

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, Thomas G. Caldwell

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.

Thomas Caldwell
 Signature of Holding Company Director and Official

3/21/17
 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 1398740
 C.I. _____

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

Middlefield Banc Corp.

Legal Title of Holding Company

15985 East High St/P.O. Box 35

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

| | | |
|-------------|-------|----------|
| Middlefield | OH | 44062 |
| City | State | Zip Code |

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kathleen M Johnson

Name Title

440-632-3236

Area Code / Phone Number / Extension

440-632-8223

Area Code / FAX Number

kjohnson@middlefieldbank.com

E-mail Address

www.middlefieldbank.com

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 | | <input type="checkbox"/> |
| 2. a letter justifying this request has been provided separately..... | | <input type="checkbox"/> |
| 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)



15985 East High Street

P.O. Box 35

Middlefield, OH 44062

888/801-1666

440/632-1666

Fax 440/632-1700

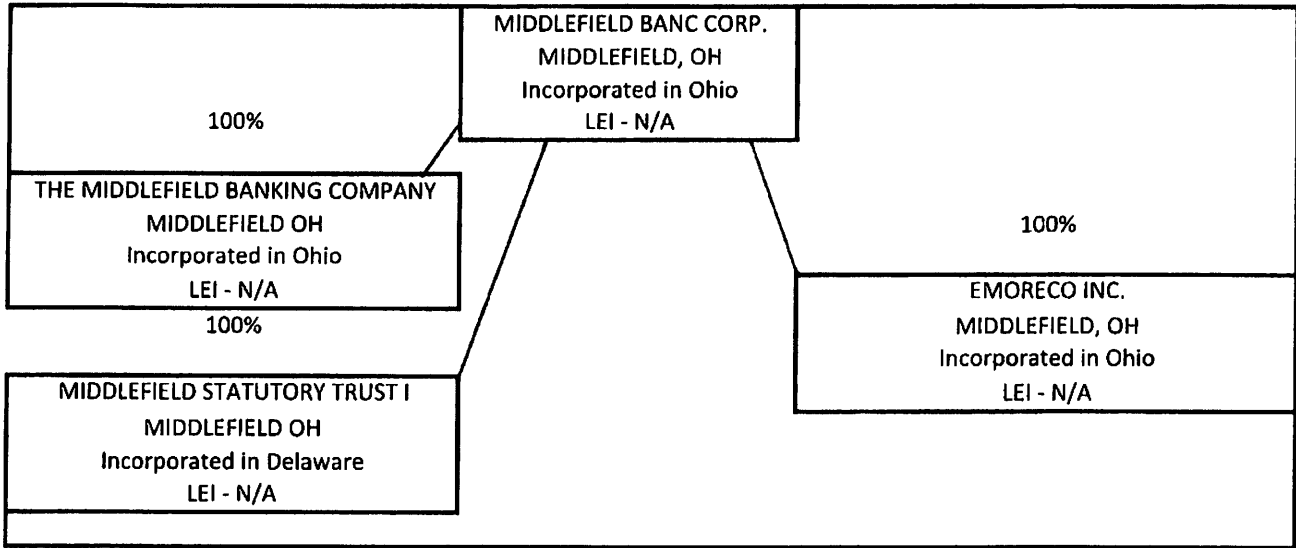
www.middlefieldbank.com

FISCAL YEAR ENDING 12/31/16

Report Item:

1. We are registered with SEC.
- 2.a. Organizational Chart – See Attached Chart
- 2.b. Domestic Branch Listing – See Attached
3. See Attached Chart.
4. See Attached Chart.

2.a. Organization Chart



2.b.

