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FEDERAL RESERVE BANK
OF CLEVELAND

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, Paul M. Reed

Name of the Holding Company Director and Official

President/Chairman

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.

Farmers Bancshares, Inc.

Legal Title of Holding Company

211 West Second Street

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

Pomeroy

OH

45769

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jayne Davis

Treasurer

Name

Title

740-992-4053

Area Code / Phone Number / Extension

740-992-4365

Area Code / FAX Number

jayne.davis@fbsc.com

E-mail Address

www.fbsc.com

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

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.

Paul M. Reed

Signature of Holding Company Director and Official

3/22/17

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

1132814

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."

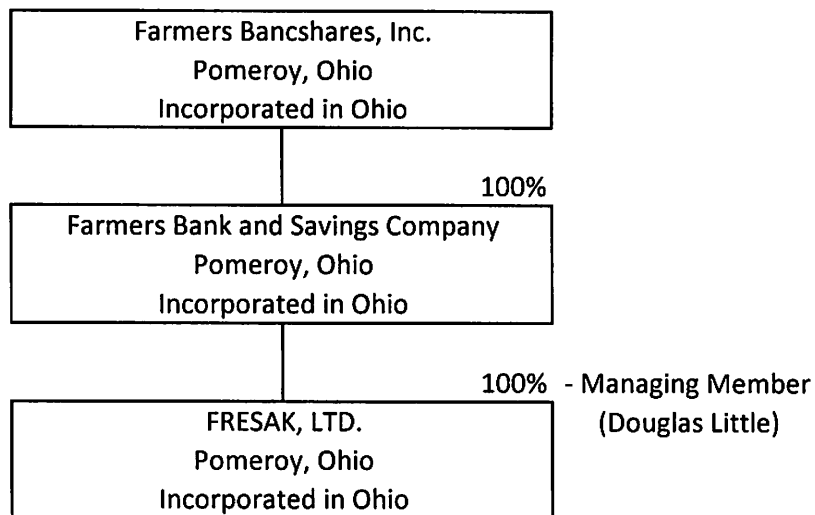
Form FR Y-6
FARMERS BANCSHARES, INC.
POMEROY, OHIO

Fiscal Year Ending December 31, 2016

Report Item:

1: The bank holding company prepares an annual report for its shareholders and is not registered with the SEC. As specified by the appropriate Reserve Bank, one original copy is enclosed.

2(a): **Organization Chart:**



Note: LEI is n/a, unless stated otherwise

2(b): The Domestic branch listing was submitted via email on March 22, 2017.

FORM FR Y-6
Farmers Bancshares, Inc.
Fiscal Year Ending December 31, 2016

Report Item 3: Securities Holders
(1)abc and (2)abc

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 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
Paul M. Reed* Middleport, OH, USA	USA	10,250 - 8.55% Common Stock	N/A		
Theodore T. Reed, III* Pomeroy, OH, USA	USA	10,162 - 8.48% Common Stock			
Bruce J. Reed* Paris, TN, USA	USA	9,712 - 8.10% Common Stock			
<p>*Note: All parties listed above along with their spouses and children are considered principal securities holders due to meeting the definition of family according to the FR Y-6 instructions. The entire Reed family interest total equals 28.46%</p>					

Report item 3: Securities Holders

(1)abc and (2)abc

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 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
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Frederick W. Crow, III** Syracuse, OH, USA	USA	1 - 0.00% Common Stock			
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Frederick W. Crow, III Revocable Trust** Frederick W. Crow, III, Trustee Syracuse, OH, USA	USA	3,634 - 3.03% Common Stock			
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Cathy Crow** Syracuse, OH, USA	USA	100 - 0.08% Common Stock			
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I Carson Crow** Pomeroy, OH, USA	USA	2,226 - 1.86% Common Stock			
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Barbara Crow** Pomeroy, OH, USA	USA	90 - 0.08% Common Stock			
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Crockett M. Crow** Pomeroy, OH, USA	USA	339 - 0.28% Common Stock			
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Theodore M. Beegle** Worthington, OH, USA	USA	1,393 - 1.16% Common Stock			
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**Note: The parties listed above are a family acting in concert who owns 5% or more of common stock. The family interest total equals 6.49%

