

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.

I, Ronald J Seiffert
 Name of the Holding Company Director and Official
President and 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.

Ronald J Seiffert
 Signature of Holding Company Director and Official
03/07/2017
 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
DCB Financial Corp.
 Legal Title of Holding Company
PO Box 1001
 (Mailing Address of the Holding Company) Street / P.O. Box
Lewis Center OH 43035
 City State Zip Code
110 Riverbend Ave., Lewis Center, Ohio
 Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Donna Grimmert FVP / Finance
 Name Title
740-657-7240
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dgrimmert@dcb-t.com
 E-mail Address
www.dcbfinancialcorp.com
 Address (URL) for the Holding Company's web page

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

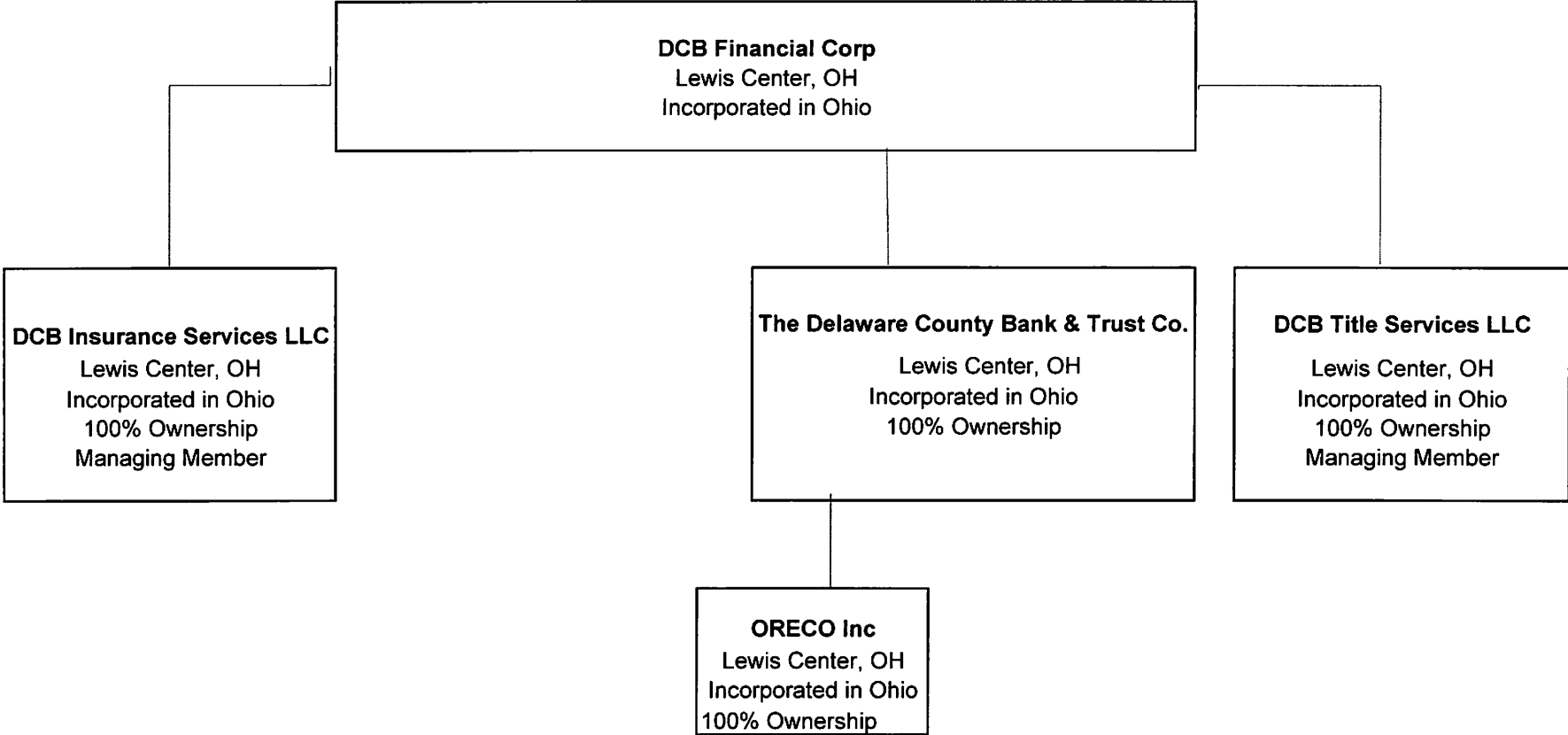
FORM FR Y-6
DCB Financial Corp
Fiscal Year Ending December 31, 2016

