

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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102(a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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):

12/31/2022

Month / Day / Year

Reporter's Name, Street, and Mailing Address

F&M Bancorp

Legal Title of Holding Company

41 S. 1st St

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

Miamisburg

OH

45342

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Shon B Myers

President & CEO

Name

Title

937-866-2455

Area Code / Phone Number / Extension

937-866-0401

Area Code / FAX Number

smyers@bankwithfm.com

E-mail Address

N/A

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

I. Shon B Myers

Name of the Holding Company Director and Official

President & CEO

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]  
 Signature of Holding Company Director and Official

07/05/2023

Date of Signature

**For Federal Reserve Bank Use Only**

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

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

Is confidential treatment requested for any portion of this report submission? .....  0=No  1=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."

**Report Item 1: Annual Report to Shareholders**

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

## Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

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### Verification of Changes

**All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.**

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

- Yes     No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

**Report Item 2a: Organization Chart**

- Yes     No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

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

- Yes     No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

**Report Item 3: Securities Holders**

- Yes     No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

**Report Item 4: Insiders**

- Yes     No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

**Results:** A list of branches for your depository institution: **FARMERS & MERCHANTS BANK (ID\_RSSD: 176325)**.  
 This depository institution is held by **F&M BANCORP (1071155)** of **MIAMISBURG, OH**.  
 The data are as of **12/31/2022**. Data reflects information that was received and processed through **01/10/2023**.

**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)	176325	FARMERS & MERCHANTS BANK	41 SOUTH FIRST STREET	MIAMISBURG	OH	45342	MONTGOMERY	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	176325	
OK		Full Service	3658215	GERMANTOWN BRANCH	2367 BEECHWOOD DRIVE	GERMANTOWN	OH	45327	MONTGOMERY	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	176325	
Change	11/7/2022	Full Service	5117510	NEW LEBANON BRANCH	47 WEST MAIN STREET	NEW LEBANON	OH	45345	MONTGOMERY	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	176325	
OK		Full Service	594929	WEST CARROLLTON BRANCH	3235 ALEX-BELL ROAD	WEST CARROLLTON	OH	45449	MONTGOMERY	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	176325	
Add	2/14/2022	Full Service	594929	SPRINGBORO BRANCH	720 GARDNER ROAD	SPRINGBORO	OH	45066	WARREN	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	176325	

**FR Y-6**  
**REPORT OF BANK HOLDING COMPANIES**  
**F & M Bancorp**  
**Fiscal Year Ending DECEMBER 31, 2022**

**Report Item 1: Annual Report to Shareholders**

Audited 2022 Annual Report enclosed.

**Report Item 2b: Domestic Branch Listing for Farmers & Merchants Bank**

Popular Name Of Branch	Miamisburg (Head Office)	Germantown Branch	West Carrollton Branch	New Lebanon Branch	Springboro Branch
Changes	N.A.	N.A.	N.A.	New Address	New Branch
Date of Change				11/7/2022	02/14/2022
Street Address	41 S. First Street	2367 Beechwood Dr.	3235 Alex-Bell Road	47 West Main St.	720 Gardner Rd.
City	Miamisburg	Germantown	West Carrollton	New Lebanon	Springboro
County	Montgomery	Montgomery	Montgomery	Montgomery	Warren
State	Ohio	Ohio	Ohio	Ohio	Ohio
Country	United States	United States	United States	United States	United States
Zip Code	45342	45327	45449	45345	45066
Branch Type	Full Service	Full Service	Full Service	Full Service	Full Service

**Report Item 3: Securities Holders**

- 1) The following shareholders own and controls for the beneficial interest of others and without the power to vote, 5% or more of the outstanding shares of F&M Bancorp:
  - a) Cede & Co.\*  
C/O The Depository Trust Company (DTC)  
New York, NY/USA
  - b) U.S. Company
  - c) owns and controls for the beneficial interest of others 43,596 Shares (13.27%) of the 328,606 outstanding common shares of F&M Bancorp.

\*See attached Exhibit "A" for brokers or trust companies representing the beneficial owners.

**ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6 (CONTINUED)**

- 2) There were no other shareholders, during the 2022 calendar year, that owned, controlled and had the power to vote 5% or more of the outstanding shares of F&M Bancorp. Also, there were no options, warrants or other securities or rights that could be converted into or exercised for voting securities during the 2022 calendar year. At year end 2022 there were 3,946 shares held as non-voting Treasury Shares on the books of F&M Bancorp.

**Report Item 4: Insiders**

See attached Exhibit "B".

