Part I Reporting Issuer

1	Issuer's name					2 Issuer's employer identification number (EIN)	
ALLIANCEBERNSTEIN NATIONAL MUNICIPAL INCOME FUND, INC.						04 250252	
						04-359253	
3	Name of contact for additional information 4		Telephone No. of contact			5 Email address of contact	
						https://www.abglobal.com/abcom/segment_homepages/	
AB	B INVESTOR SERVICES, INC.			(800) 251-0539		investments/us/resources/contact_us.htm	
6 Number and street (or P.O. box if mail is not deli			delivered to s	livered 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 Class	9 Classification and description			
OCT	TOBER 31, 2016		СОММОІ	N STOCK - REGULATED	INVEST	MENT 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 organizat	tional action and, if a	plicable, the	date of the action or the c	late agair	nst which shareholders' ownership is measured for	
	the action ► THE ISS	SUER PAID DISTRIB	UTIONS TO	COMMON SHAREHOLDE	RS ON J	JANUARY 6, 2016; FEBRUARY 3, 2016;	
MA						SEPTEMBER 7, 2016; AND OCTOBER 5, 2016.	
4.42	2% OF EACH OF THESE	E DISTRIBUTIONS C	ONSTITUTE	S A NON-TAXABLE RETU	JRN OF	CAPITAL.	
SEE	ATTACHED FOR DET	AILS					

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 ► <u>THE PORTION OF THE DISTRIBUTIONS THAT CONSTITUTE A NON-TAXABLE RETURN OF</u> 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 10/31/16, 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 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.

Form 8937 (Rev. 12-2011)	
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 **b**_____

THE ORGANIZATIONAL ACTION IS REPORTABLE WITH RESPECT TO THE TAXABLE YEAR ENDED OCTOBER 31, 2016. SHAREHOLDERS SHOULD CONSULT THEIR ADVISORS REGARDING THE EFFECT OF THE NON-TAXABLE RETURN OF CAPITAL IN LIGHT OF THEIR INDIVIDUAL CIRCUMSTANCES.

	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	Ū	ture ▶ "A SIGNED COPY IS MAINT	AINED BY THE ISSUER"	Date ►			
Paid		Print/Type preparer's name	Preparer's signature	Date	Check if self-employed		
Preparer Use Only		Firm's name ► Firm's address ►	Firm's EIN ► Phone no.				
Send Fo	rm 89	37 (including accompanying stateme	ents) to: Department of the Treasury,	Internal Revenue Service, O	gden, 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 Common	CUSIP 01864U106	Ticker Sym AFB	Ticker Symbol AFB	
Distribution Date	Shares Class	Return of C	Return of Capital per Share	
01/06/2016	Common	\$	0.002757196	
02/03/2016	Common	\$	0.002757196	
03/02/2016	Common	\$	0.002757196	
04/06/2016	Common	\$	0.002757196	
05/04/2016	Common	\$	0.002757196	
06/01/2016	Common	\$	0.002757196	
07/06/2016	Common	\$	0.002439840	
08/03/2016	Common	\$	0.002439840	
09/07/2016	Common	\$	0.002439840	
10/05/2016	Common	\$	0.002439840	
11/02/2016	Common		-	
12/07/2016	Common		-	