

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

APR 03 REC'D

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.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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. 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, Robert C. Oliver

Name of the Holding Company Director and Official

Chief Executive Officer and 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

03/30/2017

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 3392331
 C.I. _____

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

Hamilton State Bancshares, Inc.

Legal Title of Holding Company

1907 Highway 211

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

Hoschton

GA

30548

City

State

Zip Code

N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert C. Oliver

CEO

Name

Title

770-868-2699

Area Code / Phone Number / Extension

770-868-2669

Area Code / FAX Number

boliver@hamiltonstatebank.com

E-mail Address

www.hamiltonstatebank.com

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

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

0=No
 1=Yes

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."

Form FR Y-6

Item 1: Annual Report to Shareholders

Hamilton State Bancshares, Inc.

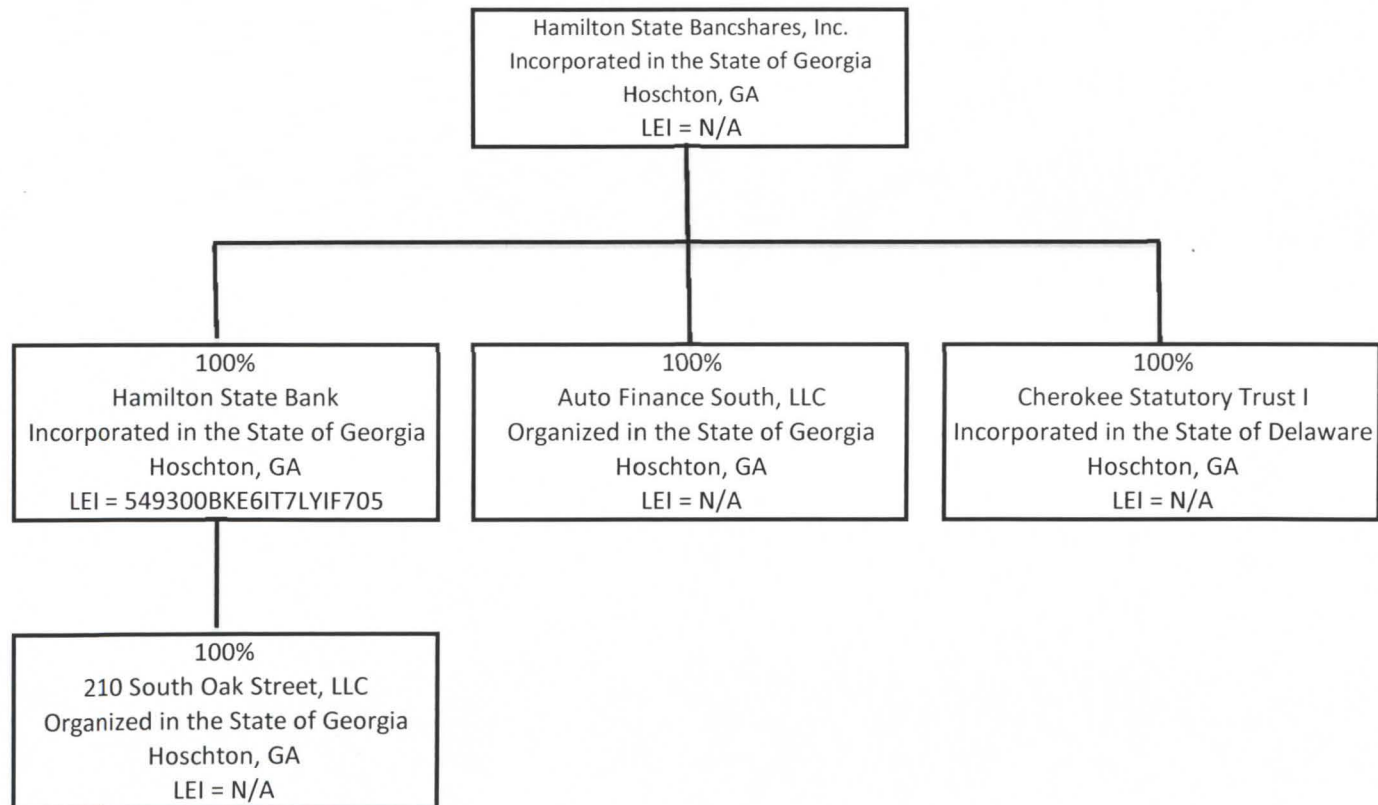
Hoschton, GA

Fiscal Year Ending December 31, 2016

The Annual Report to Shareholders of Hamilton State Bancshares, Inc. for the year ending December 31, 2016 is not available as of the date of this Form Y-6; Hamilton State Bancshares, Inc. will submit the Annual Report under separate cover as soon as practicable.

Form FR Y-6
Item 2a: Organization Chart

Hamilton State Bancshares, Inc.
Hoschton, GA
Fiscal Year Ending December 31, 2016



Form FR Y-6
Item 2b: Branch Data

Hamilton State Bancshares, Inc.
Hoschton, GA
Fiscal Year Ending December 31, 2016

Hamilton has verified that the list of branches currently held by the Federal Reserve at <http://structurelists.federalreserve.gov/> is current as of 12/31/16. The verified list was submitted to the Federal Reserve Bank of Atlanta on February 23, 2017.

