

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, 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.

*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.*

[Signature]  
 Signature of Holding Company Director and Official

3/22/19  
 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, 2018

Month / Day / Year

NA

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

Reporter's Name, Street, and Mailing Address

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:

Abbie Marcinko Treasurer

Name Title

740-992-4148

Area Code / Phone Number / Extension

740-992-4370

Area Code / FAX Number

abbie.marcinko@fbsc.com

E-mail Address

www.fbsc.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	<input type="checkbox"/> <input checked="" type="checkbox"/>
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."		

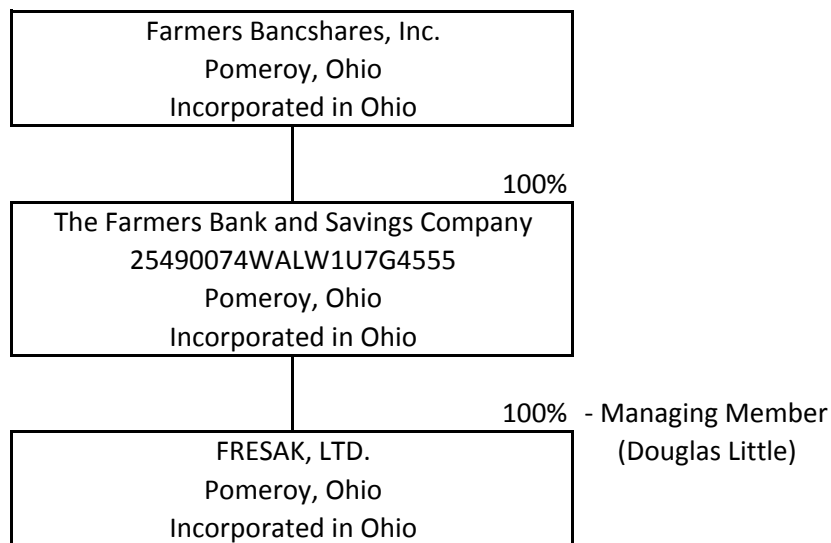
**Form FR Y-6**  
**FARMERS BANCSHARES, INC.**  
**POMEROY, OHIO**

**Fiscal Year Ending December 31, 2018**

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 29, 2019.

**FORM FR Y-6**  
**Farmers Bancshares, Inc.**  
**Fiscal Year Ending December 31, 2018**

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 12-31-2018

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 12-31-2018

(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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Paul M. Reed* Middleport, OH, USA	USA	51,250 - 8.56% Common Stock	N/A		
Theodore T. Reed, III* Pomeroy, OH, USA	USA	50,810 - 8.48% Common Stock			
Bruce J. Reed* Paris, TN, USA	USA	48,560 - 8.11% Common Stock			

\*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 28.47%

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 12-31-2018				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 12-31-2018		
(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	
Frederick W. Crow, III** Syracuse, OH, USA	USA	5 - 0.00% Common Stock				
Frederick W. Crow, III Revocable Trust** Frederick W. Crow, III, Trustee Syracuse, OH, USA	USA	18,170 - 3.03% Common Stock				
Cathy Crow, Revocable Trust** Cathy Crow, Trustee Syracuse, OH, USA	USA	500 - 0.08% Common Stock				
I Carson Crow** Pomeroy, OH, USA	USA	11,130 - 1.86% Common Stock				
Barbara Crow** Pomeroy, OH, USA	USA	450 - 0.08% Common Stock				
Crockett M. Crow** Pomeroy, OH, USA	USA	1,695 - 0.28% Common Stock				
Theodore M. Beegle** Columbus, OH, USA	USA	6,965 - 1.16% 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 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 12-31-2018				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 12-31-2018		
(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	20,480 - 3.42% Common Stock				
Johnson-Philson Trust*** Donald F. Johnson, Trustee Portland, OH, USA	USA	2,500 - 0.42% Common Stock				
Brian A. Johnson*** Ravenswood, WV, USA	USA	5,000 - 0.83% Common Stock				
Bruce D. Johnson*** Portland, OH, USA	USA	4,885 - 0.82% Common Stock				
Brett T. Johnson*** Ravenswood, WV, USA	USA	1,000 - 0.17% Common Stock				
Kathryn A. Janini or Virginia A. Wheeler*** Medina, OH, USA	USA	4,165 - 0.70% Common Stock				
Wheeler Family Trust*** Richard and Virginia Wheeler, Trustees Cincinnati, OH, USA	USA	8,305 - 1.39% Common Stock				
Mary Schap*** Cincinnati, OH, USA	USA	4,165 - 0.70% Common Stock				
Mary Kathryn Konicek Revocable Trust*** Mary Kathryn Konicek and Kenneth G. Konicek, Trustees Strongsville, OH, USA	USA	4,660 - 0.78% 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 9.23%						

Form FR Y-6  
Farmers Bancshares, Inc.

