

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)); 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, Rod C. Steiger

Reporter's Name, Street, and Mailing Address

Wayne Savings Bancshares, Inc.

Name of the Holding Company Director and Official

Director, President and Chief Executive Officer

Legal Title of Holding Company

151 North Market Street

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.

Wooster

OH

44691

City

State

Zip Code

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:

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

Signature of Holding Company Director and Official

03-27-13

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 3271203
 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:
 Insider holdings contained in Item 4, column 4(c)
- 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

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

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

Wayne Savings Community Bank (WSCB)
100% Owned by WSBI
Head Office: Wooster, Ohio
Incorporated: Ohio
FDIC Cert: 29847, RSSID 985479
Ohio Chartered Savings & Loan
Association

Oak Tree Title Ltd.
49% Owned by WSCB
51% Owned by Affiliate's
Advantage One Title Agency, Ltd.,
an Ohio LLC

Non-Managing Member

Submitted Early Via Email 3-4-14

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 12/31/2013. 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-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	42681	0	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839890	233 CLAREMONT BRANCH	233 CLAREMONT AVENUE	ASHLAND	OH	44805	ASHLAND	UNITED STATES	277457	2	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839939	SUGARBUSH BRANCH	1055 SUGARBUSH DRIVE	ASHLAND	OH	44805	ASHLAND	UNITED STATES	518097	107	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839966	CRESTON BRANCH	121 NORTH MAIN STREET	CRESTON	OH	44217	WAYNE	UNITED STATES	11348	105	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839957	303 HIGHLAND DRIVE BRANCH	303 HIGHLAND DRIVE	LODI	OH	44254	MEDINA	UNITED STATES	277460	101	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839863	NORTH CLAY STREET BRANCH	90 NORTH CLAY STREET	MILLERSBURG	OH	44654	HOLMES	UNITED STATES	277456	1	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	2949466	NORTH CANTON OFFICE	1265 SOUTH MAIN STREET	NORTH CANTON	OH	44720	STARK	UNITED STATES	61313	104	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839948	237 NORTH MAIN BRANCH	237 NORTH MAIN STREET	RITTMAN	OH	44270	WAYNE	UNITED STATES	277458	4	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839827	1908 CLEVELAND ROAD BRANCH	1908 CLEVELAND ROAD	WOOSTER	OH	44691	WAYNE	UNITED STATES	277459	100	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	2949484	MILLERSBURG ROAD BRANCH	2024 MILLERSBURG ROAD	WOOSTER	OH	44691	WAYNE	UNITED STATES	357639	103	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839836	RIFFEL ROAD BRANCH	543 RIFFEL ROAD	WOOSTER	OH	44691	WAYNE	UNITED STATES	518096	106	WAYNE SAVINGS COMMUNITY BANK	985479	

Form FR Y-6

Wayne Savings Bancshares, Inc.
Fiscal Year Ending December 31, 2013
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 12/31/2013				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 12/31/2013		
(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	268,322	9.45% Common Stock (1) (2) (3)			
Wayne Savings Employee Stock Ownership Plan Trust Wooster, Ohio, USA	USA	187,910	6.62% Common Stock (2) (3)			

(1) Based on information contained in a Form 13F-HR filed on February 10, 2014 with the SEC under the Securities Exchange Act of 1934 by Joseph Stilwell.

(2) Percentage share ownership figures are based on 2,838,439 shares outstanding

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

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)
Daniel R. Buehler Wooster, Ohio, USA	President Retail Management Group	Director	Director Wayne Savings Community Bank	President E & H Family Group, Inc. Wooster, Ohio	0.15%	None	See Confidential Exhibit
Jonathan Ciccotelli Wooster, Ohio, USA	Vice President Accounting Firm	Director	Director Wayne Savings Community Bank	Vice President - Tax Services Group & Officer Meaden and Moore, LTD Wooster, Ohio	0.07%	None	None
Debra A. Marthey Orrville, Ohio, USA	Treasurer Manufacturing	Director	Director Wayne Savings Community Bank	Treasurer J.M. Smucker Company and subsidiaries Orrville, Ohio	0.14%	None	None
Peggy J. Schmitz Wooster, Ohio, USA	Attorney-Law Firm	Chairman and Director	Director Wayne Savings Community Bank	Attorney Critchfield, Critchfield and Johnston Wooster, Ohio	0.16%	None	None
David L. Lehman Orrville, Ohio, USA	President Insurance Company	Director	Director Wayne Savings Community Bank	President Mennonite Mutual Insurance Company Orrville, Ohio	0.07%	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 Millersburg, Ohio Board member of Buckeye Power, Inc. Columbus, Ohio Director National Rural Utilities Cooperative Finance Corporation, Dulles, VA Board member and Treasurer of Holmes Economic Development Council, Inc. Millersburg, Ohio Vice President of The Pines Gulf Club, Inc. Orrville, Ohio Sole Proprieter, Glenn W. Miller CPA, Wooster, OH Director, Rural Electric Supply Cooperative, Madison, WI Director, United Utility Supply Cooperative, Louisville, KY Trustee, Coopartive Power, Inc. Board of Managers, Buckeye Power Generation, LLC, Columbus, OH Board of Managers, Buckeye Power Generation II, LLC, Columbus, OH Director, Holmes-Wayne Electric Foundation, Inc., Millersburg, OH	1.07%	None	Glenn W. Miller CPA - 100%

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)
Rod C. Steiger Wooster, Ohio, USA	N/A	Director, President and Chief Executive Officer	Director, Chairman & CEO Wayne Savings Community Bank	N/A	0.34%	None	None
H. Stewart Fitz Gibbon III Wooster Ohio, USA	N/A	Executive Vice President, Chief Operating Officer, Chief Risk Officer, Secretary and Treasurer	Director, President, Chief Operating Officer, Chief Risk Officer, Secretary and Treasurer Wayne Savings Community Bank	N/A	0.80%	None	See Confidential Exhibit
Myron L. Swartzentruber Seville, Ohio, USA	N/A	Senior Vice President and Chief Financial Officer	Senior Vice President and Chief Financial Officer Wayne Savings Community Bank	N/A	0.11%	None	N/A
Joel Beckler Smithville, Ohio, USA	N/A	N/A	Senior Vice President and Senior Loan Officer Wayne Savings Community Bank	N/A	0.10%	None	N/A