

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.

I, Michelle Oxley

Name of the Holding Company Director and Official

Director

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.

Michelle Oxley
 Signature of Holding Company Director and Official

4/27/17
 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. _____

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

Citizens Commerce Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 1028

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

Versailles KY 40383
 City State Zip Code

534 Marsailles Drive

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Michelle Oxley Secretary/Treasurer
 Name Title

859-879-5879

Area Code / Phone Number / Extension

859-879-5979

Area Code / FAX Number

moxley@citizenscommerce.com

E-mail Address

www.citizenscommerce.com

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

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

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

City State Zip Code

Physical Location (if different from mailing address)

CITIZENS COMMERCE BANCSHARES, INC
FRY-6
DECEMBER 31, 2016

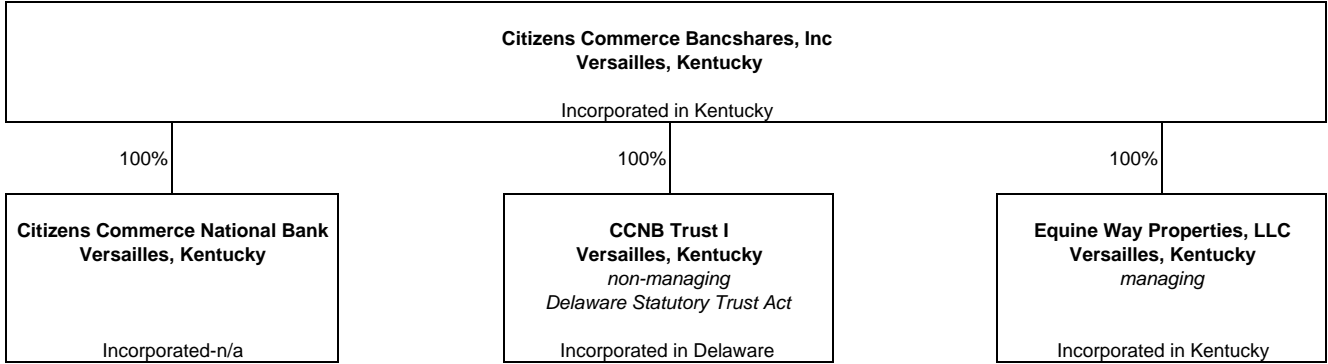
Report Item 1: Annual Report to Shareholders - Will Not Be Prepared for 2016

CITIZENS COMMERCE BANCSHARES, INC.

FRY-6

DECEMBER 31, 2016

2a. Organizational Chart



Note: LEI is n/a, unless noted

CITIZENS COMMERCE BANCSHARES, INC.
FRY-6
DECEMBER 31, 2016

Results: A list of branches for your holding company: CITIZENS COMMERCE BANCSHARES, INC. (2702278) of VERSAILLES, KY.
The data are as of 12/31/2016. 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 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) | 2512347 | CITIZENS COMMERCE NATIONAL BANK | 534 MARSAILLES DRIVE | VERSAILLES | KY | 40383 | WOODFORD | UNITED STATES | 57015 | | 0 | CITIZENS COMMERCE NATIONAL BANK | 2512347 |
| OK | | Full Service | 3764983 | FRANKFORT BRANCH | 108 SEA HERO ROAD | FRANKFORT | KY | 40601 | FRANKLIN | UNITED STATES | 468293 | | 2 | CITIZENS COMMERCE NATIONAL BANK | 2512347 |
| OK | | Full Service | 3929009 | NICHOLASVILLE BRANCH | 714 SOUTH MAIN STREET | NICHOLASVILLE | KY | 40356 | JESSAMINE | UNITED STATES | 493072 | | 3 | CITIZENS COMMERCE NATIONAL BANK | 2512347 |
| Ok | | Full Service | 2849940 | SOUTH MAIN STREET BRANCH | 231 SOUTH MAIN STREET | VERSAILLES | KY | 40383 | WOODFORD | UNITED STATES | 290507 | | 1 | CITIZENS COMMERCE NATIONAL BANK | 2512347 |

CITIZENS COMMERCE BANCSHARES, INC.

