ▶				Phone no.	
Send Fo	rm 89	37 (including accompanying statements	s) to: Department of the Treas	ury, Internal Revenue	Service, Ogde	en, UT 84201-0054	