

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)); 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.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan 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.

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

December 31, 2012

Month / Day / Year

I, **Jeffrey K. Stout**

Reporter's Name, Street, and Mailing Address

SunSouth Bancshares, Inc.

Name of the Holding Company Director and Official

EVP / Director

Legal Title of Holding Company

P.O. Box 1910

Title of the Holding Company Director and Official

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

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.

Dothan AL 36302
 City State Zip Code

108 Jamestown Boulevard, Dothan, AL 36301

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Michael A. Bean COO

Name Title

334-836-4103

Area Code / Phone Number / Extension

334-678-8827

Area Code / FAX Number

mbean@sunsouthbank.com

E-mail Address

N/A

Signature of Holding Company Director and Official

03/29/2013

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

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 3255 100
 C.I. _____

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

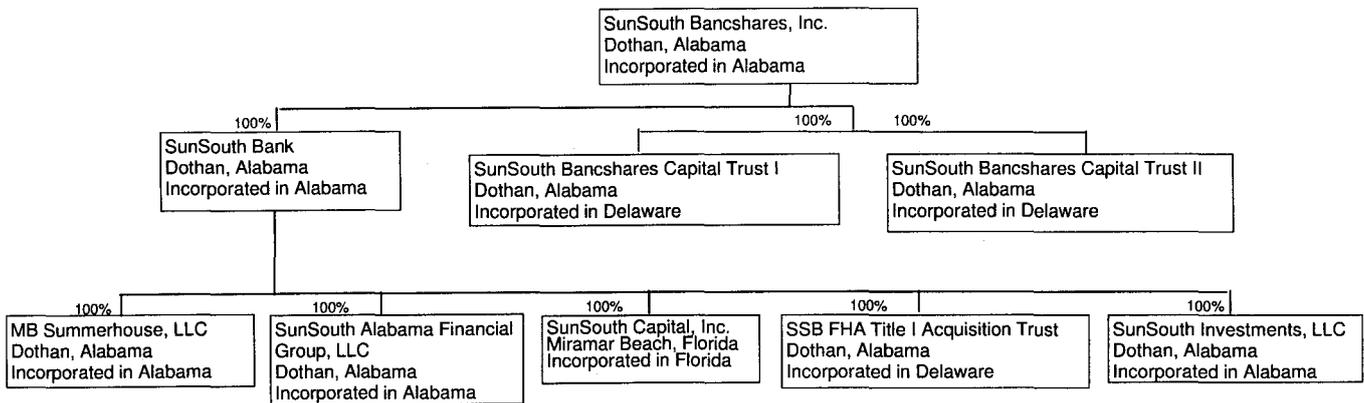
Revised 5-1-13

Form FR Y-6
SunSouth Bancshares, Inc.
Dothan, Alabama
Fiscal Year Ending December 31, 2012

Report Item

1. SunSouth Bancshares, Inc. does not prepare an annual report for its shareholders.

2a. Organization Chart



2b. Domestic branch listing provided to the Federal Reserve Bank.

Results: A list of branches for your depository institution: SUNSOUTH BANK (ID_RSSD: 477639).
 This depository institution is held by SUNSOUTH BANCSHARES, INC. (3255100) of DOTHAN, AL.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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)	477639	SUNSOUTH BANK	108 JAMESTOWN BOULEVARD	DOTHAN	AL	36301	HOUSTON	UNITED STATES	12486	0	SUNSOUTH BANK	477639	
OK		Full Service	3143373	CLIO BRANCH	3274 LOUISVILLE STREET	CLIO	AL	36017	BARBOUR	UNITED STATES	363899	1	SUNSOUTH BANK	477639	

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SunSouth Bancshares, Inc.
Fiscal Year Ending December 31, 2012

Report Item 3 : Securities holders
(1)(a)(b)(c), and 2(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012			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 12-31-2012		
(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
MICHAEL PREWITT MCCANN Dothan, Alabama, USA	USA	322 - 6% Common Stock	None.		
GUY FLETCHER MEDLEY* Dothan, Alabama, USA	USA	1,863 - 39% Common Stock			
MICHAEL ALAN MEDLEY* Dothan, Alabama, USA	USA	1,838 - 38% Common Stock			

