

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, 2016

Month / Day / Year

n/a

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

Reporter's Name, Street, and Mailing Address

I, Andrew W Hasley

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.

Allegheny Valley Bancorp, INC

Legal Title of Holding Company

5137 Butler Street

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

Pittsburgh

PA

15201

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Stacy N Krempasky

VP, Dir of Finance

Name

Title

412-632-1326

Area Code / Phone Number / Extension

412-632-1326

Area Code / FAX Number

skrempasky@avbpgh.com

E-mail Address

www.avbpgh.com

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

Signature of Holding Company Director and Official

Date of Signature

3/27/17

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?.....

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
- 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."

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)

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

City State Zip Code

Physical Location (if different from mailing address)

**Allegheny Valley Bancorp, Inc.
Pittsburgh, Pennsylvania**

Fiscal Year Ending December 31, 2016

REPORT ITEM

- 1:** The BHC does prepare an annual report for its shareholders.
Enclosed are three copies of the annual report.
- 2a:** Organization Chart (see below)
- 2b:** Submitted via email on 3/29/2017

ALLEGHENY VALLEY BANCORP, INC.
(Parent)
5137 Butler Street
Pittsburgh, PA 15201
State of Incorporation – Pennsylvania

ALLEGHENY VALLEY
BANK OF PITTSBURGH
100%
(Subsidiary)
5137 Butler Street
Pittsburgh, PA 15201
State of Incorp - PA

ALLEGHENY VALLEY
FINANCIAL SERVICES LLC
100%
(Subsidiary)
5137 Butler Street
Pittsburgh, PA 15201
State of Incorp - PA
Allegheny Valley Bank -
General Partner

COMMUNITY BANKERS
SETTLEMENT LLC
100%
(Subsidiary)
5137 Butler Street
Pittsburgh, PA 15201
State of Incorp - PA
Allegheny Valley Bank -
General Partner

LEI is n/a, unless noted

Results: A list of branches for your depository institution: ALLEGHENY VALLEY BANK OF PITTSBURGH (ID_RSSD- 1829).
 This depository institution is held by ALLEGHENY VALLEY BANKCORP, INC. (1247419) of PITTSBURGH, PA.
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/10/2017.

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 reportable branch is missing, insert a row, add the branch data, and 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 UNIRUM, 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 UNIRUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	1829	ALLEGHENY VALLEY BANK OF PITTSBURGH	1517 BUTLER STREET	PITTSBURGH	PA	15201	ALLEGHENY	UNITED STATES	4088	0	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Full Service	654672	2000 MT TROY BRANCH	2000 MT TROY RD	PITTSBURGH	PA	15212	ALLEGHENY	UNITED STATES	40762	8	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Full Service	989329	BLAWNOX BRANCH	7703 MCKNIGHT ROAD	PITTSBURGH	PA	15238	ALLEGHENY	UNITED STATES	208647	1	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
Deletion	12/31/2009	Electronic Banking	4419347	MCKNIGHT ROAD BRANCH	7703 MCKNIGHT ROAD	PITTSBURGH	PA	15237	ALLEGHENY	UNITED STATES	Not Required	Not Required	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Full Service	4148540	ONLINE BANKING	5137 BUTLER STREET	PITTSBURGH	PA	15201	ALLEGHENY	UNITED STATES	Not Required	Not Required	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Full Service	3768648	PARKWAY CENTER MALL BRANCH	875 GREENTREE ROAD, SUITE 100	PITTSBURGH	PA	15220	ALLEGHENY	UNITED STATES	208651	5	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Full Service	1166248	PENN CENTER EAST BRANCH	3474 WILLIAM PENN HIGHWAY	PITTSBURGH	PA	15235	ALLEGHENY	UNITED STATES	Not Required	Not Required	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Full Service	2098328	PITTSBURGH OFFICE	428 FORBES AVE	PITTSBURGH	PA	15219	ALLEGHENY	UNITED STATES	208652	6	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Full Service	921927	SHALER BRANCH	900 MOUNT ROYAL BLVD	PITTSBURGH	PA	15219	ALLEGHENY	UNITED STATES	208652	2	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Limited Service	4148599	SHALER DRIVE/THRU	1100 MOUNT ROYAL BOULEVARD	PITTSBURGH	PA	15223	ALLEGHENY	UNITED STATES	Not Required	Not Required	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	

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 Allegheny Valley Bancorp, Inc.
 December 31, 2016

Report Item 3: Shareholders

(1)(a), (1)(b), (1)(c), (2)(a), (2)(b), (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/16.		Shareholders 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 12/31/16.	
(1)(a)	(1)(b)	(2)(a)	(2)(c)
Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Name & Address (City, State, Country)	Number and Percentage of Each Class of Voting Securities
Karl F. Gundlach Pittsburgh, PA	USA		57,538 - 5.57% Common Stock
S&T Bancorp Inc Indiana, PA	USA	None	145,446 - 14.08% Common Stock

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December 31, 2016

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses. (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names)	List names of other companies if 25% or more of voting sec. are held. (List % Held)
Susan M. DeLuca Glenshaw, PA USA	N/A	Director Corporate Secretary	Sr. Vice President, Corporate Secretary (AVB)	N/A	0.57%	None	N/A
Jason W. Ross Natrona Heights, PA USA	N/A	EVP, CFO, COO & Treasurer	EVP, CFO, COO and Treasurer (AVB) President (AVFS)	Director - Allegheny Valley Hospital President - CBSC	0.81%	None	N/A
Gregory J Saxon Oakmont, PA USA	Manufacturing - Conco Systems Inc.	Director	Director (AVB)	President - Conco Systems	1.53%	None	N/A
Marilyn B Justice Newton, MA USA	Self Employed - Potter	Director		Owner - Justice Pottery	1.42%	None	N/A
Paul A Iurlano Pittsburgh, PA USA	Attorney Diocese of Pittsburgh	Director	Director (AVB)	Attorney - Diocese of Pittsburgh, Board Member - Central Catholic and North Catholic High Schools	1.24%	None	N/A
Robert C Thomasmeyer Butler, PA USA	Communications	Director	Director (AVB)	Vice President - Miller Informations Systems Board Member - Butler Memorial Hospital	1.29%	None	N/A
Andrew W. Hasley Pittsburgh, PA USA	N/A	Director President & CEO	Director President & CEO	Director - Pittsburgh Zoo	2.67%	None	N/A
John M Lally Pittsburgh, PA USA	CPA	Director	Director (AVB)	Managing Partner - Lally & Co. LLC	1.37%	None	Lally & Co. LLC (35.7%)
Ronald J Mock Pittsburgh, PA USA	CPA	Director	Director (AVB)	President - Mock Bosco & Assoc Board Member - SMC Business Council	0.74%	None	Mock Bosco & Assoc (51%) Independent Controller Services Inc (33%)