

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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FEDERAL RESERVE BANK
OF CLEVELAND

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

Not Applicable

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

Reporter's Name, Street, and Mailing Address

I, John O. Keirns

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.

FNB Shares, Inc.

Legal Title of Holding Company

86 N. Kennebec Ave. PO Box 208
(Mailing Address of the Holding Company) Street / P.O. Box

McConnelville OH 43756
City State Zip Code

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Angie A. Bankes Director of Shareholder
Name Title Relations

740-962-3911 Ext. 1127
Area Code / Phone Number / Extension

740-962-6535
Area Code / FAX Number

abankes@first-national.com
E-mail Address

Signature of Holding Company Director and Official

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 1137891
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
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	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P O Box	(Mailing Address of the Subsidiary Holding Company) Street / P O Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P O Box	(Mailing Address of the Subsidiary Holding Company) Street / P O Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
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City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P O Box	(Mailing Address of the Subsidiary Holding Company) Street / P O Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)

FNB SHARES, INC.
McCONNELSVILLE, OHIO
December 31, 2016

FNB Shares, Inc. Directors
Outstanding Shares 320,117

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3) (a) Title & Position with Bank Holding Company	(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 percentages of voting securities held)
John O. Keirns McConnelsville, OH	None	President & CEO Director	President & CEO Director	N/A	2,740 0.85%	None	N/A
John W. Finley McConnelsville, OH	Finley Fire Equipment Co-Owner Finley Rentals, LLC	Director	Director	President & CEO- Finley Fire Equipment Finley Rentals, LLC	2,075 0.65%	None	80% 100%
Richard J. Huck, Jr. McConnelsville, OH	Business Owner of Funeral Home & Furniture Store	Director	Director	VP & Co-Owner- Miller Huck Funeral Home Partner & Co-Owner Miller Huck Furniture Store	1,870 0.58%	None	50% 50%
Brenda F. James Stockport, OH	Insurance Agent	Director	Director	James Insurance Agency Partnership with Matthews Insurance North End Athens, LLC	2,641 0.82%	None	8% 16%
Paul D. Ryan Thornville, OH	Retired Postmaster	Director Vice Chairman of Board	Director	Retired Postmaster Junction City, Ohio Post Office	3,240 1.01%	None	N/A

**FNB SHARES, INC.
McCONNELSVILLE, OHIO**

Thomas W. Parfitt Athens, OH	CPA	Director	Director	Thomas W. Parfitt, CPA Offices- Athens and Waverly, OH President- Athens Sport Cycles, Inc. Partner- Allpower Equipment, LLC Owner, Vallery Ford Waverly, OH	3,149 0.98%	None	100% 33 1/3% 50% 100%
Francis C. Smith Dublin, OH	Retired Engineer	Director Chairman of the Board	Director Chairman of the Board	Burgess & Niple Limited (Retired)	31,960 9.98%	None	N/A
Timothy W. Scholl McConnelsville, OH	None	Director	Retired Executive Vice Pres. CFO of FNB Director		340 0.11%	None	N/A
Frederic J. Smith Dublin, OH	Engineer Sr. Project Manager	Director	Director	CDM Smith, Inc.	1,285 0.40%	None	N/A
Frederick L. Oremus Athens, OH	Retired Attorney	Director	Director	Retired Attorney Athens, OH	30 0.009%	None	N/A

FNB SHARES, INC.
McConnelsville, Ohio
Information for Form FR Y-6
December 31, 2016

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c) (Common Stock)

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 N/A

(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 or Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
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Francis C. Smith Dublin, OH	USA	31,960 9.98%			
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Robert W. Finley, Sr. Lockport, IL	USA	24,000 7.50%			
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NOTE: 320,117 Number of Outstanding Shares as of 12-31-16

FIRST NATIONAL BANK OF McCONNELLSVILLE
ORGANIZATION CHART

FNB SHARES INC.

(LEI # N/A)

McConnelsville, OH

Incorporated in Ohio

100%

FIRST NATIONAL BANK OF McCONNELLSVILLE

(LEI # N/A)

McConnelsville, OH

Incorporated in Ohio