Results: A list of branches for your depository institution: MIDDLEFIELD BANKING COMPANY, THE (ID_RSSD: 177920)
 This depository institution is held by MIDDLEFIELD BANC CORP (1398740) of MIDDLEFIELD, 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 |
|-------------|----------------|----------------------------|-------------------|----------------------------------|---------------------------|---------------|-------|----------|-----------|---------------|--------------|----------------|----------------------------------|------------------------|----------|
| | | Full Service (Head Office) | 177920 | MIDDLEFIELD BANKING COMPANY, THE | 25985 EAST HIGH ST | MIDDLEFIELD | OH | 44062 | GEAUGA | UNITED STATES | 8574 | 0 | MIDDLEFIELD BANKING COMPANY, THE | 177920 | |
| | | Full Service | 3062009 | CHARDON BRANCH | 348 CENTER STREET | CHARDON | OH | 44024 | GEAUGA | UNITED STATES | 361924 | 5 | MIDDLEFIELD BANKING COMPANY, THE | 177920 | |
| | | Full Service | 3944084 | CORTLAND OFFICE | 3430 NILES-CORTLAND ROAD | CORTLAND | OH | 44410 | TRUMBULL | UNITED STATES | 477399 | 8 | MIDDLEFIELD BANKING COMPANY, THE | 177920 | |
| | | Full Service | 3269974 | DUBLIN BRANCH | 6215 PERIMETER DR VE | DUBLIN | OH | 43017 | FRANKLIN | UNITED STATES | 365459 | 9 | MIDDLEFIELD BANKING COMPANY, THE | 177920 | |
| | | Full Service | 212528 | GARRETTSVILLE BRANCH | 8058 STATE STREET | GARRETTSVILLE | OH | 44231 | PORTAGE | UNITED STATES | 229899 | 2 | MIDDLEFIELD BANKING COMPANY, THE | 177920 | |
| | | Full Service | 2748445 | MAINTUA BRANCH | 10519 SOUTH MAIN STREET | MAINTUA | OH | 44255 | PORTAGE | UNITED STATES | 229900 | 3 | MIDDLEFIELD BANKING COMPANY, THE | 177920 | |
| | | Full Service | 535324 | WEST BRANCH | 15545 WEST HIGH ST | MIDDLEFIELD | OH | 44062 | GEAUGA | UNITED STATES | 229898 | 1 | MIDDLEFIELD BANKING COMPANY, THE | 177920 | |
| | | Full Service | 3658224 | NEWBURY BRANCH | 11110 KIRSMAN ROAD UNIT 2 | NEWBURY | OH | 44065 | GEAUGA | UNITED STATES | 457529 | 7 | MIDDLEFIELD BANKING COMPANY, THE | 177920 | |
| | | Full Service | 3516913 | ORWELL OFFICE | 30 SOUTH MAPLE STREET | ORWELL | OH | 44076 | ASHTABULA | UNITED STATES | 419719 | 6 | MIDDLEFIELD BANKING COMPANY, THE | 177920 | |
| | | Full Service | 3961812 | WESTERVILLE BRANCH | 17 NORTH STATE STREET | WESTERVILLE | OH | 43081 | FRANKLIN | UNITED STATES | 359906 | 10 | MIDDLEFIELD BANKING COMPANY, THE | 177920 | |
| ADD | 10/3/2016 | Full Service | | SUNBURY BRANCH | 492 W CHERRY STREET | SUNBURY | OH | 43074 | DELAWARE | UNITED STATES | 359906 | 11 | MIDDLEFIELD BANKING COMPANY, THE | 177920 | |

MIDDLEFIELD BANC CORP.
 FORM FR Y-6
 December 31, 2016

REPORT ITEM 3: Securities Holders
 (1)(a)(b)© and (2)(a)(b)©

| 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)© that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2016 | | |
|---|--|---|--|--|---|
| (1)(a) Names & Address (City, State, & Country) | (1)(b) Country of Citizenship or Incorporation | (1)© Number and Percentage of Each Class of Voting Securities | (2)(a) Names & Address (City, State, & Country) | (2)(b) Country of Citizenship or Incorporation | (2)© Number and Percentage of Each Class of Voting Securities |
| NONE | | | | NONE | NONE |

MIDDLEFIELD BANC CORP.
FORM FR Y-6
December 31, 2016

REPORT ITEM 4: INSIDERS
(1) (2) (3)(a)(b)© and 4(a)(b)©

| (1) Names & 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 Subsidiary | (3)© Title & Position with Other Businesses | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percent age of Voting Shares in Subsidiary | (4)© List Names of Other Companies |
|--|--|---|---|--|--|---|------------------------------------|
| Thomas G Caldwell Aurora OH USA | N/A | President & CEO Director | President & CEO Director Middlefield Banking Co | N/A | 0.74% | None | N/A |
| James R Heslop II Chardon OH USA | N/A | Executive VP, COO & Director | Executive VP, COO & Director Middlefield Banking Co | N/A | 0.42% | None | N/A |
| Donald L Stacy Canfield OH USA | N/A | Treasurer & CFO | Sr VP & CFO Middlefield Banking Co | N/A | 0.04% | None | N/A |
| Eric Hummel Mantua, OH USA | Owner Hummel Construction | Director | Director Middlefield Banking Co | Owner Hummel Construction | 0.63% | None | N/A |
| Robert W. Toth Chardon, OH USA | Retired Gold Key Processing LTD | Director | Director Middlefield Banking Co | N/A | 1.02% | None | N/A |
| James J McCaskey Chardon OH USA | President McCaskey Landscape & Design LLC | Director | Director Middlefield Banking Co | Owner McCaskey Landscape & Design LLC | 0.19% | None | N/A |
| Carolyn J Turk Orwell OH USA | Controller Molded Fiber Glass Company | Chairman Board of Directors | Chairman Board of Directors Middlefield Banking Co | Controller Molded Fiber Glass Company | 0.53% | None | N/A |
| William J Skidmore Chardon OH USA | NEO Sr District Mgr Waste Management of Ohio Inc | Director | Director Middlefield Banking Co | NEO Sr District Mgr Waste Management of Ohio Inc | 0.32% | None | N/A |
| Darryl Mast Aurora OH USA | Retired Hattie Lartham | Director | Director Middlefield Banking Co | N/A | 0.26% | None | N/A |
| Kenneth E Jones Blacklick, OH USA | Retired Chesapeake Financial Advisors | Director | Director Middlefield Banking Co | N/A | 0.40% | None | N/A |

MIDDLEFIELD BANC CORP.
 FORM FR Y-6
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|--|--|---|---|---|--|--|------------------------------------|
| Clayton W Rose III C.P.A. Dublin, OH USA | Executive Principal Rea & Associates Inc. | Director | Director Middlefield Banking Co | Executive Principal Rea & Associates | 0.17% None | N/A | |