Report item 3: Securities Holders

(1)abc and (2)abc

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 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
Donald F. Johnson*** Portland, OH, USA	USA	4,096 - 3.42% Common Stock			
Johnson-Philson Trust*** Donald F. Johnson, Trustee Portland, OH, USA	USA	500 - 0.42% Common Stock			
Brian A. Johnson*** Ravenswood, WV, USA	USA	1,000 - 0.83% Common Stock			
Bruce D. Johnson*** Portland, OH, USA	USA	977 - 0.82% Common Stock			
Brett T. Johnson*** Ravenswood, WV, USA	USA	200 - 0.17% Common Stock			
Kathryn A. Janini or Virginia A. Wheeler*** Medina, OH, USA	USA	833 - 0.70% Common Stock			
Wheeler Family Trust*** Richard and Virginia Wheeler, Trustees Cincinnati, OH, USA	USA	1,661 - 1.39% Common Stock			
Timothy and Mary Schap Revocable Living Trust*** Timothy J. and Mary E. Schap, Trustees Cincinnati, OH, USA	USA	833 - 0.70% Common Stock			
Mary Kathryn Konicek Revocable Trust*** Mary Kathryn Konicek and Kenneth G. Konicek, Trustees Strongsville, OH, USA	USA	887 - 0.74% Common Stock			
***Note: The parties listed above are a family acting in concert who owns 5% or more of common stock. The family interest total equals 9.19%					

Form FR Y-6
Farmers Bancshares, Inc.

Fiscal Year Ending December 31, 2016

Report Item 4: Insiders
(1), (2), (3) abc and (4) abc

(1) NAME CITY, STATE, COUNTRY	(2) PRINCIPAL OCCUPATION	(3)a TITLE OR POSITION WITH HOLDING CO.	(3)b TITLE OR POSITION WITH SUBSIDIARIES	(3)c TITLE OR POSITION WITH OTHER BUSINESSES	(4)a % OF OWNERSHIP/ HLD CO	(4)b % OF OWNERSHIP/ SUB	(4)c % OF OWNERSHIP OF OTHER COMPANY
Paul M. Reed Middleport, OH, USA	Banker	Chairman/President	Chairman/President/CEO The Farmers Bank & Savings Company	N/A	8.55%**	None	N/A
Paul E. Kloes Pomeroy, OH, USA	Retired Banker	Director Emeritus	Director Emeritus The Farmers Bank & Savings Company	N/A	0.13%	None	N/A
Douglas Little Racine, OH, USA	Attorney	Director	Director The Farmers Bank & Savings Company	Attorney/Partner Little, Sheets and Barr	0.69%	None	33.66% Little Sheets and Barr, LLP
Theodore T. Reed, III Pomeroy, OH, USA	Executive Director	Director	Director The Farmers Bank & Savings Company	Executive Director/Community Action Agency Gallia-Meigs Community Action Agency	8.48%**	None	N/A
Thomas W. Karr Pomeroy, OH, USA	Administrator/ Businessman	Director	Director The Farmers Bank & Savings Company	President/Karr Contracting, Inc. Owner/Karr Farms President/Mill Street Village, LLC President/Shade River Agriculture, Inc. President/Certified Mechanical	0.12%	None	100% Karr Contracting, Inc. 100% Karr Farms 100% Mill Street Village, LLC 100% Shade River Agriculture, Inc. 50% Certified Mechanical 50% Precision Fabricators 24% Karr Construction Co.
David L. Weber Reedsville, OH, USA	Construction/ Heavy	Director	Director The Farmers Bank & Savings Company	President/DV Weber Construction, Inc.	0.42%	None	90% D V Weber Construction, Inc.
John F. Musser Pomeroy, OH, USA	Retired Insurance Company Owner	Director	Director The Farmers Bank & Savings Company	N/A	0.16%	None	N/A
Jared A. Sheets Pomeroy, OH, USA	Medical Doctor	Director	Director The Farmers Bank & Savings Company	Medical Director of Holzer Health Systems-Athens	0.08%	None	N/A
Bruce J. Reed Paris, TN, USA	N/A	N/A	N/A	N/A	8.10%**	None	N/A

**Note: These individuals are considered "principal securities holders" because they meet the definition of family according to the FR Y-6 instructions. Along with their spouses and children, the entire Reed family interest total equals 28.46%.