Results: A list of branches for your depository institution: HAMILTON STATE BANK (ID_RSSD: 3294583).
 This depository institution is held by HAMILTON STATE BANCSHARES, INC. (3392331) of HOSCHTON, GA.
 The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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

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)	3294583	HAMILTON STATE BANK	1907 HIGHWAY 211	HOSCHTON	GA	30548	BARROW	UNITED STATES	426497	0	HAMILTON STATE BANK		3294583
OK		Full Service	3596791	LAKESIDE BRANCH	5895 JEFF DAVIS LANE NORTHWEST	ACWORTH	GA	30101	COBB	UNITED STATES	464803	12	HAMILTON STATE BANK		3294583
OK		Full Service	2806091	NORTH CANTON BRANCH	1275 RIVERSTONE PARKWAY	CANTON	GA	30114	CHEROKEE	UNITED STATES	74925	29	HAMILTON STATE BANK		3294583
OK		Full Service	3127168	SOUTH CANTON BRANCH	3595 MARIETTA HIGHWAY	CANTON	GA	30114	CHEROKEE	UNITED STATES	364303	30	HAMILTON STATE BANK		3294583
OK		Full Service	4262552	CARTERSVILLE BRANCH	301 E CHURCH STREET	CARTERSVILLE	GA	30120	BARTOW	UNITED STATES	14867	9	HAMILTON STATE BANK		3294583
OK		Limited Service	3028966	LADD'S MOUNTAIN BRANCH OFFICE	12 EUHARLEE ROAD, SUITE A	CARTERSVILLE	GA	30120	BARTOW	UNITED STATES	359707	11	HAMILTON STATE BANK		3294583
OK		Full Service	1416073	NORTH CORNERS BRANCH	922 JOE FRANK HARRIS PARKWAY	CARTERSVILLE	GA	30120	BARTOW	UNITED STATES	252959	10	HAMILTON STATE BANK		3294583
OK		Full Service	3411157	CUMMING BRANCH	108 CANTON ROAD	CUMMING	GA	30040	FORSYTH	UNITED STATES	440764	8	HAMILTON STATE BANK		3294583
OK		Full Service	3728912	DALLAS BRANCH	519 HARDEE STREET	DALLAS	GA	30132	PAULDING	UNITED STATES	429518	28	HAMILTON STATE BANK		3294583
OK		Full Service	4504494	FAIRBURN ROAD BRANCH	6157 FAIRBURN ROAD	DOUGLASVILLE	GA	30134	DOUGLAS	UNITED STATES	Not Required	Not Required	HAMILTON STATE BANK		3294583
OK		Full Service	3653498	STEWART PARKWAY BRANCH	6100 STEWART PARKWAY	DOUGLASVILLE	GA	30135	DOUGLAS	UNITED STATES	253176	26	HAMILTON STATE BANK		3294583
OK		Full Service	89434	FAIRVIEW BRANCH	295 FAIRVIEW ROAD	ELLENWOOD	GA	30294	HENRY	UNITED STATES	247750	19	HAMILTON STATE BANK		3294583
OK		Full Service	3294592	GAINESVILLE BRANCH	854 WASHINGTON STREET	GAINESVILLE	GA	30501	HALL	UNITED STATES	432609	1	HAMILTON STATE BANK		3294583
OK		Full Service	182830	HOSCHTON BRANCH	3528 HWY 53	HOSCHTON	GA	30548	JACKSON	UNITED STATES	191649	4	HAMILTON STATE BANK		3294583
OK		Full Service	4289670	JACKSON BRANCH	210 SOUTH OAK STREET	JACKSON	GA	30233	BUTTS	UNITED STATES	13053	13	HAMILTON STATE BANK		3294583
OK		Full Service	403339	JEFFERSON BRANCH	1596 WASHINGTON STREET	JEFFERSON	GA	30549	JACKSON	UNITED STATES	191647	3	HAMILTON STATE BANK		3294583
OK		Full Service	544438	LITHIA SPRINGS BRANCH OFFICE	3491 SKY VIEW DRIVE	LITHIA SPRINGS	GA	30122	DOUGLAS	UNITED STATES	363072	27	HAMILTON STATE BANK		3294583
OK		Full Service	2244732	LOCUST GROVE BRANCH	4979 BILL GARDNER PKWY	LOCUST GROVE	GA	30248	HENRY	UNITED STATES	247753	22	HAMILTON STATE BANK		3294583
OK		Full Service	3290231	MARIETTA BRANCH	3411 ERNEST W BARRETT PKWY NW	MARIETTA	GA	30064	COBB	UNITED STATES	Not Required	Not Required	HAMILTON STATE BANK		3294583
OK		Full Service	3101663	CRUMBLY ROAD BRANCH OFFICE	295 HIGHWAY 155	MCDONOUGH	GA	30253	HENRY	UNITED STATES	364099	23	HAMILTON STATE BANK		3294583
OK		Full Service	3608573	HIGHWAY 81 BRANCH OFFICE	1908 HIGHWAY 81 EAST	MCDONOUGH	GA	30253	HENRY	UNITED STATES	461351	24	HAMILTON STATE BANK		3294583
OK		Full Service	150839	MCDONOUGH BRANCH	114 COVINGTON STREET	MCDONOUGH	GA	30253	HENRY	UNITED STATES	247751	20	HAMILTON STATE BANK		3294583
OK		Full Service	946434	MONTICELLO BRANCH	208 E GREEN ST	MONTICELLO	GA	31064	JASPER	UNITED STATES	1417	14	HAMILTON STATE BANK		3294583
OK		Full Service	3745919	OAKWOOD BRANCH	3607 MUNDY MILL ROAD, SUITE 110	OAKWOOD	GA	30566	HALL	UNITED STATES	472621	6	HAMILTON STATE BANK		3294583
OK		Full Service	3670534	SMYRNA BRANCH	1298 CONCORD ROAD	SMYRNA	GA	30080	COBB	UNITED STATES	Not Required	Not Required	HAMILTON STATE BANK		3294583
OK		Full Service	2237257	HUDSON BRIDGE ROAD OFFICE	1810 HUDSON BRIDGE ROAD	STOCKBRIDGE	GA	30281	HENRY	UNITED STATES	247752	21	HAMILTON STATE BANK		3294583
OK		Full Service	4369228	STOCKBRIDGE BRANCH	4806 NORTH HENRY BOULEVARD	STOCKBRIDGE	GA	30281	HENRY	UNITED STATES	Not Required	Not Required	HAMILTON STATE BANK		3294583
OK		Full Service	3566637	WOODSTOCK BRANCH	159 WOODSTOCK SQUARE AVENUE	WOODSTOCK	GA	30189	CHEROKEE	UNITED STATES	466768	31	HAMILTON STATE BANK		3294583

