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.

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 officer 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, Tony Kinder

Name of the Holding Company Director and Official

Vice President/Process Agent

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

Date of Signature

For holding companies not registered with the SEC—indicate status of Annual Report to Shareholders:

[X] is included with the FR Y-6 report

☐ will be sent under separate cover

☐ is not prepared

For Federal Reserve Bank Use Only

RISD ID

C.I.

Is confidential treatment requested for any portion of this report submission?  YesNo

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

☐

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."

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Peoples of Fleming County Bancorp, Inc.

Legal Title of Holding Company

106 South Main Cross Street / PO Box 367

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

Flemingsburg KY 41041

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Lonnie Foley CFO

Name Title

606-849-5322

Area Code / Phone Number / Extension

606-849-3201

Area Code / FAX Number

ffoley@pfbco.com

E-mail Address

www.pfbco.com

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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, 25th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
Form FR Y-6

Peoples of Fleming County Bancorp, Inc.
Flemingsburg, Kentucky 41041
Fiscal Year Ending December 31, 2016

Report Item

1. The bank holding company prepares an annual report for its stockholders and is not registered with the SEC. As specified by the Cleveland Federal Reserve Bank, two copies are enclosed.

2a. Organizational Chart

```
Peoples of Fleming County
Bancorp, Inc.
Flemingsburg, Kentucky 41041
Incorporated in Kentucky

100%

Peoples Bank of Kentucky, Inc.
Flemingsburg, Kentucky 41041
Incorporated in Kentucky
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2b. Domestic branch listing provided to the Cleveland Federal Reserve Bank.

*LEI is n/a, unless noted*
Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-15.

<table>
<thead>
<tr>
<th>Name</th>
<th>Country of Citizenship</th>
<th>Number &amp; Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Barber, Eric</td>
<td>USA</td>
<td>3202 Common Stock of 29,238 O/S shares 11%</td>
</tr>
<tr>
<td>Lexington, KY</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Womack, Glenn</td>
<td>USA</td>
<td>2551 Common Stock of 29,238 O/S shares 9%</td>
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<tr>
<td>Flemingsburg, KY</td>
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<td></td>
</tr>
<tr>
<td>Frank L. Hinton</td>
<td>USA</td>
<td>1728 Common Stock of 29,238 O/S shares 6%</td>
</tr>
<tr>
<td>Flemingsburg, KY</td>
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</table>

Report Item 3 (2)(a)(b)(c) N/A
Results: A list of branches for your depository institution: PEOPLE'S BANK OF KENTUCKY, INC. (ID:5510:995517).
This depository institution is held by PEOPLE'S OF FLEMING COUNTY BANK, INC. (2236703) at FLEMINGBURG, KY.
The data are as of 01/23/2016. Data reflects information that was received and processed through 01/26/2017.

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:
- CH: if the branch information is correct, enter "CH" 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 closed, enter "Close" in the 'Data Action' column and the sale or closure date in the 'Effective Date' 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 LEONUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</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>OCS LEONUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
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<td>CK</td>
<td>Full Service</td>
<td>995517</td>
<td>995517</td>
<td>PEOPLES BANK OF KENTUCKY, INC.</td>
<td>106 SOUTH MAIN CROSS STREET</td>
<td>PLEMRG</td>
<td>KY</td>
<td>42104</td>
<td>FLEMING</td>
<td>UNITED STATES</td>
<td>11046</td>
<td>0</td>
<td>PEOPLE'S BANK OF KENTUCKY, INC.</td>
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<td>CK</td>
