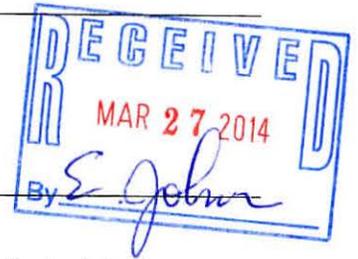


Board of Governors of the Federal Reserve System



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, 2013
 Month / Day / Year

1. Jeffrey L. Cunningham
 Name of the Holding Company Director and Official
Director, President & CEO
 Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Athens Bancshares Corporation
 Legal Title of Holding Company
P.O. Box 869
 (Mailing Address of the Holding Company) Street / P.O. Box
Athens TN 37371-0869
 City State Zip Code
106 Washington Ave NW, Athens, TN 37303
 Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Dustin Millaway VP - Director of Accounting
 Name Title
423-649-1476
 Area Code / Phone Number / Extension
423-745-0552
 Area Code / FAX Number
DustinM@AthensFederal.com
 E-mail Address
None
 Address (URL) for the Holding Company's web page

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]
 Signature of Holding Company Director and Official
03-14-14
 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 4101437
 C.I. _____

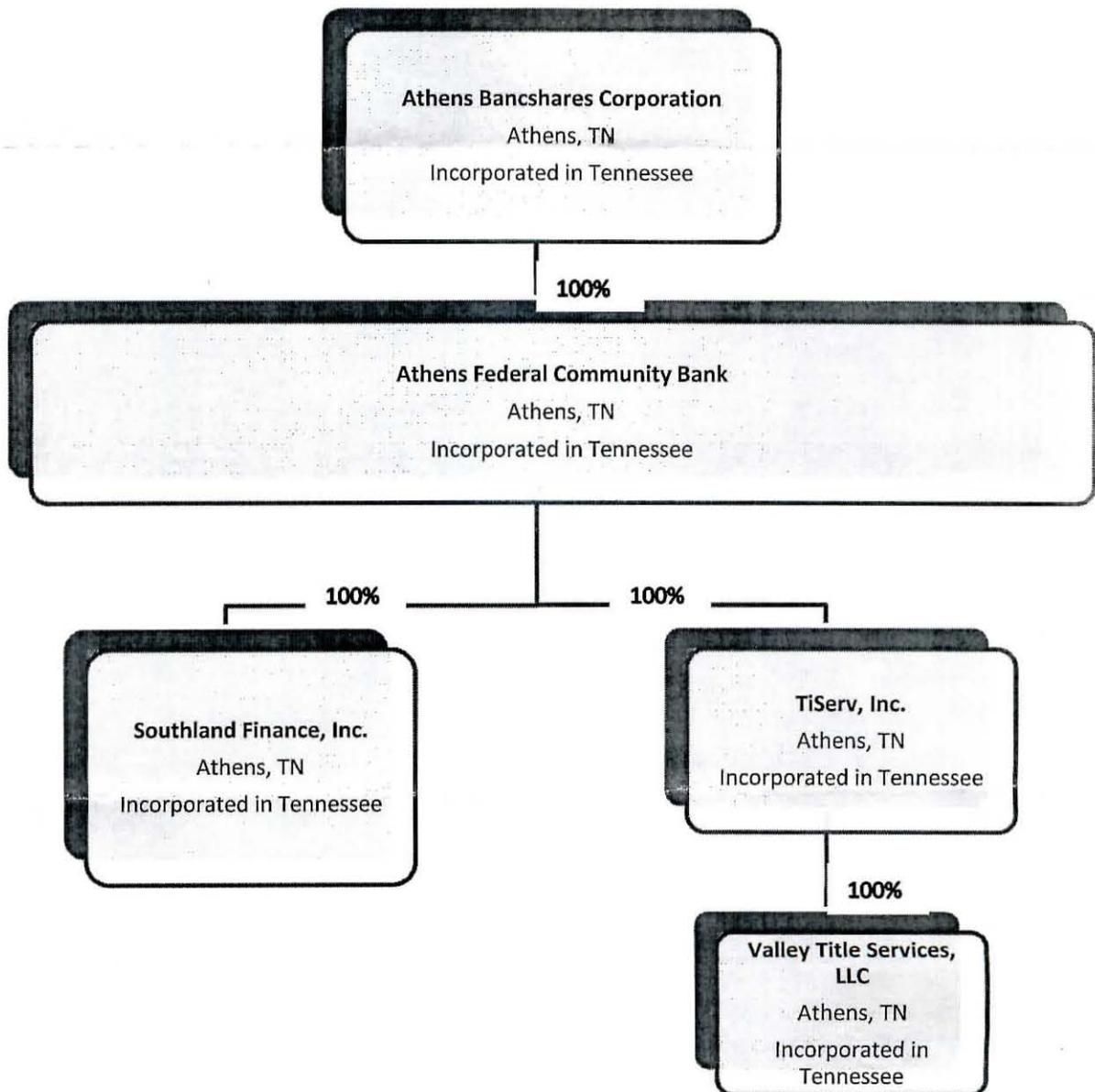
Does the reporter request confidential treatment for any portion of this submission?

