

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
 OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

STATISTICS & ANALYSIS
 DEPARTMENT

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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

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

December 31, 2013

Month / Day / Year

I, Louis Prichard

Reporter's Name, Street, and Mailing Address

Kentucky Bancshares, Inc.

Name of the Holding Company Director and Official

CEO

Legal Title of Holding Company

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 Street

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

859-988-1603

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

03/26/2014

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 1070831
 C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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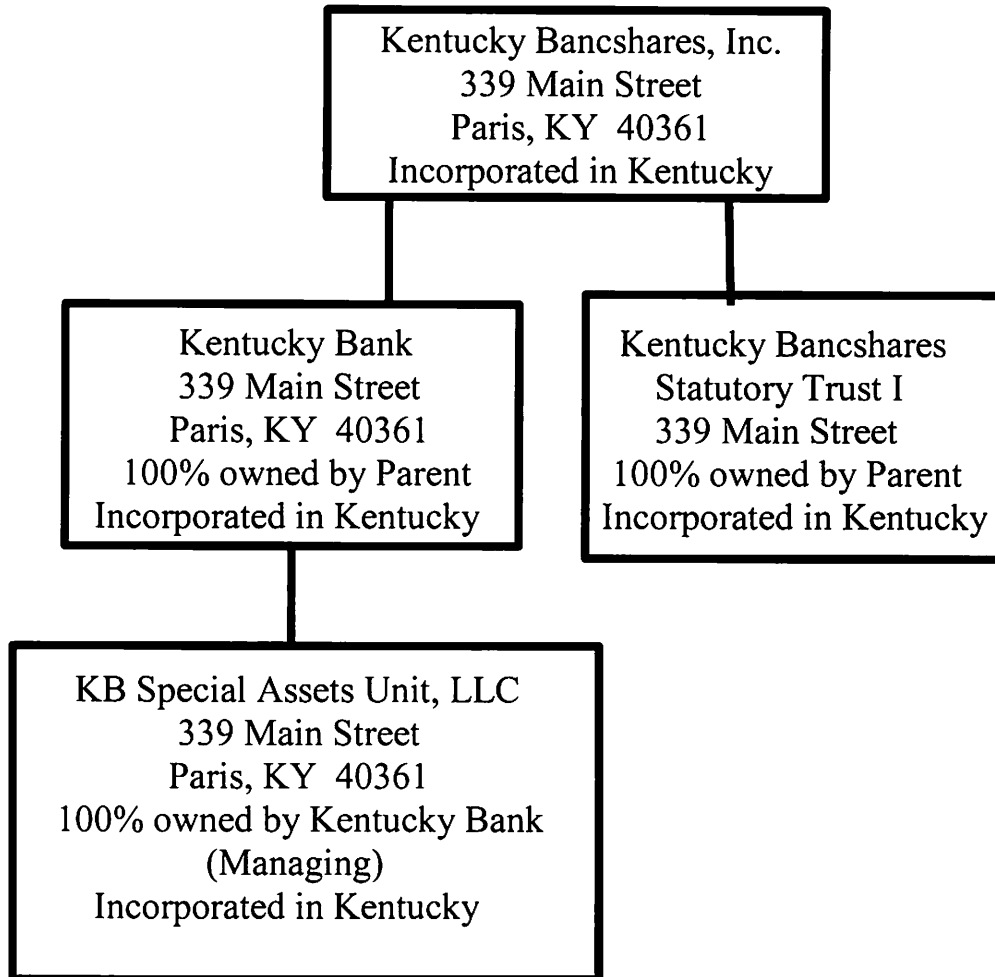
KENTUCKY BANCSHARES, INC.

Y-6

12/31/13

Report Item 1: Annual Report to Shareholders – SEC Company

Report Item 2: Organization Chart



Report Item 2b: Domestic Branch Listing

Submitted via email on 3/25/14.

Report Item 3: Shareholders

PART 1

- a. Buckner Woodford
Paris, Kentucky
- b. U.S. Citizen
- c. 205,973 shares - 7.6%

PART 2 - Not applicable

Report Item 4: Insiders

1. B. Proctor Caudill
Morehead, Kentucky
 2. Special Projects Manager of Kentucky Bank
 3. a. Director of Kentucky Bancshares, Inc.
b. Special Projects Manager & Director of Kentucky Bank
c. Director, Treasurer - Frontier Housing
 4. a.. 128,260 shares - 4.7%
b. none
c. none
-
1. Henry Hinkle
Paris, Kentucky
 2. CEO/Treasurer of Hinkle Holding Company, LLC
 3. a. Director of Kentucky Bancshares, Inc.
b. Director of Kentucky Bank
c. Member – Hinkle Environmental Services, LLC
Partner - Easy Buck Drilling Co.
CEO/Treasurer - Hinkle Holding Company, LLC
Sr Vice President – Hinkle Contracting Company, LLC
 4. a.. 42,110 shares - 1.5%
b. none
c. none

1. Theodore Kuster
Paris, Kentucky
2. Farmer and Thoroughbred Breeder
3.
 - a. Director of Kentucky Bancshares, Inc.
 - b. Director of Kentucky Bank
 - c. Farm Manager - Hillside Stock Place, LLC
Owner – Shawhan Place, LLC
Director, Vice Chairman – Paris Bourbon County Library Board
Trustee, Transylvania Presbyty ,Presbyterian Church, USA
4.
 - a. 10,690 shares - 0.4%
 - b. none
 - c. none