Report Item 1: Annual Report to Shareholders

N/A

DCB Financial Corp is registered with the Securities and Exchange Commission.
The audited annual report is filed in public record.

DCB FINANCIAL CORP
Fiscal Year Ending December 31, 2016
Report Item 2a: Organization Chart



Footnote:

All subsidiaries are wholly-owned by DCB Financial Corp.

LEI data is not available, LEI is N/A for each subsidiary.

FORM FR Y-6
DCB Financial Corp
Fiscal Year Ending December 31, 2016

Report Item 2b: Domestic Branch Listing

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*
OK		Full Service (Head Office)	616410	DELAWARE COUNTY BANK AND TRUST COMPANY	110 RIVERBEND AVENUE	LEWIS CENTER	OH	43035	DELAWARE	UNITED STATES	11020	0	DELAWARE COUNTY BANK AND TRUST	616410
OK		Full Service	224115	ASHLEY BRANCH	2 W. HIGH STREET	ASHLEY	OH	43003	DELAWARE	UNITED STATES	5728	6	DELAWARE COUNTY BANK AND TRUST	616410
OK		Full Service	4724199	POLARIS BRANCH	1942 POLARIS PARKWAY	COLUMBUS	OH	43240	DELAWARE	UNITED STATES	Not Required	Not Required	DELAWARE COUNTY BANK AND TRUST	616410
OK		Full Service	933612	BLUEHLERS CENTRAL OFFICE	800 WEST CENTRAL AVE	DELAWARE	OH	43015	DELAWARE	UNITED STATES	239567	7	DELAWARE COUNTY BANK AND TRUST	616410
OK		Full Service	747314	DELAWARE CENTER BRANCH	199 S SANDUSKY ST	DELAWARE	OH	43015	DELAWARE	UNITED STATES	239562	1	DELAWARE COUNTY BANK AND TRUST	616410
OK		Full Service	3032310	DOWNTOWN DELAWARE BRANCH OFFICE	41 N SANDUSKY ST	DELAWARE	OH	43015	DELAWARE	UNITED STATES	362819	17	DELAWARE COUNTY BANK AND TRUST	616410
OK		Limited Service	4127576	WILLOW BROOK AT DELAWARE RUN OFFICE	100 DELAWARE CROSSING WEST	DELAWARE	OH	43015	DELAWARE	UNITED STATES	510939	23	DELAWARE COUNTY BANK AND TRUST	616410
OK		Limited Service	3668438	WILLOW BROOK BRANCH OFFICE	100 WILLOW BROOK WAY SOUTH	DELAWARE	OH	43015	DELAWARE	UNITED STATES	239572	12	DELAWARE COUNTY BANK AND TRUST	616410
OK		Full Service	3944048	CORPORATE DRIVE THRU	CORNER OF EVERGREEN & US 23	LEWIS CENTER	OH	43035	DELAWARE	UNITED STATES	Not Required	Not Required	DELAWARE COUNTY BANK AND TRUST	616410
OK		Full Service	3944057	OLENTANGY CROSSING OFFICE	81 GALLOPERS RIDGE EAST	LEWIS CENTER	OH	43035	DELAWARE	UNITED STATES	469269	20	DELAWARE COUNTY BANK AND TRUST	616410
OK		Full Service	3944066	LIBERTY BRANCH	7319 SAWMILL PARKWAY	POWELL	OH	43065	DELAWARE	UNITED STATES	478873	21	DELAWARE COUNTY BANK AND TRUST	616410
OK		Full Service	3668456	SAWMILL PARKWAY OFFICE	10149 BREWSTER LANE	POWELL	OH	43065	DELAWARE	UNITED STATES	239574	14	DELAWARE COUNTY BANK AND TRUST	616410
OK		Full Service	3154212	SUNBURY OFFICE	75 SOUTH MILLER DRIVE	SUNBURY	OH	43074	DELAWARE	UNITED STATES	239570	10	DELAWARE COUNTY BANK AND TRUST	616410
OK		Full Service	2591856	HIGHLAND LAKES OFFICE	6156 HIGHLAND LAKES AVE.	WESTERVILLE	OH	43082	DELAWARE	UNITED STATES	239573	13	DELAWARE COUNTY BANK AND TRUST	616410