- 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

Form FR Y-6
Athens Bancshares Corporation
Athens, Tennessee
Year Ending December 31, 2013

REPORT ITEM 1: Annual Report to Shareholders: The bank holding company prepares an annual report for its securities holders and is registered with the SEC. Therefore, per FR Y-6 instructions, no annual report has been enclosed.

REPORT ITEM 2a: Organizational Chart:



REPORT ITEM 2b: Domestic Branch Listing: A domestic branch listing was provided to Federal Reserve Bank of Atlanta via e-mail on March 14, 2014.

Results: A list of branches for your depository institution: ATHENS FEDERAL COMMUNITY BANK (ID_RSSD: 807272).
 This depository institution is held by ATHENS BANCSHARES CORPORATION (4101437) of ATHENS, TN.
 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	N/A	Full Service (Head Office)	807272	ATHENS FEDERAL COMMUNITY BANK	106 W WASHINGTON	ATHENS	TN	37303	MCMINN	UNITED STATES	41919	0	ATHENS FEDERAL COMMUNITY BANK	807272	
OK	N/A	Full Service	4173407	ATHENS DECATUR PIKE BRANCH	1103 DECATUR PIKE	ATHENS	TN	37303	MCMINN	UNITED STATES	272810	101	ATHENS FEDERAL COMMUNITY BANK	807272	
OK	N/A	Full Service	4173322	25TH STREET BRANCH	950 25TH STREET	CLEVELAND	TN	37311	BRADLEY	UNITED STATES	495145	106	ATHENS FEDERAL COMMUNITY BANK	807272	
OK	N/A	Full Service	4173416	OCDEE STREET BRANCH	3855 NORTH OCDEE STREET NORTH	CLEVELAND	TN	37312	BRADLEY	UNITED STATES	495143	104	ATHENS FEDERAL COMMUNITY BANK	807272	
OK	N/A	Full Service	4173425	ETOWAH BRANCH	523 TENNESSEE AVENUE	ETOWAH	TN	37331	MCMINN	UNITED STATES	272809	100	ATHENS FEDERAL COMMUNITY BANK	807272	
OK	N/A	Full Service	4173331	MADISONVILLE BRANCH	4785 NEW HIGHWAY 68	MADISONVILLE	TN	37354	MONROE	UNITED STATES	495144	105	ATHENS FEDERAL COMMUNITY BANK	807272	
OK	N/A	Full Service	4173386	SWEETWATER BRANCH	800 NEW HIGHWAY 68	SWEETWATER	TN	37874	MONROE	UNITED STATES	272802	102	ATHENS FEDERAL COMMUNITY BANK	807272	

REPORT ITEM 3: Securities Holders:

3(1): Current securities holders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2013.