1. Betty Long
Lexington, Kentucky
2. Retired
3.
 - a. Director of Kentucky Bancshares, Inc.
 - b. Director of Kentucky Bank
 - c. none
4.
 - a. 2,213 shares - 0.1%
 - b. none
 - c. none

1. Ted McClain
Paris, Kentucky
2. Insurance Agent
3.
 - a. Director of Kentucky Bancshares, Inc.
 - b. Director of Kentucky Bank
 - c. Secretary/Treasurer Hopewell Company, Inc.
4.
 - a. 2,588 shares - 0.1%
 - b. none
 - c. Hopewell Company, Inc. – 40%

1. Louis Prichard
Paris, Kentucky
2. N/A
3. a. President & CEO, and Director of Kentucky Bancshares, Inc.
b. President & CEO, and Director of Kentucky Bank
c. Director, President – Paris Bourbon County YMCA
4. a. 7,984 shares - 0.3%
b. none
c. none

1. Edwin Saunier
Winchester, Kentucky
2. President, Saunier Moving & Storage, Inc.
3. a. Director of Kentucky Bancshares, Inc.
b. Director of Kentucky Bank
c. President – Saunier Moving & Storage, Inc.
4. a. 1,000 shares - 0.0%
b. none
c. Saunier Moving & Storage, Inc. - 100%
Ecton Movers, Inc. - 50%

1. Robert G. Thompson
Paris, Kentucky
2. Farmer & thoroughbred breeder
3. a. Director of Kentucky Bancshares, Inc.
b. Director of Kentucky Bank
c. Owner - Snow Hill Farm
4. a. 5,900 shares - 0.2%
b. none
c. none

1. Woodford Van Meter
Lexington, Kentucky
2. University of Kentucky, Professor of Ophthalmology
3.
 - a. Director of Kentucky Bancshares, Inc.
 - b. Director of Kentucky Bank
 - c. Director – JB Speed Museum
Director – Historic Paris Bourbon County
Director – The Nature Conservancy
4.
 - a. 32,679 shares - 1.2%
 - b. none
 - c. none

1. Buckner Woodford
Paris, Kentucky
2. Retired
3.
 - a. Chairman of Kentucky Bancshares, Inc
 - b. Chairman of Kentucky Bank
 - c. Treasurer – Kentucky Historical Society Foundation
Chair – Bluegrass Community Foundation
4.
 - a. 205,973 shares - 7.6%
 - b. none
 - c. Ashland Bourbon County, LLC – 100%

1. Gregory J. Dawson
Paris, Kentucky
2. N/A
3.
 - a. Chief Financial Officer & Secretary of Kentucky Bancshares, Inc.
 - b. Senior Vice President, Chief Financial Officer of Kentucky Bank
 - c. none
4.
 - a. 7,095 shares - 0.3%
 - b. none
 - c. none

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 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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-malling 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	464	0	KENTUCKY BANK	373115	
OK		Full Service	3128893	CYNTHIANA BRANCH	939 US HIGHWAY 27 SOUTH	CYNTHIANA	KY	41031	HARRISON	UNITED STATES	364029	12	KENTUCKY BANK	373115	
OK		Full Service	1829600	BLOSSOM BRANCH	260 BLOSSOM PARK DR	GEORGETOWN	KY	40324	SCOTT	UNITED STATES	46661	6	KENTUCKY BANK	373115	
OK		Full Service	3667619	GEORGETOWN BRANCH	103 WEST SHOWALTER DRIVE	GEORGETOWN	KY	40324	SCOTT	UNITED STATES	184946	10	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	479027	17	KENTUCKY BANK	373115	
OK		Full Service	330417	MOREHEAD BRANCH	1500 FLEMINGSBURG ROAD	MOREHEAD	KY	40351	ROWAN	UNITED STATES	5963	15	KENTUCKY BANK	373115	
OK		Full Service	918178	NICHOLASVILLE BRANCH	920 NORTH MAIN STREET	NICHOLASVILLE	KY	40356	JESSAMINE	UNITED STATES	490043	18	KENTUCKY BANK	373115	
OK		Full Service	377319	LEXINGTON ROAD BRANCH	2021 SOUTH MAIN STREET	PARIS	KY	40361	BOURBON	UNITED STATES	184944	1	KENTUCKY BANK	373115	
OK		Full Service	3667600	SANDY HOOK BRANCH	144 SOUTH KY 7	SANDY HOOK	KY	41171	ELLIOTT	UNITED STATES	219868	16	KENTUCKY BANK	373115	
OK		Full Service	2459732	VERSAILLES BRANCH	520 MARSAILLES ROAD	VERSAILLES	KY	40383	WOODFORD	UNITED STATES	289396	7	KENTUCKY BANK	373115	
OK		Full Service	365017	WILMORE BRANCH	108 EAST MAIN STREET	WILMORE	KY	40390	JESSAMINE	UNITED STATES	193953	11	KENTUCKY BANK	373115	
OK		Full Service	428417	BY-PASS BRANCH	1975 BYPASS ROAD	WINCHESTER	KY	40391	CLARK	UNITED STATES	194014	5	KENTUCKY BANK	373115	
OK		Full Service	122715	WINCHESTER DOWNTOWN OFFICE	24 W LEXINGTON AVE	WINCHESTER	KY	40391	CLARK	UNITED STATES	1770	4	KENTUCKY BANK	373115	