* Includes spouse's ownership

Form FR Y-6
SunSouth Bancshares, Inc.
Fiscal Year Ending December 31, 2012

Report Item 4 : Insiders (1), (2), (3)(a)(b)(c), and 4(a)(b)(c)							(4)(c) List names of other companies (includes 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
(1) Name City, State Country	(2)(a) Principal Occupation if other than Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	
MICHAEL A. BEAN Dothan, Alabama USA	N/A	Chief Operating Officer and Chief Financial Officer	Chief Operating Officer and Chief Financial Officer (SunSouth Bank)	Director, EVP, COO Citizens Southern Bancshares, Inc.	3%	None	N/A
			Managing Director (SunSouth Alabama Financial Group, LLC)	Director, EVP, COO Citizens State Bank			
			Director and CFO (SunSouth Capital, Inc.)	Consultant Medley Group, Inc.			
				Managing Director SunSouth Financial Services, LLC			
DAWN W. DUNNING-THEUNE Dothan, Alabama USA	Homemaker	Director	Director (SunSouth Bank)	N/A	1%	None	Capital Concepts, Inc. (25%)
ANNETTE G. LOVRICH Dothan, Alabama USA	N/A	Secretary	Board Secretary SVP / Sr. Compliance Officer / BSA Officer / Information Security Officer (SunSouth Bank)	Board Secretary (Citizens Southern Bancshares, Inc.)	1%	None	N/A
			Board Secretary Compliance Officer (SunSouth Capital, Inc.)	Board Secretary VP / Sr. Compliance Officer / BSA Officer / Information Security Officer (Citizens State Bank)			

Report Item 4 : Insiders
(1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

(1) Name City, State Country	(2)(a) Principal Occupation if other than Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
GUY FLETCHER MEDLEY Dothan, Alabama USA	N/A	Director and President	Director and Chairman / Chief Investment Officer (SunSouth Bank)	Director and Executive Vice President Citizens Southern Bancshares, Inc. Director / Vice Chairman / Chief Investment Officer Citizens State Bank Secretary and Treasurer Medley Group, Inc. Managing Director SunSouth Financial Services, LLC	39%	None	N/A
MICHAEL ALAN MEDLEY Dothan, Alabama USA	N/A	Director and Chairman / Chief Executive Officer	Director / Vice Chairman / CEO (SunSouth Bank) Managing Director (SunSouth Alabama Financial Group, LLC) Director and Chairman (SunSouth Capital, Inc.)	Director and Chairman / President / CEO Citizens Southern Bancshares, Inc. Director and Chairman Citizens State Bank Chairman and CEO Medley Group, Inc. Managing Director SunSouth Financial Services, LLC	38%	None	Medley Group, Inc. (100%)
ROGER PETERSON Dothan, Alabama USA	N/A	Director	Director Managing Director (SunSouth Bank)	Director Citizens Southern Bancshares, Inc. Director Citizens State Bank	1%	None	N/A

Report Item 4 : Insiders
 (1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

(1) Name City, State Country	(2)(a) Principal Occupation if other than Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
J. STEVEN ROY Dothan, Alabama USA	CFO of Private Trucking Company	Director	Director (SunSouth Bank)	Director Citizens Southern Bancshares, Inc. Director Citizens State Bank Chief Financial Officer AAA Cooper Transportation	2%	None	N/A
JEFFREY K. STOUT Dothan, Alabama USA	N/A	Director and Executive Vice President	Director and President / Chief Loan Off (SunSouth Bank) Director (SunSouth Capital, Inc.)	Director and EVP Citizens Southern Bancshares, Inc. Director and EVP / Chief Loan Officer Citizens State Bank Managing Director Blue Sky, LLC	1%	None	Blue Sky, LLC (34%)
WILLIAM D. STRICKLAND Clio, Alabama USA	Retired Banker	Director	Director (SunSouth Bank)	None	1%	None	N/A