



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.

I, Jeffrey K. Stout

Name of the Holding Company Director and Official

EVP / Director

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

03/28/2014

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 3255100
C.I. _____

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

SunSouth Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 1910

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

Dothan AL 36302

City State Zip Code

108 Jamestown Boulevard, Dothan, AL 36301

Physical location (if different from mailing address)

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

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."

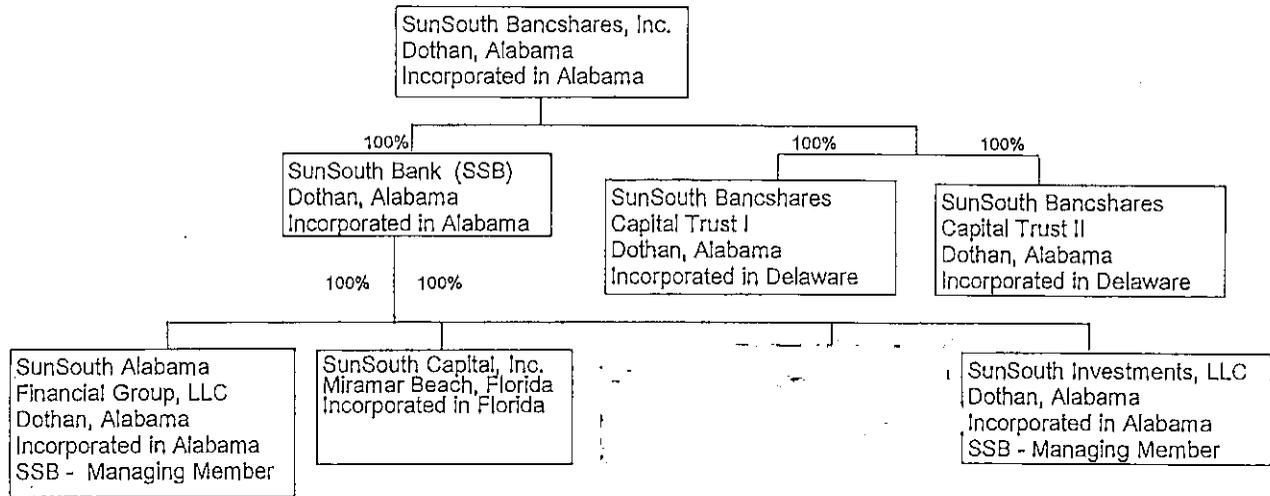
No

Form FR Y-6
SunSouth Bancshares, Inc.
Dothan, Alabama
Fiscal Year Ending December 31, 2013

Report Item

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

2: a. Organization Chart



2: b. 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 BANKSHARES, INC. (3255100) of DOTHAN, AL.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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	3149373	CLIO BRANCH	3274 LOUISVILLE STREET	CLIO	AL	36017	BARBOUR	UNITED STATES	363899	1	SUNSOUTH BANK	477639	

Form FR Y-6
 SunSouth Bancshares, Inc.
 Fiscal Year Ending December 31, 2013

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 12-31-2013

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 12-31-2013

(1)(a)	(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name City, State, Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name City, State, Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities

MICHAEL PREWITT MCCANN USA 322 - 6% Common Stock
 Dothan, Alabama, USA

None.

GUY FLETCHER MEDLEY* USA 1,813 - 37% Common Stock
 Dothan, Alabama, USA

MICHAEL ALAN MEDLEY** USA 1,788 - 37% Common Stock
 Dothan, Alabama, USA

* Includes Estate of Ann S. Medley
 ** Includes spouse's ownership

Form FR Y-6
SunSouth Bancshares, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4 : Insiders							
(1), (2), (3)(a)(b)(c), and 4(a)(b)(c)							
(1)	(2)(a)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name City, State Country	Principal Occupation If other than Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Subsidiaries (include names of subsidiaries)	List names of other companies (includes 25% or more of voting securities are held (List names of companies and percentages of voting securities held)

MICHAEL A. BEAN Dothan, Alabama USA	N/A	Chief Operating Officer	Chief Operating Officer and Chief Financial Officer SunSouth Bank	Director, EVP, COO Citizens Southern Bancshares, Inc.	4%	None	N/A
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			Managing Director SunSouth Alabama Financial Group, LLC	Director, EVP, COO Citizens State Bank			
			Director SunSouth Capital, Inc.	Consultant Medley Group, Inc.			
			EVP / COO / CFO SunSouth Investments, LLC	Managing Director SunSouth Financial Services, LLC			
				EVP / Chief Operating Officer Citizens Investments, LLC			

DAWN W. DUNNING-THEUNE Dothan, Alabama USA	Homemaker	Director	Director SunSouth Bank	N/A	1%	None	Capital Concepts, Inc. 25%
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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.	2%	None	N/A
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			Board Secretary Compliance Officer SunSouth Capital, Inc.	Board Secretary VP / Sr. Compliance Officer / BSA Officer / Information Security Officer Citizens State Bank			
			Board Secretary Compliance Officer SunSouth Investments, LLC	Board Secretary Compliance Officer Citizens Investments, LLC			

201/12

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	N/A	N/A	Secretary and Treasurer Medley Group, Inc.	37%	None	Medley Farms, LLC 50%
MICHAEL ALAN MEDLEY Dothan, Alabama USA	N/A	N/A	N/A	Managing Member MMH, LLC	37%	None	MMH, LLC 49%
ROGER PETERSON Dothan, Alabama USA	N/A	Director	Director Managing Director SunSouth Bank	Director Citizens Southern Bancshares, Inc.	2%	None	N/A
J. STEVEN ROY Dothan, Alabama USA	CFO of Private Trucking Company	Director and Chairman	Director and Chairman SunSouth Bank	Director and Chairman Citizens Southern Bancshares, Inc.	3%	None	Chillin Group, LLC 50%
			Director Citizens State Bank	Director Citizens State Bank			
			Chief Financial Officer AAA Cooper Transportation				

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

(1)	(2)(a)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name City, State Country	Principal Occupation if other than Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other companies (includes 25% or more of voting securities are held (List names of companies and percentage of voting securities held)

JEFFREY K. STOUT Dothan, Alabama USA	N/A	Director and Executive Vice President	Director and President / Chief Loan Off SunSouth Bank	Director and EVP Citizens Southern Bancshares, Inc.	1%	None	Blue Sky, LLC 34%
			President SunSouth Investments, LLC	EVP Citizens Investments, LLC			
				Managing Director Blue Sky, LLC			

WILLIAM D. STRICKLAND Clto, Alabama USA	Retired Banker	N/A	N/A	N/A	1%	None	N/A
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