Fiscal Year Ending December 31, 2018

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	8.56%*	None	N/A
Paul E. Kloes Pomeroy, OH, USA	Retired Banker	Director Emeritus	N/A	N/A	0.12%	None	N/A
Douglas Little Racine, OH, USA	Attorney	Director	Director The Farmers Bank & Savings Company	Attorney/Partner Little, Sheets and Barr, LLP	0.69%	None	42% 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. Vice President/Certified Mechanical President/Precision Fabricators, LLC President/T Karr, Inc. Manager/Wild Horse Café LLC	0.12%	None	100% Karr Contracting, Inc. 100% Karr Farms 100% Mill Street Village, LLC 100% Shade River Agriculture, Inc. 49% Certified Mechanical 50% Precision Fabricators, LLC 100% T Karr, Inc. 25% Wild Horse Café LLC
David L. Weber Reedsville, OH, USA	Construction/ Heavy	Director	Director The Farmers Bank & Savings Company	President/DV Weber Construction, Inc.	0.42%	None	100% DV 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
Milisa K. Rizer Columbus, OH, USA	Medical Doctor	Director	Director The Farmers Bank & Savings Company	Chief Medical Information Officer for the Wexner Center at Ohio State University	2.96%	None	N/A
Michael R. Lieving New Haven, WV, USA	Banker	Director	Executive Vice President The Farmers Bank & Savings Company	N/A	0.34%	None	N/A
Bruce J. Reed Paris, TN, USA	N/A	N/A	N/A	N/A	8.11%*	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 28.47%.

**Results: A list of branches for your holding company: FARMERS BANCSHARES, INC. (1132814) of POMEROY, OH.**  
 The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

**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)	58225	FARMERS BANK AND SAVINGS COMPANY, THE	211 WEST SECOND STREET	POMEROY	OH	45769	MEIGS	UNITED STATES	Not Required	Not Required	FARMERS BANK AND SAVINGS COMPANY, THE	58225	
OK		Full Service	2559605	GALLIPLUS BRANCH	164 UPPER RIVER ROAD	GALLIPLUS	OH	45631	GALLIA	UNITED STATES	Not Required	Not Required	FARMERS BANK AND SAVINGS COMPANY, THE	58225	
OK		Electronic Banking	4843193	FARMERS BANK ELECTRONIC BANKING BRANCH	211 WEST SECOND STREET	POMEROY	OH	45769	MEIGS	UNITED STATES	Not Required	Not Required	FARMERS BANK AND SAVINGS COMPANY, THE	58225	
OK		Full Service	4587992	POMEROY BRANCH	640 EAST MAIN STREET	POMEROY	OH	45769	MEIGS	UNITED STATES	Not Required	Not Required	FARMERS BANK AND SAVINGS COMPANY, THE	58225	
OK		Full Service	1159857	TUPPERS PLAINS BRANCH	42068 STATE ROUTE 7	TUPPERS PLAINS	OH	45783	MEIGS	UNITED STATES	Not Required	Not Required	FARMERS BANK AND SAVINGS COMPANY, THE	58225	
OK		Full Service	5082766	HURRICANE BRANCH	3572 TEAYS VALLEY ROAD	HURRICANE	WV	25526	PUTNAM	UNITED STATES	Not Required	Not Required	FARMERS BANK AND SAVINGS COMPANY, THE	58225	
OK		Full Service	3215636	MASON BRANCH	424 SECOND STREET	MASON	WV	25260	MASON	UNITED STATES	Not Required	Not Required	FARMERS BANK AND SAVINGS COMPANY, THE	58225	
OK		Full Service	3450688	POINT PLEASANT BRANCH	1716 JEFFERSON BOULEVARD	POINT PLEASANT	WV	25550	MASON	UNITED STATES	Not Required	Not Required	FARMERS BANK AND SAVINGS COMPANY, THE	58225	