

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

None

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

Reporter's Name, Street, and Mailing Address

I, **Shon B Myers**

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.

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.

**F&M Bancorp**

Legal Title of Holding Company

**PO Box 152**

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

**Miamisburg**

**OH**

**45343**

City

State

Zip Code

**41 S. 1st St.**

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**Shon B Myers**

**President & CEO**

Name

Title

**937-866-2455**

Area Code / Phone Number / Extension

**937-866-0401**

Area Code / FAX Number

**smyers@bankwithfm.com**

E-mail Address

Signature of Holding Company Director and Official

**03/31/2017**

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. \_\_\_\_\_

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

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 .....

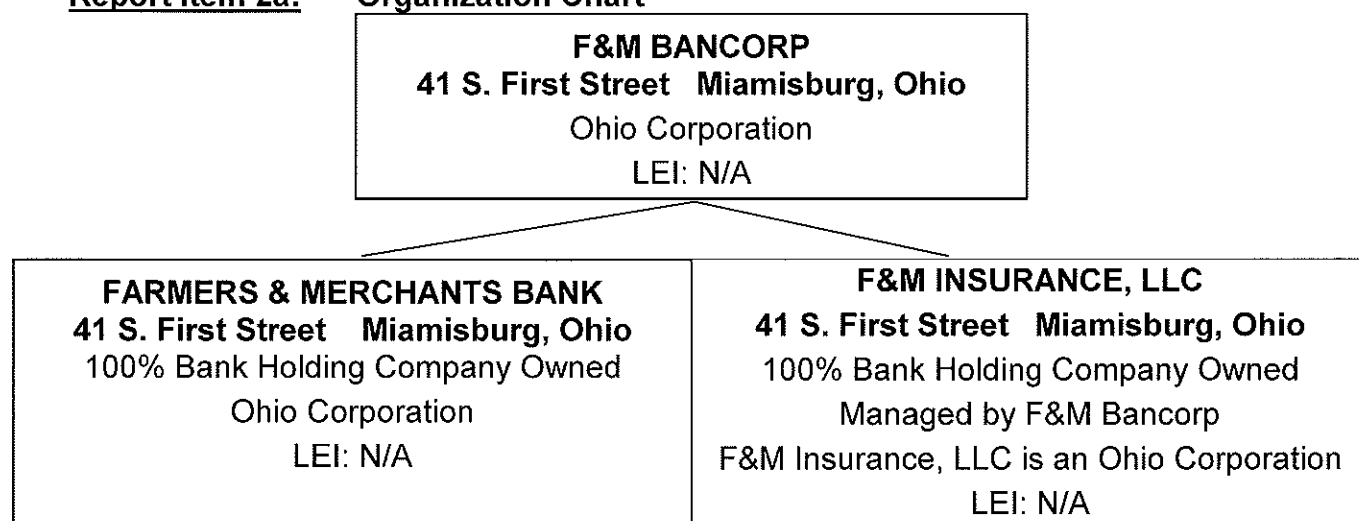
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

**ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6  
REPORT AS OF THE CLOSE OF BUSINESS  
OF DECEMBER 31, 2016**

**Report Item 1: Annual Report to Shareholders**

Audited 2016 Annual Report enclosed.

**Report Item 2a: Organization Chart**



There are no other entities owned directly or indirectly by the aforementioned Holding Company or its Subsidiary Bank.

**Report Item 2b: Domestic Branch Listing for Farmers & Merchants Bank**

Popular Name Of Branch	Miamisburg (Head Office)	Germantown Branch	West Carrollton Branch	New Lebanon Branch
Changes	N.A.	N.A.	N.A.	New
Date of Change				Opened 7/1/2016
Street Address	41 S. First Street	2367 Beechwood Dr.	3235 Alex-Bell Road	510 West Main St.
City	Miamisburg	Germantown	West Carrollton	New Lebanon
County	Montgomery	Montgomery	Montgomery	Montgomery
State	Ohio	Ohio	Ohio	Ohio
Country	United States	United States	United States	United States
Zip Code	45342	45327	45449	45345
Branch Type	Full Service	Full Service	Full Service	Full Service

**ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6 (CONTINUED)**

**Report Item 3: Securities Holders**

- 1) The following shareholder owns and controls for the beneficial interest of others and without the power to vote, 5% or more of the outstanding shares of F&M Bancorp:
  - a) Cede & Co.\*  
C/O The Depository Trust Company (DTC)  
New York, NY/USA
  - b) U.S. Company
  - c) owns and controls for the beneficial interest of others 48,519 Shares (15.33%) of the 316,487 outstanding common shares of F&M Bancorp.

\*See attached Exhibit "A" for brokers or trust companies representing the beneficial owners.

- 2) There were no other shareholders, during the 2016 calendar year, that owned, controlled and had the power to vote 5% or more of the outstanding shares of F&M Bancorp. Also, there were no options, warrants or other securities or rights that could be converted into or exercised for voting securities during the 2016 calendar year. At year end 2016 there were 3,513 shares held as non-voting Treasury Shares on the books of F&M Bancorp.

**Report Item 4: Insiders**

See attached Exhibit "B".