<td>Limited Service</td>
<td>3637500</td>
<td>3637500</td>
<td>MOREHEAD ROAD BRANCH</td>
<td>6929 MOREHEAD ROAD</td>
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<td>604951</td>
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<td>WEST WATER STREET BRANCH</td>
<td>252 WEST WATER STREET</td>
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<td>KY</td>
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<td>UNITED STATES</td>
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<td>HILLSBORO MOTOR BRANCH</td>
<td>7597 HILLSBORO ROAD</td>
<td>HILLSB</td>
<td>KY</td>
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<td>PEOPLE'S BANK OF KENTUCKY, INC.</td>
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<td>PEOPLES BANK OF KENTUCKY, INC.</td>
<td>42158 1ST AV</td>
<td>CANTON</td>
<td>KY</td>
<td>42230</td>
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<td>TUCKER DRIVE BRANCH</td>
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<td>MAYSVL</td>
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<td>360749</td>
<td>360749</td>
<td>PEOPLES BANK OWENSVILLE BRANCH</td>
<td>48 SATE AVENUE</td>
<td>OWENSV</td>
<td>KY</td>
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<td>SALT LICK DEPOSIT BANK, THE</td>
<td>615 MAIN STREET</td>
<td>SALT LICK</td>
<td>KY</td>
<td>40271</td>
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<tr>
<td></td>
<td>Names &amp; Address</td>
<td>Occupation</td>
<td>Title &amp; Position</td>
<td>% of voting</td>
<td>List names of other companies</td>
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<tr>
<td>1</td>
<td>Barber, Eric</td>
<td>Cattle Dealer</td>
<td>Director</td>
<td>Bluegrass Stockyards</td>
<td>11%</td>
<td>Poplar Plains LLC 50%; B&amp;M Farms 50%; Bromagen Commodities, Inc 33%; Barber, Bucher &amp; McIntyre, LLC 33%; Barber &amp; McIntyre Farms, Inc 50%; S&amp;B Cattle Co 50%</td>
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<tr>
<td>2</td>
<td>Lexington, KY USA</td>
<td>in other</td>
<td>with Bank Holding Company</td>
<td>29,708 O/S</td>
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<tr>
<td>3a</td>
<td>Foley, Lonnie</td>
<td>Bank CFO</td>
<td>Secretary</td>
<td>N/A</td>
<td>1%</td>
<td>Fleming Development 50%; Fleming Fast Foods 33.33%; Soundtech 100%; Medical Arts LLC 30%</td>
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<tr>
<td>3b</td>
<td>Flemingsburg, KY USA</td>
<td>Sonographer</td>
<td>Director</td>
<td>Sonographer</td>
<td>1%</td>
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<td>3c</td>
<td>Graham, Albert W.</td>
<td>Lumber Company</td>
<td>Director</td>
<td>Graham Lumber Co. President/Owner</td>
<td>1%</td>
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<td>4a</td>
<td>Flemingsburg, KY USA</td>
<td>Agribusiness Owner</td>
<td>Director</td>
<td>President-Frank Hinton &amp; Son, Inc</td>
<td>6%</td>
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<tr>
<td>4b</td>
<td>Hinton, Frank</td>
<td>Bank Pres/CEO</td>
<td>Vice Pres/Process Agent</td>
<td>N/A</td>
<td>1%</td>
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<td>4c</td>
<td>Flemingsburg, KY USA</td>
<td>Restaurant Owner</td>
<td>Director</td>
<td>Dairy Queen Rest President</td>
<td>1%</td>
<td>Dairy Queen Rest 100%</td>
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<tr>
<td>Names &amp; Address (city, State, Country)</td>
<td>2 Principal Occupation If other than with Bank Holding Co</td>
<td>3a Title &amp; Position with Bank Holding Company</td>
<td>3b % of voting</td>
<td>3c Title &amp; Position with other Businesses include names of other businesses</td>
<td>4a % of voting</td>
<td>4b Shares in Bank Holding Company</td>
<td>4c List names of other companies (includes partnerships) If 25% or more of voting securities are held</td>
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<td>Ullery, Caroline</td>
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<td>Director</td>
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<td>Maysville, KY USA</td>
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<td>Flemingsburg, KY USA</td>
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