

Board of Governors of the Federal Reserve System



# Annual Report of Holding Companies—FR Y-6

2019 JUL -5 P 2:33

## 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

N/A

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

Reporter's Name, Street, and Mailing Address

Wayne Savings Bancshares, Inc.

Legal Title of Holding Company

151 North Market Street

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

Wooster

OH

44691

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Myron Swartzentruber

SVP/CFO

Name

Title

330-287-2820

Area Code / Phone Number / Extension

330-262-0336

Area Code / FAX Number

mswartzentruber@waynesavings.com

E-mail Address

Waynesavings.com

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

I, James R. VanSickle II

Name of the Holding Company Director and Official

Title of the Holding Company Director and Official

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.

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.

Signature of Holding Company Director and Official

06/24/2019

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.

3291203

Is confidential treatment requested for any portion of this report submission? .....	0=No 1=Yes	0
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 .....	<input type="checkbox"/>	
2. a letter justifying this request has been provided separately ...	<input type="checkbox"/>	
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."		

FR Y-6 Item 2a  
Wayne Savings Bancshares, Inc.  
Wayne Savings Community Bank  
Legal Identity Organizational Chart

Wayne Savings Bancshares, Inc. (WSBI)  
100% Shareholder Owned  
OTC: WAYN  
Head Office: Wooster, Ohio  
Incorporated: Delaware  
RSSID: 3271203  
Bank Holding Company

Wayne Savings Community Bank (WSCB)  
100% owned by WSBI  
Head Office: Wooster, Ohio  
Incorporated: Ohio  
FDIC CERT: 29847 RSSID: 985479  
Ohio -chartered commercial bank  
LEI: 549300WLYZ63QPFTDP84

LEI is N/A for Wayne Savings Bancshares, Inc.

Results: A list of branches for your depository institution: WAYNE SAVINGS COMMUNITY BANK (ID\_RSSD: 985479).  
 This depository institution is held by WAYNE SAVINGS BANCSHARES, INC. (3271203) of WOOSTER, OH.  
 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)	985479	WAYNE SAVINGS COMMUNITY BANK	151 NORTH MARKET STREET	WOOSTER	OH	44691	WAYNE	UNITED STATES	Not Required	Not Required	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839890	233 CLAREMONT BRANCH	233 CLAREMONT AVENUE	ASHLAND	OH	44805	ASHLAND	UNITED STATES	Not Required	Not Required	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839939	SUGARBUSH BRANCH	1055 SUGARBUSH DRIVE	ASHLAND	OH	44805	ASHLAND	UNITED STATES	Not Required	Not Required	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839966	CRESTON BRANCH	121 NORTH MAIN STREET	CRESTON	OH	44217	WAYNE	UNITED STATES	Not Required	Not Required	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839957	303 HIGHLAND DRIVE BRANCH	303 HIGHLAND DRIVE	LODI	OH	44254	MEDINA	UNITED STATES	Not Required	Not Required	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839863	NORTH CLAY STREET BRANCH	90 NORTH CLAY STREET	MILLERSBURG	OH	44654	HOLMES	UNITED STATES	Not Required	Not Required	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	2949466	NORTH CANTON OFFICE	1265 SOUTH MAIN STREET	NORTH CANTON	OH	44720	STARK	UNITED STATES	Not Required	Not Required	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839948	237 NORTH MAIN BRANCH	237 NORTH MAIN STREET	RITTMAN	OH	44270	WAYNE	UNITED STATES	Not Required	Not Required	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839827	1908 CLEVELAND ROAD BRANCH	1908 CLEVELAND ROAD	WOOSTER	OH	44691	WAYNE	UNITED STATES	Not Required	Not Required	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	2949484	MILLERSBURG ROAD BRANCH	2024 MILLERSBURG ROAD	WOOSTER	OH	44691	WAYNE	UNITED STATES	Not Required	Not Required	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839836	RIFFEL ROAD BRANCH	543 RIFFEL ROAD	WOOSTER	OH	44691	WAYNE	UNITED STATES	Not Required	Not Required	WAYNE SAVINGS COMMUNITY BANK	985479	

Form FR Y-6

Wayne Savings Bancshares, Inc.  
 Fiscal Year Ending December 31, 2018  
 Item 3

Report Item 3: Securities holders  
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2018

Current securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2018

(1) (a) name, city, state, country	(1) (b) Country of Citizenship or Incorporation	(1) (c) Number and percentage of Each Class of Voting Securities	(2) (a) name, city, state, country	(2) (b) Country of Citizenship or Incorporation	(2) (c) Number and percentage of Each Class of Voting Securities
Joseph Stilwell New York, NY, USA	USA	267,853 9.93% Common Stock (1) (2) (3)			
Ancora Advisors LLC Cleveland, Ohio 44124	USA	200,171 7.42% Common Stock (2) (3)			
			Wayne Savings Employee Stock Ownership Plan Trust Wooster, Ohio, USA	USA	128,150 4.75% Common Stock (2) (3)

(1) Based on information contained in a Schedule 13D beneficial ownership report filed on December 26, 2017 with the SEC under the Securities Exchange Act of 1934 by Joseph Stilwell

(2) Percentage share ownership figures are based on 2,696,844 shares outstanding

(3) Neither Joseph Stilwell and affiliated investment entities, Ancora Advisors LLC nor the Wayne Savings ESOP holds options, warrants, or other securities or rights to acquire voting securities of Wayne Savings Bancshares, Inc.