FRY-6

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) hat had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/15 | | |
|--|--|---|--------|---|--|---|
| (1)(a) Name & Address (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) . Number and Percentage of Each Class of Voting Securities | | (2)(a) Name & Address (City, State, Country) | (2)(b) Country of Citizenship or Incorporation | (2)(c) . Number and Percentage of Each Class of Vo ing Securities |
| Bill Shanks Versailles, KY USA | USA | 230,422 (Common Stock) | 12.84% | None | | |
| Jeffrey Ball Nicholasville, KY USA | USA | 254,110 (Common Stock) | 14.15% | | | |
| John Soper Versailles, KY USA | USA | 130,304 (Common Stock) | 7.26% | | | |

Citizens Commerce Bancshares, Inc
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2016

Report Item 4: Directors and Officers

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c).

| (1) Name & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Co. | (3)(a) Title & Position with Bank Holding Co. | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (4)(c) List Names of Other Companies (includes partnerships). If 25% or more of voting securities are held list names of companies and percentage of voting securities held. |
|---|--|---|--|--|---|--|--|
| Jeff Ball Nicholasville, KY USA | EVP/ President Nicholasville Market & Senior Lender Citizens Commerce National Bank | Director | Citizens Commerce National Bank EVP/ President Nicholasville Market & Senior Lender Director | None | 14.15% | 0.00% | Versailles Capital Group, LLC <25% |
| Tim Cambron Versailles, KY USA | Business Owner | Director | Citizens Commerce National Bank Director | President - Ruggles Sign Co Partner - Creekside Farm Partner - CAMCO Properties, LLC Partner - NORBMAC, LLC Partner - Olde Post Office LLC | 2.81% | 0.00% | Ruggles Sign Co 30.00% Creekside Farm 25.00% CAMCO Properties, LLC 50.00% Versailles Capital Group 42.47% Olde Post Office LLC 25.00% NORBMAC, LLC 20.00% |
| Dr. Dale Goodin Versailles, KY USA | Physician | Director | Citizens Commerce National Bank Director | Partner - Central Ky. Medical Group, PSC | 2.91% | 0.00% | Central Ky. Medical Group, PSC 33.00% Versailles Capital Group, LLC <25% |
| Dr. Denis King Frankfort, KY USA | Veterinarian | See note below. | Citizens Commerce National Bank Director | Owner- Frankfort Animal Clinic | 0.28% | 0.00% | Frankfort Animal Clinic 50.00% KGK Enterprises 16.66% KGK II Enterprises 16.66% MRK 20.00% Warehouse Enterprises, LLC 25.00% Meade Properties, LLC 33.33% Hometown Plaza 12.50% Versailles Capital Group LLC <25% |
| Michelle Oxley Versailles, KY USA | President & CEO Citizens Commerce National Bank | See note below. | Citizens Commerce National Bank President & CEO Director | None | 0.31% | 0.00% | Versailles Capital Group, LLC <25% |
| Ken Reed Versailles, KY USA | Retired | Director | Citizens Commerce National Bank Director | None | 1.96% | 0.00% | Versailles Capital Group, LLC <25% |
| Barry Settles Versailles, KY USA | Attorney | Director | Citizens Commerce National Bank Director | Owner- Barry Settles Law Office Owner-Oxford Ventures, LLC | 2.70% | 0.00% | Barry Settles Law Office 100.00% Oxford Ventures, LLC 100.00% Versailles Capital Group, LLC <25% Frankfort Excel Properties, LLC 100.00% Frankfort Champion Properties, LLC 100.00% |
| Bill Shanks Versailles, KY USA | Business Owner | Director | Citizens Commerce National Bank Director | Partner - Convenient Food Mart #175 Partner - M & W HHI Rentals, LLC | 12.84% | 0.00% | Convenient Food Mart #175 51.00% M & W HHI Rentals, LLC 50.00% Versailles Capital Group, LLC <25% |
| Frank Stark Versailles, KY USA | Retired | Chairman of the Board President/CEO | Citizens Commerce National Bank Director | None | 0.89% | 0.00% | Versailles Capital Group, LLC <25% |

Note: Dr. Denis King and Michelle Oxley were appointed to the Board of Directors of Citizens Commerce Bancshares, Inc on January 25, 2017.