REPORT ITEM 3: Shareholders
Current Shareholders Part 1.

(1)(a) (1)(b)

<u>Name and Address</u>	<u>Country of citizenship</u>
Angelo, Gordon & Co., L.P. and affiliates New York, New York	USA
Tailwind Capital Group LLC and affiliates New York, New York	USA
State Teachers Retirement System of Ohio Columbus, Ohio	USA

(1)(c) **Confidential Treatment Requested for Item 3, (1)(c)

(2)(a)

Name and Address
None

Shareholders not listed in Part 1.

(2)(b) (2)(c)

Common Stock Beneficially Owned

Percentage
Owned*

Stock Options Warrants Total

* Inclusive of warrants, considered as exercised exclusively by holder and no other

REPORT ITEM 4: Insiders

HAMILTON STATE BANCSHARES, INC (HSB)

(1) Name and Address	(2) Principal occupation if other than with HSB	(3)(a) Position with HSB	(3)(b) Title & Position with Hamilton State Bank	(3)(c) Title & Position with other Businesses	(4)(a)** Confidential Treatment Requested for Item 4, 4(a)					(4)(b) Percentage of voting shares subsidiaries	(4)(c) **Confidential Treatment Requested for Item 4, 4(c) Other companies with 25% or more voting securities held
					Common Stock	Vested Options	Warrants	Common Stock owned and Options/Warrants of HSB	Percentage Owned HSB*		
Robert C. Oliver Braselton, Georgia	N/A	Chairman, Chief Executive Officer and Director	Chairman, Chief Executive Officer and Director	N/A						N/A	
Neal W. Booth, Sr. Gainesville, Georgia	N/A	Secretary	Senior Executive Vice President, Head of Commercial Banking	N/A						N/A	
Raymond R. Christman Atlanta, Georgia	Non-Profit Executive	Director	Director	SVP, The Trust for Public Land						N/A	
Denis J. O'Leary Scarsdale, New York	Financial Executive and Director	Director	N/A	Fiserv Inc., Director CrowdStrike Inc., Director The Warranty Group, Director Encore Financial Partners Inc., Managing Partner						N/A	
Arthur J. Peponis New York, New York	***Insider will provide via separate filing***	Director	N/A	***Insider will provide via separate filing***						N/A	
Donald T. Heroman Atlanta, Georgia	Retired Executive	Director & Audit Committee Chairman	Director	N/A						N/A	
Steven M. Shafran Ketchum, Idaho	Executive Director Sun Valley Ski Academy	Director	Director	Executive Director Sun Valley Ski Academy Trustee, University of California at Berkeley Foundation						N/A	
Lawrence B. Sorrel New York, New York	***Insider will provide via separate filing***	Director	N/A	***Insider will provide via separate filing***						N/A	
John L. Walker Bedford Hills, New York	Retired Attorney Simpson Thacher & Bartlett LLP New York City	Director	N/A	Vice Chairman of the Financial Services Volunteer Corps.						N/A	
Angelo, Gordon & Co., L.P. and affiliates New York, New York	N/A	N/A	N/A	N/A						N/A	
Tailwind Capital Group LLC and affiliates New York, New York	N/A	N/A	N/A	N/A						N/A	

* Inclusive of warrants and vested options, considered as exercised exclusively by holder and no other