**Form FR Y-6**  
Wayne Savings Bancshares, Inc.  
Fiscal Year Ending December 31, 2018  
Item 4

Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal occupation if other than with the holding company	3(a) Title & position with the holding company	3(b) Title & position with subsidiaries (include names of subsidiaries)	3(c) Title & position with any other company in which the person is a director, trustee, partner, or executive officer (Include names of other businesses)	4(a) Percentage of each class of voting securities owned, controlled, or held with power to vote of the holding company (including options, warrants, etc.)	4(b) Percentage of each class of voting securities owned, controlled, or held with power to vote of subsidiaries (including options, warrants, etc.)	4(c) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants, etc.) of any other company, if 25% or more of its outstanding voting securities or proportionate interests in a partnership are held (list the name of the company and the percentage of voting securities owned, controlled, or held with power to vote)
Jonathan Ciccotelli Wooster, Ohio, USA	Vice President Accounting Firm	Lead Director	Lead Director Wayne Savings Community Bank	Vice President - Tax Services Group & Officer Meaden and Moore, LTD Wooster, Ohio	0.26%	None	None
Debra A. Marthey Orrville, Ohio, USA	Treasurer-Retired Manufacturing	Director	Director Wayne Savings Community Bank		0.29%	None	None
Peggy J. Schmitz Wooster, Ohio, USA	Attorney-Law Firm	Chair of the Board and Director	Chair of the Board and Director Wayne Savings Community Bank	Member The Village Network (501-c-3 organization) Emeritus Trustee	0.27%	None	None
David L. Lehman Orrville, Ohio, USA	President-Retired	Director	Director Wayne Savings Community Bank	Mennonite Mutual Insurance Company Orrville, Ohio Director-Mennonite Mutual Insurance Company Director-Christian Children's Home of Ohio Director-Orrville Inc. Director-Rails to Trails of Wayne County	0.27%	None	None
Glenn W. Miller Millersburg, Ohio, USA	President and Chief Executive Officer Electric Company	Director	Director Wayne Savings Community Bank	President and Chief Executive Officer Holmes-Wayne Electric Cooperative, Inc. Millersburg, Ohio Trustee and Treasurer of Buckeye Power, Inc. Columbus, Ohio Treasurer of Holmes Economic Development Council, Inc. Millersburg, Ohio  Vice President of The Pines Gulf Club, Inc. Orrville, Ohio  Sole Proprietor, Glenn W. Miller CPA, Director, Rural Electric Supply Corporation Madison WI  Director, United Utility Supply Cooperative Corporation Louisville, KY Trustee, Coopartive Power, Inc. Board of Managers, Buckeye Power Generation, LLC, Columbus, OH Board of Managers, Buckeye Power Generation, LLC II, Columbus, OH Director, Holmes-Wayne Electric Foundation, Inc	1.13%	None	Glenn W. Miller CPA - 100%

**Form FR Y-6**  
Wayne Savings Bancshares, Inc.  
Fiscal Year Ending December 31, 2018  
Item 4

Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal occupation if other than with the holding company	(3)(a) Title & position with the holding company	(3)(b) Title & position with subsidiaries (include names of subsidiaries)	(3)(c) Title & position with any other company in which the person is a director, trustee, partner, or executive officer (include names of other businesses)	4(a) Percentage of each class of voting securities owned, controlled, or held with power to vote of the holding company (including options, warrants, etc.)	4(b) Percentage of each class of voting securities owned, controlled, or held with power to vote of subsidiaries (including options, warrants, etc.)	4(c) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants, etc.) of any other company, if 25% or more of its outstanding voting securities or proportionate interests in a partnership are held (list the name of the company and the percentage of voting securities owned, controlled, or held with power to vote)
Brian Hopkins Cleveland, Ohio, USA	Partner, Managing Director Investment Management and family wealth advisory Firm	Director	Director	Partner Managing Director Ancora Holdings, Inc. Cleveland, Ohio  Director - Regional Brands Cleveland, Ohio	0.16%	None	None
James R. VanSickle Wooster, Ohio, USA	N/A	Director	Director, President and Chief Executive Officer Wayne Savings Community Bank	N/A	0.78%	None	None
Myron Swartzentruber Jeromesville, Ohio, USA	N/A	SVP/Chief Financial Officer	Chief Financial Officer Wayne Savings Community Bank	N/A	0.25%	None	None
Joel Beckler Wooster, Ohio, USA	N/A	SVP/Senior Loan Officer	Senior Loan Officer Wayne Savings Community Bank	N/A	0.14%	None	None