

**Board of Governors of the Federal Reserve System**



**Annual Report of Holding Companies—FR Y-6**

**Report at the close of business as of the end of fiscal year**

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

**Date of Report** (top-tier holding company's fiscal year-end):

**December 31, 2018**

Month / Day / Year

None

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

I, Louis Prichard

Kentucky Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President & CEO

PO Box 157

Title of the Holding Company Director and Official

(Mailing Address of the Holding Company) Street / P.O. Box

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Paris

KY

40362-0157

City

State

Zip Code

339 Main St, Paris, KY 40361

Physical Location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Gregory J Dawson

CFO

Name

Title

859-988-1303

Area Code / Phone Number / Extension

859-987-5821

Area Code / FAX Number

greg.dawson@kybank.com

E-mail Address

kybank.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

03/26/2019

Date of Signature

For holding companies *not* registered with the SEC—  
 Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

**For Federal Reserve Bank Use Only**

RSSD ID \_\_\_\_\_

C.I. \_\_\_\_\_

Is confidential treatment requested for any portion of this report submission? .....  No  Yes

In accordance with the General Instructions for this report (check only one),

- 1. a letter justifying this request is being provided along with the report .....
- 2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

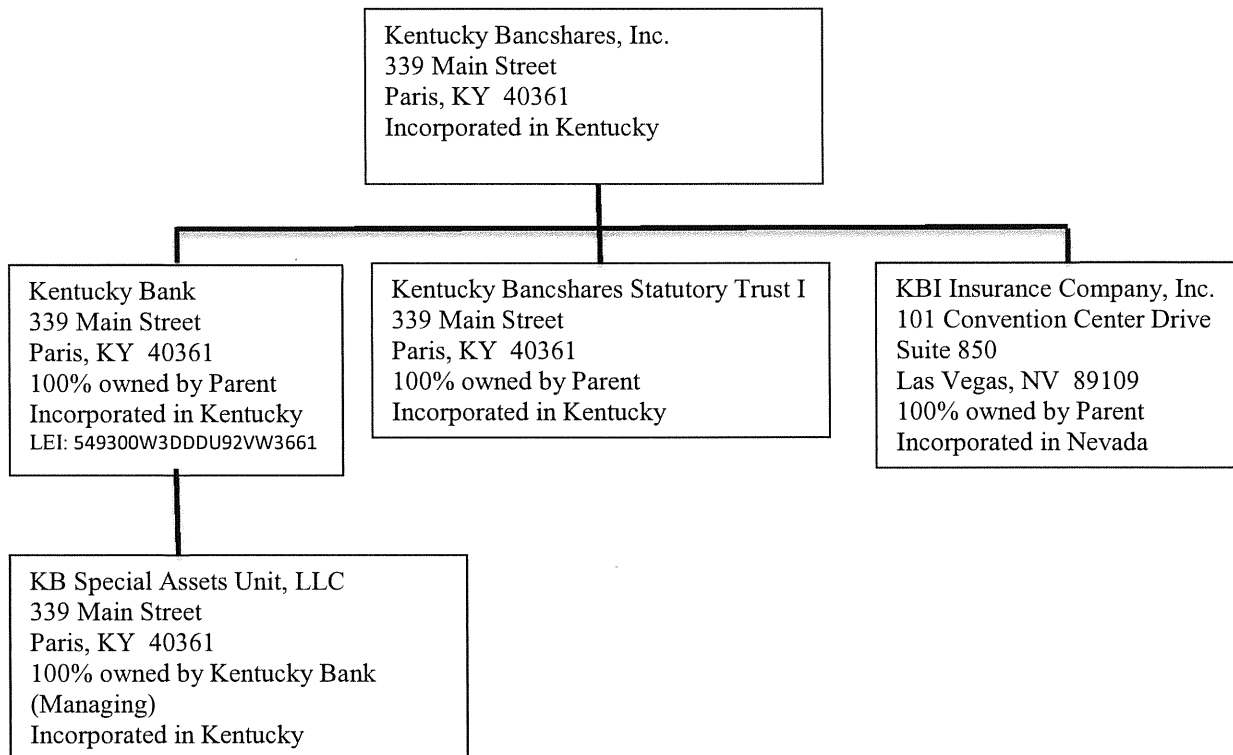
KENTUCKY BANCSHARES, INC.