FORM FR Y-6
DCB Financial Corp
Fiscal Year Ending December 31, 2016

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 12-31-2016			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 12-31-2016			
(1)(a)		(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name State, Country	City,	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name City, State, Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
Banc Funds Co LLC Chicago, IL		Illinois, USA	Common Stock 397,367 shares - 5.42%	None		
JMAC, Inc. Columbus, OH		Ohio, USA	Common Stock 526,316 shares - 7.17%			
DGD Group, Inc Columbus, OH		Ohio, USA	Common Stock 526,316 shares - 7.17%			
Context BHCapital Management LP NA, USA		Ohio, USA	Common Stock 731,764 shares - 9.97%			

FORM FR Y-6
DCB Financial Corp
Fiscal Year Ending 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)
Names City, State, Country	Principal Occupation if other than with Bank Holding Company	Title and Position with Bank Holding Company	Title and Position with Subsidiaries (include names of subsidiaries)	Title and Position with Other Businesses (include names of other businesses)	Number of Voting Shares in Subsidiaries	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	Shares with other Company =>25%
Lewis, Vicki J. Delaware, OH	President and CEO CRH Health Care, Inc.	Director	N/A	President and CEO CRH Health Care, Inc.	54,622	*	0	N/A
Johnson, Bart E. Delaware, OH	President & CEO, Agri Communicators, Inc.	Director	N/A	President & CEO, Agri Communicators, Inc.	38,298	*	0	N/A
Kremer, Gerald L. Delaware, OH	Physician, Ohio Health	Director	N/A	Physician, Ohio Health	15,189	*	0	N/A
Powers, Edward A. Ashley, OH	President, R.B. Powers & Co.	Director	N/A	President, R.B. Powers & Co.	41,542	*	0	N/A
Shipps, Mark H. Dublin, OH	Special Asst to the President, Ohio Wesleyan University	Director	N/A	Former Special Asst to the President (retired), Ohio Wesleyan University	47,339	*	0	N/A
Stevenson, Adam Dublin, OH	Retired Plant Manager, PPG Industries	Director	N/A	Retired Plant Manager, PPG Industries	20,966	*	0	N/A
Wolf, Donald J. Delaware, OH	Principal, Maloney & Novotny, LLC	Director	N/A	Principal, Maloney & Novotny, LLC	34,314	*	0	N/A
Priest, Michael A. Dublin, OH	President, JMAC, Inc. and Columbus Blue Jackets	Director	N/A	President, JMAC, Inc. and Columbus Blue Jackets	529,741	7.22%	0	N/A
Mitevski, Tomislav Westerville, OH	Executive Vice President, DGD Group, Inc.	Director	N/A	Executive Vice President, DGD Group, Inc.	555,981	7.57%	0	N/A
Harmeyer, Jerome Delaware, OH	President, Liberty Casting Company	Director	N/A	President, Liberty Casting Company	204,381	2.79%	0	N/A
Seiffert, Ronald J. Blacklick, OH	President and CEO The Delaware County Bank	Chair of BOD President	President and CEO The Delaware County Bank	N/A	146,702	1.98%	0	N/A
Mohr, J. Daniel Delaware, OH	Executive VP and CFO The Delaware County Bank	CFO	Executive VP and CFO	N/A	22,329	*	0	N/A

* Holds less than 1% of outstanding shares.