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)(1), 25 and 25A 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 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.

I, J. Anthony Gorrell
Name of the Holding Company Director and Official
Treasurer
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
03/28/2016

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

RNSD ID 184500
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
March 28, 2016

Month / Day / Year
N/A

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

Reporter’s Name, Street, and Mailing Address
Sutton Bancshares, Inc.

Legal Title of Holding Company
1 South Main Street, PO Box 505
(Mailing Address of the Holding Company) Street / P.O. Box
Attica OH 44807

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
J. Anthony Gorrell Treasurer

Name Title
419-426-6269

Area Code / Phone Number / Extension
419-426-3041

Area Code / FAX Number
igorrell@suttonbank.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:
☐ 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."

☐ No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 8.25 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.
<table>
<thead>
<tr>
<th>Report Item</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Sutton Bancshares, Inc. prepares an annual report for its shareholders. Two copies are enclosed.</td>
</tr>
<tr>
<td>2a.</td>
<td>Sutton Bancshares, Inc. 1 South Main Street, Attica, Ohio 44807 owns 100% of the voting stock of Sutton Bank. Sutton Bank is located at 1 South Main Street, Attica, Ohio 44807. Sutton Bancshares, Inc. owns no other subsidiaries. Sutton Bancshares, Inc. and Sutton Bank are both incorporated in Ohio.</td>
</tr>
<tr>
<td>2b. See attached</td>
<td></td>
</tr>
<tr>
<td>3.1 See attached</td>
<td></td>
</tr>
<tr>
<td>3.2 None</td>
<td></td>
</tr>
<tr>
<td>4 See attached</td>
<td></td>
</tr>
</tbody>
</table>

*LEI is N/A, unless stated otherwise.*
Sutton Bancshares, Inc.
Attica, Ohio
FR Y-6 Report Item 3(1)
12/31/15

Jerrold W. Eitle
Attica, Ohio
Citizenship: USA
Shares: 15,142 / 6.00%

Sutton State Bank 401(k) Savings Plan / ESOP
Attica, Ohio
Country of Incorporation: USA
Shares: 32,906 / 13.05%
<table>
<thead>
<tr>
<th>Name / City / State</th>
<th>Title-Holding Company Title-Sutton Bank</th>
<th>Shares Ownership</th>
<th>Occupation (Other than with BHC)</th>
<th>Occupation Ownership %</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jerrold W. Eitle</td>
<td>Director/Secretary-SBS Director-SB</td>
<td>6.00%</td>
<td>Owner Eitle Machine, Inc.</td>
<td>100%</td>
</tr>
<tr>
<td>Attica, Ohio</td>
<td>Director, Pres. – SBS Director, Vice Chairman &amp; CEO-SB</td>
<td>2.34%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Eric A. Gillett</td>
<td>J. Anthony Gorrell. Tiffin, Ohio</td>
<td>0.74%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Attica, Ohio</td>
<td>Director, Treasurer-SBS Director, EVP &amp; CFO-SB</td>
<td>3.25%</td>
<td>Chairman Mennel Milling</td>
<td>15%</td>
</tr>
<tr>
<td>Donald L. Mennel Fostoria, Ohio</td>
<td>Director/Chairman-SBS Director-SB</td>
<td>0.73%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Thomas Showman Willard, Ohio</td>
<td>Director, Vice Pres.-SBS Director, Pres. - SB</td>
<td>1.90%</td>
<td>Retired Physician</td>
<td>N/A</td>
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<tr>
<td>Dinesh C. Thekdi, M.D.</td>
<td>Director-SBS Director-SB</td>
<td>0.24%</td>
<td>Retired Banker</td>
<td>N/A</td>
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<td>Tiffin, Ohio</td>
<td></td>
<td></td>
<td>CPA</td>
<td>N/A</td>
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<td>Harvey N. Young Ashland, Ohio</td>
<td></td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Lisa E. Young Tiffin, Ohio</td>
<td>Director-SBS Director-SB</td>
<td>0.10%</td>
<td></td>
<td>N/A</td>
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<tr>
<td>Sutton State Bank 401(k) Savings Plan / ESOP</td>
<td>N/A</td>
<td>13.05%</td>
<td>N/A</td>
<td>N/A</td>
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</tbody>
</table>

Item 4(b) is None / N/A as Sutton Bancshares, Inc. owes 100% of Sutton Bank
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 your 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-10T 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-10T report may be submitted in a hardcopy format or via the FR Y-10T Online application - https://y10online.federalreserve.gov

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<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RID*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNTL#*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RID*</th>
<th>Comments</th>
</tr>
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<tbody>
<tr>
<td>ok</td>
<td>Full Service</td>
<td>10041437 SUTTON BANK</td>
<td>10041437 SUTTON BANK</td>
<td>1004 SOUTHWEST STREET</td>
<td>SUTTON</td>
<td>OH</td>
<td>44107</td>
<td>SENCA</td>
<td>UNITED STATES</td>
<td>40661</td>
<td>0</td>
<td>SUTTON BANK</td>
<td>110437</td>
<td>0</td>
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<tr>
<td>ok</td>
<td>Full Service</td>
<td>21039239 ASHLAND CLAREMONT BRANCH</td>
<td>21039239 ASHLAND CLAREMONT BRANCH</td>
<td>2103 ASHLAND CLAREMONT AVE</td>
<td>ASHLAND</td>
<td>OH</td>
<td>44805</td>
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<td>UNITED STATES</td>
<td>30749</td>
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<td>30571285 EAST MAIN STREET BRANCH</td>
<td>30571285 EAST MAIN STREET BRANCH</td>
<td>3057 EAST MAIN STREET</td>
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<td>OH</td>
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<td>UNITED STATES</td>
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<td>39143191 CLAREMONT BRANCH</td>
<td>39143191 CLAREMONT BRANCH</td>
<td>3914 SOUTHWEST CLAREMONT AVE</td>
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<td>467240</td>
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<td>13142062 MANSFIELD BRANCH</td>
<td>13142062 MANSFIELD BRANCH</td>
<td>1314 NORTH MANSFIELD ROAD</td>
<td>MANSFIELD</td>
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<td>MANSFIELD</td>
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<td>43239</td>
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<tr>
<td>ok</td>
<td>Full Service</td>
<td>22203717 NEW LONDON OFFICE</td>
<td>22203717 NEW LONDON OFFICE</td>
<td>2220 PLEASANT AVENUE</td>
<td>NEW LONDON</td>
<td>OH</td>
<td>44880</td>
<td>HURON</td>
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<td>20855</td>
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<td>110220</td>
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<tr>
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<td>22032170 BANCROFT BRANCH</td>
<td>22032170 BANCROFT BRANCH</td>
<td>2203 BANCROFT AVENUE</td>
<td>BANCROFT</td>
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<td>SENCA</td>
<td>UNITED STATES</td>
<td>463480</td>
<td>0</td>
<td>SUTTON BANK</td>
<td>110220</td>
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<tr>
<td>ok</td>
<td>Full Service</td>
<td>22035540 WILLARD BRANCH</td>
<td>22035540 WILLARD BRANCH</td>
<td>2203 EAST WILLARD STREET</td>
<td>WILLARD</td>
<td>OH</td>
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<td>HURON</td>
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<td>20855</td>
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