**REPORT ITEM 3: Securities Holders****Form FR y-6  
F&M Bancorp  
Fiscal Year Ending December 31, 2022**

<b>(1)(a) Name City, State, Country</b>	<b>(1)(b) Country of Citizenship or Incorporation</b>	<b>(1)(c) Number and Percentage of Each Class of Voting Securities</b>	<b>(2)(a) Name City, State, Country</b>	<b>(2)(b) Country of Citizenship or Incorporation</b>	<b>(2)(c) Number and Percentage of Each Class of Voting Securities</b>
Gregory Bell Miamisburg, OH / USA	USA	17,203 - 5.24% Common Stock	N/A	N/A	N/A
Cede & Co The Depository Trust Company New York, NY / USA	USA	43,596 - 13.27% Common Stock (see attached Exhibit A)	N/A	N/A	N/A

**Report Item 3: Securities Holders - Question 1**

**Securities held by Cede & Co. for the beneficial interest of Others as of December 31, 2022**

<b>Brokers/Trust Companies</b>	<b># of Shares Held</b>	<b># of Positions</b>
APEX Clearing Corporation	762	1
BofA Securities Inc.	175	1
Charles Schwab & Co., Inc.	190	2
D.A. Davidson & Co.	397	1
Interactive Brokers Retail Equity Clearing	1	1
Janney Montgomery Scott, LLC	20	2
Edward Jones	5,663	7
JPMorgan Chase Bank, NA	3,204	1
LPL Financial	1,438	2
Merrill Lynch	268	1
Morgan Stanley Smith Barney, LLC	2,067	5
National Financial Services LLC	5,835	9
Northern Trust	2,480	1
Oppenheimer & Co., Inc.	2,020	1
Pershing LLC	1,008	1
RBC Wealth Management	6,376	2
Raymond James & Associates, Inc.	1,248	1
Stifel, Nicolaus & Co., Inc.	268	1
TD Ameritrade Clearing Inc.	939	6
UBS Financial Services Inc.	9,155	4
Vanguard Brokerage Services	800	1
Virtu Americas, LLC	44	1
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	43,596	51

**REPORT ITEM 4 - INSIDERS**

**Form FR y-6  
F&M Bancorp  
Fiscal Year Ending December 31, 2022**

(1) Names	(2) Principal Occupations if other than with Holding Company	(3)(a) Title and Position with Holding Company	(3)(b) Title and Position with Subsidiaries	(3)(c) Title and Position with other businesses	(4)(a) Percentage Voting Shares in Holding Company	(4)(b) Percentage Voting Shres in Subsidiaries	(4)(c) 25% or more other voting companies	328,606
Dr. Keith Basinger	Eye doctor Miamisburg Vision	Director	Director Farmers & Merchants Bank	Partner Miamisburg Vision	0.12%	N/A	50% Miamisburg Vision	384
Gregory Bell	Retired owner Bell Vault and Monument	Director	Director Farmers & Merchants Bank	N/A	5.24%	N/A	N/A	17,203
Gregory Eagan	N/A	Senior Vice-President, Chief Financial Officer	Senior Vice-President, Chief Financial Officer Farmers & Merchants Bank	N/A	0.09%	N/A	N/A	281
Danielle L. Kuehnle	Commerical relator Oberer Realty Services	Director	Director Farmers & Merchants Bank	Sales and Leasing Agent Oberer Realty Services	0.04%	N/A	N/A	128
Dawn M. Leonard	Tax Specialist Veil Financial Solutions LLC.	Director	Director Farmers & Merchants Bank	Owner Veil Financial Solutions LLC.	0.26%	N/A	100% Veil Financial Solutions LLC.	859
Clint G. Morton	N/A	Senior Vice-President, Chief Lending Officer	Senior Vice-President Farmers & Merchants Bank	N/A	0.96%	N/A	N/A	3,154
Shon B. Myers	N/A	Director, Chairman, President and CEO	Director, Chairman, President and CEO Farmers & Merchants Bank	N/A	0.61%	N/A	N/A	1,991
Michael Sandner	Attorney Pickrel, Schaeffer and Ebeling,	Director	Director Farmers & Merchants Bank	President Pickrel, Schaeffer and Ebeling,	0.03%	N/A	N/A	101
Cynthia K. Spencer	N/A	Senior Vice-President	Senior Vice-President Farmers & Merchants Bank	N/A	0.62%	N/A	N/A	2,053
Michael E. Stover	Accountant Brady Ware & Company	Director	Director Farmers & Merchants Bank	Director CPA/ABV Brady Ware & Company	0.20%	N/A	N/A	643