Y-6

12/31/18

**Report Item 1: Annual Report to Shareholders – SEC Company**

**Report Item 2a: Organization Chart**



Note: LEI is N/A unless noted

**Report Item 2b: Domestic Branch Listing**

Submitted via Reporting Central on 3/26/19.

**Results:** A list of branches for your depository institution: KENTUCKY BANK (ID\_RSSD: 373115).  
 This depository institution is held by KENTUCKY BANCSHARES, INC. (1070831) of PARIS, KY.  
 The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

**Reconciliation and Verification Steps**

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below
2. If required, enter the date in the **Effective Date** column

**Actions**

**OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.  
**Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.  
**Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.  
**Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.  
**Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

**Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.  
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

**Note:**  
 To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.  
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	373115	KENTUCKY BANK	401 MAIN ST	PARIS	KY	40361	BOURBON	UNITED STATES	Not Required	Not Required	KENTUCKY BANK	373115	
OK		Full Service	3128893	CYNTHIANA BRANCH	939 US HIGHWAY 27 SOUTH	CYNTHIANA	KY	41031	HARRISON	UNITED STATES	Not Required	Not Required	KENTUCKY BANK	373115	
OK		Full Service	1829600	BLOSSOM BRANCH	260 BLOSSOM PARK DR	GEORGETOWN	KY	40324	SCOTT	UNITED STATES	Not Required	Not Required	KENTUCKY BANK	373115	
OK		Full Service	3667619	GEORGETOWN BRANCH	103 WEST SHOWALTER DRIVE	GEORGETOWN	KY	40324	SCOTT	UNITED STATES	Not Required	Not Required	KENTUCKY BANK	373115	
OK		Full Service	4516161	LEXINGTON VINE ST BRANCH	360 EAST VINE STREET SUITE 100	LEXINGTON	KY	40507	FAYETTE	UNITED STATES	Not Required	Not Required	KENTUCKY BANK	373115	
OK		Full Service	3763294	DOWNTOWN MOREHEAD BRANCH	400 WEST FIRST STREET	MOREHEAD	KY	40351	ROWAN	UNITED STATES	Not Required	Not Required	KENTUCKY BANK	373115	
OK		Full Service	330417	MOREHEAD BRANCH	1500 FLEMINGSBURG ROAD	MOREHEAD	KY	40351	ROWAN	UNITED STATES	Not Required	Not Required	KENTUCKY BANK	373115	
OK		Full Service	918178	NICHOLASVILLE BRANCH	920 NORTH MAIN STREET	NICHOLASVILLE	KY	40356	JESSAMINE	UNITED STATES	Not Required	Not Required	KENTUCKY BANK	373115	
OK		Full Service	377319	LEXINGTON ROAD BRANCH	2021 SOUTH MAIN STREET	PARIS	KY	40361	BOURBON	UNITED STATES	Not Required	Not Required	KENTUCKY BANK	373115	
OK		Full Service	2552099	GIBSON BAY DRIVE BRANCH	1001 GIBSON BAY DRIVE, SUITE 101	RICHMOND	KY	40475	MADISON	UNITED STATES	Not Required	Not Required	KENTUCKY BANK	373115	
OK		Full Service	2919290	TATES CREEK BRANCH	724 WEST MAIN STREET	RICHMOND	KY	40475	MADISON	UNITED STATES	Not Required	Not Required	KENTUCKY BANK	373115	
OK		Full Service	4630085	UNIVERSITY BRANCH	660 UNIVERSITY SHOPPING CENTER	RICHMOND	KY	40475	MADISON	UNITED STATES	Not Required	Not Required	KENTUCKY BANK	373115	
OK		Full Service	3667600	SANDY HOOK BRANCH	144 SOUTH KY 7	SANDY HOOK	KY	41171	ELLIOTT	UNITED STATES	Not Required	Not Required	KENTUCKY BANK	373115	
OK		Full Service	2459732	VERSAILLES BRANCH	520 MARSAILLES ROAD	VERSAILLES	KY	40383	WOODFORD	UNITED STATES	Not Required	Not Required	KENTUCKY BANK	373115	
OK		Full Service	365017	WILMORE BRANCH	108 EAST MAIN STREET	WILMORE	KY	40390	JESSAMINE	UNITED STATES	Not Required	Not Required	KENTUCKY BANK	373115	
OK		Full Service	428417	BY-PASS BRANCH	1975 BYPASS ROAD	WINCHESTER	KY	40391	CLARK	UNITED STATES	Not Required	Not Required	KENTUCKY BANK	373115	

