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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a), 25 and 26 of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners’ Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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 officer 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.

B. Weissenrieder
Name of the Holding Company Director and Official
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.

Signature of Holding Company Director and Official
03/17/2015

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
2170868
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2014

N/A

Reporter’s Name, Street, and Mailing Address
Hocking Valley BancShares, Inc
7 W. Stimson Ave
(Auxiliary Address of the Holding Company) Street / P.O. Box

Athens OH 45701
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

B. Weissenrieder
CEO

Name Title
740-592-6844
Area Code / Phone Number / Extension
740-594-3147
Area Code / FAX Number
bick@hvb1.com
E-mail Address
N/A

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

Does the reporter request confidential treatment for any portion of this submission?

☑ Yes Please identify the report items to which this request applies:

☐ No

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled “Confidential.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

10/2014
# 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.

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<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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Report Item 1

Item 1a: Form 10-K filed with the Securities and Exchange Commission.

Neither the holding company nor the bank is regulated by the SEC.

Item 1b: Annual report to shareholders.

Attached.

Report Item 2: Organizational Chart

2a: Organizational Chart

(1) The Hocking Valley Bank, Athens, Ohio is a wholly-owned subsidiary of Hocking Valley BancShares, Inc. The Hocking Valley Bank holds 100% equity in a subsidiary named Net Enterprises, Inc which engages in computer networking software, hardware and support for the bank. In 2014 the bank acquired the 11 shares formerly held by Net Enterprises president, Michael Kraus, and became the sole owner. At that time it was also decided that the company would serve the bank exclusively.

Additionally, the holding company has 100% ownership of HVBS Holdings, LLC which owns a 99-space parking lot approximately adjacent to the bank.

The company owns no interest of any kind in any other entity at this time. All the above businesses are headquartered on Stimson Avenue in Athens and do business primarily in Athens County Ohio.

(2) None.
(3) None.

Supplement:

(a) None.
(b) None.
(c) None.
(d) None.

Report Item 3: Shareholders

(1) (b) Depository Trust Company
       New York, NY

is listed as holding 10,491 of the 47,682 outstanding shares (22.4%). The stock
is held for various brokerage houses the largest of which we believe to be the Infinex, Wells
Fargo, Edward Jones and Raymond James. To our knowledge, Edward Jones, Infinex and
Raymond James have 26 accounts with 3,043 shares with no one client holding more than 615
shares. We do not have knowledge of the beneficial owners of the remaining 7,448 shares.
Although we believe the shares held at Wells Fargo are locally owned we are not privy to the
holders nor to the aggregate number of shares held.

(c) Refer to confidential volume.

(2)
None.

Report Item 4: Directors and Officers

(1) Robert Gall
       Athens, OH

(2) Mr. Gall is an attorney.

(3) (a&b) Member of the Board of Directors of the holding company and The
       Hocking Valley Bank.

           (c) refer to confidential volume.

(4) Refer to confidential volume.

(1) Alan Geiger
       Athens, OH

(2) Mr. Geiger is retired Ohio University administrator.

(3) (a&b) Member of the Board of Directors of the holding company and The
       Hocking Valley Bank. Serves as Vice Chairman of both.

           (c) None.

(4) Refer to confidential volume.
(1) **Kimberly Kelly**  
Albany, OH

(2) Ms. Kelly is the owner and treasurer of Good, Inc., which owns a laundry in Athens and a number of rental properties.

(3) (a&b) Member of the Board of Directors of the holding company and The Hocking Valley Bank.  
    (c) None.

(4) Refer to confidential volume.

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(1) **M. Scott Nisley**  
Athens, OH

(2) N/A.

(3) (a&b) Member of the Board of Directors of the holding company and The Hocking Valley Bank. Executive Vice President of the holding company and President of the bank.  
    (c) Refer to confidential volume.

(4) Refer to confidential volume.

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(1) **Robert W. Norris**  
Athens, OH

(3) Mr. Norris is a retired banker.

(3) (a&b) Member of the Board of Directors of the holding company and The Hocking Valley Bank.  
    (c) None.

(4) Refer to confidential volume.

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(1) **Michael Putman**  
Coolville, OH

(2) N/A.

(4) (a&b) Member of the Board of Directors of the holding company and The Hocking Valley Bank.  
    (c) Refer to confidential volume.

(4) Refer to confidential volume.
Mark V. Snider  
Athens, OH

(2) Mr. Snider owns Snider, Fuller & Stroh, an independent insurance agency in Athens.

(3) (a&b) Member of the Board of Directors of the holding company and The Hocking Valley Bank.

(c) Refer to confidential volume.

(4) Refer to confidential volume.

Benedict Weissenrieder  
Athens, OH

(2) N/A.

(3) (a&b) Member of the Board of Directors of the holding company and The Hocking Valley Bank. Chairman of the Board, President and Chief Executive Officer of the holding company; Chairman of the Board and Chief Executive Officer of the bank.

(c) None.

(4) Refer to confidential volume.
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