**Report Item 3: Securities Holders - Question 1**

**Securities held by Cede & Co. for the beneficial Interest of Others as of January 30, 2017**

<b>Brokers/Trust Companies</b>	<b># of Shares Held</b>	<b># of Positions</b>
Charles Schwab & Co., Inc.	344	1
Edward Jones	4,628	5
JPMorgan Chase Bank, NA	3,204	1
KCG Americas LLC	873	1
LPL Financial	600	1
Merrill Lynch	8,905	9
Morgan Stanley	2,843	7
National Financial Services LLC	2,764	5
Oppenheimer & Co., Inc.	3,200	1
Pershing LLC	726	2
Scottrade Inc.	400	2
Stifel, Nicolaus & Co., Inc.	416	1
TD Ameritrade Clearing Inc.	250	1
The Northern Trust Co.	2,480	2
UBS Financial Services Inc.	9,200	4
Wells Fargo Clearing Services LLC	<u>7,686</u>	<u>4</u>
Total # of Shares Held:	48,519	46

**REPORT ITEM 4 - INSIDERS**

**Exhibit "B"**

(1) Names & Addresses	(2) Principal Occupations	(3) Title and Position with (a), (b), (c)	(4) Percentage Ownership with (a), (b), (c)
Thomas P. Croskey Miamisburg, OH/USA	Attorney at Law Croskey Law Offices, LLC Miamisburg, OH/USA	(a) Director (b) Director (c) See Column (2)	(a) 0.23% of the Outstanding Common Shares (b) N.A. (c) 100% Column (2) LLC
T. Daniel Epperson Miamisburg, OH/USA	CEO N2 Technologies, Inc Miamisburg, OH/USA	(a) Director (b) Director (c) See Column (2)	(a) 0.70% of the Outstanding Common Shares (b) N.A. (c) 100% Column (2) LLC
Theodore J. Fink Miamisburg, OH/USA	Partner Fink Brothers LLC Miamisburg, OH/USA	(a) Director (b) Director (c) See Column (2)	(a) 0.38% of the Outstanding Common Shares (b) N.A. (c) 50% Column (2) LLC
Dawn M. Leonard Farmersville, OH	Owner, Tax Specialist Veil Financial Solutions LLC. Farmersville, OH	(a) Director (b) Director (c) See Column (2)	(a) 0.09% of the Outstanding Common Shares (b) N.A. (c) 100% Column (2) LLC
Clint G. Morton Miamisburg, OH/USA	Senior Vice-President, Senior Lender F&M Bancorp and Subsidiary Bank Miamisburg, OH/USA	(a) Senior Vice-President (b) Senior Vice-President (c) N.A.	(a) 0.25% of the Outstanding Common Shares (b) N.A. (c) N.A.
Shon B. Myers Springboro, Ohio 45066	Chairman, President and CEO F&M Bancorp and Subsidiary Bank Miamisburg, OH/USA	(a) Director, Chairman, President and CEO (b) Director, Chairman, President and CEO (c) N.A.	(a) 0.32% of the Outstanding Common Shares (b) N.A. (c) N.A.
Lynn K. Potts Miamisburg, OH/USA	Cashier / Treasurer F&M Bancorp and Subsidiary Bank Miamisburg, OH/USA	(a) Cashier / Treasurer (b) Cashier / Treasurer (c) N.A.	(a) 0.03% of the Outstanding Common Shares (b) N.A. (c) N.A.
Cynthia K. Spencer West Carrollton, OH/USA	Senior Vice-President F&M Bancorp and Subsidiary Bank Miamisburg, OH/USA	(a) Senior Vice-President (b) Senior Vice-President (c) N.A.	(a) 0.51% of the Outstanding Common Shares (b) N.A. (c) N.A.
Michael E. Stover Kettering, OH/USA	Director CPA/ABV Brady Ware & Company	(a) Director (b) Director (c) See Column (2)	(a) .03% of the Outstanding Common Shares (b) N.A. (c) N.A.
Robert W. Von Derau Beavercreek, OH/USA	Consultant University of Dayton Dayton, OH/USA	(a) Director (b) Director (c) See Column (2)	(a) 0.13% of the Outstanding Common Shares (b) N.A. (c) N.A.

See "Key" at bottom of Page

See "Key" at bottom of Page

**KEY: (a) Bank Holding Company (b) Direct & Indirect Subsidiaries (c) Other Business Company**

**Results:** A list of branches for your depository institution **FARMERS & MERCHANTS BANK (ID\_RSSD 176325)**.  
 This depository institution is held by **F&M BANCORP (1071155)** of **MIAMISBURG, OH**.  
 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)	176325	FARMERS & MERCHANTS BANK	41 SOUTH FIRST STREET	MIAMISBURG	OH	45342	MONTGOMERY	UNITED STATES	6080	0	FARMERS & MERCHANTS BANK	176325	
OK		Full Service	3658215	GERMANTOWN BRANCH	2367 BEECHWOOD DRIVE	GERMANTOWN	OH	45327	MONTGOMERY	UNITED STATES	457063	3	FARMERS & MERCHANTS BANK	176325	
OK		Full Service	594929	WEST CARROLLTON BRANCH	3235 ALEX-BELL ROAD	WEST CARROLLTON	OH	45449	MONTGOMERY	UNITED STATES	220196	1	FARMERS & MERCHANTS BANK	176325	
ADD	7/1/2016	Full Service	176325	New Lebanon Branch	510 W. Main St.	New Lebanon	OH	45345	MONTGOMERY	UNITED STATES	580283	4	FARMERS & MERCHANTS BANK	176325	