### Report Item 3: Shareholders

(1)(a) Name, city and state/country	(1)(b) Country of Citizenship	(1)(c) Number & Percentage of voting securities
Buckner Woodford IV Paris, KY, USA	USA	356,380 or 6.0%- common shares
(2)(a)(b)(c)	n/a	

### Report Item 4: Insiders

(1) Name, city and state/country	(2) Principal occupation, if other than with the holding company	(3)(a) Title or position with holding company	(3)(b) Title or position with subsidiaries	(3)(c) Title or position with other businesses	(4)(a) Percentage of voting shares in holding company	(4)(b) Percentage of voting shares in subsidiaries	(4)(c) list names of other companies, if 25 percent or more of its voting securities are held
B. Proctor Caudill, Jr. Morehead, KY, USA	Director of Special Projects of Kentucky Bank	Director	Special Projects Manager & Director of Kentucky Bank	Board Member, Treasurer - Frontier Housing	4.1%	none	BPC, Inc.-25%
Henry Hinkle Paris, KY, USA	CEO/Treasurer of Hinkle Holding Company, LLC	Director	Director of Kentucky Bank	Trustee-Hinkle investments, LLC	1.6%	none	none
Ted McClain Paris, KY, USA	Insurance Agent	Director	Director of Kentucky Bank	President-Hopewell Company, Inc.	0.1%	none	Hopewell Company, Inc.-40%
Wes Omohundro Lexington, KY, USA	Secretary/Treasurer of The Allen Company	Director	Director of Kentucky Bank	Secretary/Treasurer of The Allen Company	0.1%	none	none
Louis Prichard Lexington, KY, USA	n/a	President & CEO, Director	President & CEO, Director of Kentucky Bank	Secretary/Treasurer-Kentucky Historical Society Board Member-Idle Hour Country Club Board/Executive Committee-Commerce Lexington	0.4%	none	none
Edwin Saunier Winchester, KY, USA	President, Saunier Moving & Storage, Inc.	Director	Director of Kentucky Bank	President-Saunier Moving & Storage, Inc. President-Ecton Movers, Inc. Managing Member-Wyn.net, LLC	0.1%	none	Saunier Moving & Storage, Inc-100% Ecton Movers, Inc.-50% Wyn.net, LLC-43.75%
Robert G. Thompson Paris, KY, USA	Farmer & thoroughbred breeder	Director	Director of Kentucky Bank	Owner-Snow Hill Farm	0.2%	none	none
Woodford Van Meter Lexington, KY, USA	University of Kentucky, Professor of Ophthalmology	Director	Director of Kentucky Bank	Director-Historic Paris Bourbon County Director-Kentucky Chapter of The Nature Conservancy Chairman-Kentucky Lions Eye Bank Chairman Elect-Eye Bank Association of America	1.2%	none	Green Valley Farm-100%
Buckner Woodford IV Paris, KY, USA	Retired	Director	Director of Kentucky Bank	Manager/Owner-Ashland Bourbon County LLC Financial Officer-First Presbyterian Church	6.0%	none	none
Gregory J. Dawson Lexington, KY, USA	n/a	Chief Financial Officer & Secretary	Senior Vice President, Chief Financial Officer of Kentucky Bank	none	0.2%	none	none