(1)(a): Name, City, State, Country	(1)(b): Country of Citizenship or Incorporation	(1)(c): No. of Shares Owned*	(1)(c): Percent of Class*	(1)(c): Common Stock Options
Athens Federal Community Bank Employee Stock Ownership Plan Athens, Tennessee , USA	United States	220,140	11.64%	None
Athens Federal Community Bank 401(k) Plan Athens, Tennessee , USA	United States	290,369	15.36%	None

3(2): Securities holders not listed in item 3(1) above, that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2013.

(2)(a): Name, City, State, Country	(2)(b): Country of Citizenship or Incorporation	(2)(c): No. of Shares Owned*	(2)(c): Percent of Class*	(2)(c): Common Stock Options
Financial Edge Fund, L.P.** Naperville, Illinois, USA	United States	150,737	6.39%	None
Sandler O'Neill Asset Management, LLC*** New York, New York, USA	United States	189,525	8.04%	None

*The only class of stock with shares issued and outstanding is \$0.01 par value common stock.

** The total number of shares listed for Financial Edge Fund, L.P., is representative of the aggregate number of shares owned by several related entities/individuals with varying levels of ownership interest. Total shares owned are based on Schedule 13D filed with the Securities and Exchange Commission on August 8, 2011. The entities/individuals owning a stake in these shares are; Financial Edge-Strategic Fund, L.P., PL Capital Focused Fund, L.P., Goodbody/PL Capital, L.P., PL Capital, LLC, Goodbody/PL Capital .P., PL Capital Advisors, LLC, John W. Palmer, Richard J. Lashley, Beth Lashley, Robin Lashley, and John Palmer, Transfer to Minors Act.

*** The total number of shares listed for Sandler O'Neill Asset Management, LLC, is representative of the aggregate number of shares owned by several related entities/individuals with varying levels of ownership interest. Total shares owned are based on Schedule 13D/A filed with the Securities and Exchange Commission on November 19, 2012. The entities/individuals owning a stake in these shares are; Sandler O'Neill Asset Management, LLC, SOAM Holdings, LLC, Malta Partners, L.P., Malta Hedge Fund, L.P., Malta Hedge Fund II, L.P., Malta Offshore, Ltd., Malta Thrift Fund, L.P., and Terry Maltese.

REPORT ITEM 4: Insiders:

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held
<i>Athens Federal Community Bank Employee Stock Ownership Plan</i> Athens, Tennessee , USA	N/A	N/A	N/A	N/A	11.64%	N/A	None
<i>Athens Federal Community Bank 401(k) Plan</i> Athens, Tennessee, USA	N/A	N/A	N/A	N/A	15.36%	N/A	None
<i>Elaine M. Cathcart</i> Athens, Tennessee USA	Retired	Director	1) Director, Athens Federal Community Bank 2) Director, TiServ, Inc. 3) Director, Valley Title Services, LLC	N/A	2.96%	N/A	None
<i>Jeffrey L. Cunningham</i> Athens, Tennessee USA	N/A	Director, CEO, and President	1) Director, CEO, and President, Athens Federal Community Bank 2) Chairman and Director, TiServ, Inc. 3) Director, Valley Title Services, LLC 4) Director, Southland Finance, Inc.	N/A	2.88%	N/A	Omega Investments (50%) Green Farm Partnership (50%)
<i>G. Scott Hannah</i> Athens, Tennessee USA	Retired	Director	1) Director, Athens Federal Community Bank 2) Director, TiServ, Inc. 3) Chairman and Director, Valley Title Services, LLC 4) Director, Southland Finance, Inc.	N/A	2.39%	N/A	Green Farm Partnership (50%)
<i>G. Timothy Howard</i> Athens, Tennessee USA	Logging and Timber Products	Director	1) Director, Athens Federal Community Bank 2) Director, Southland Finance, Inc.	President, Howard Brother Logging Company	0.65%	N/A	None

<i>Michael R. Hutsell</i> Athens, Tennessee USA	N/A	Treasurer and CFO	1) Vice President, COO, CFO, Athens Federal Community Bank 2) Director and President, TiServ Inc. 3) Director, Valley Title Services, LLC 4) Director, Southland Finance, Inc.	N/A	2.69%	N/A	None
<i>Myra NanDora Jenne</i> Cleveland, Tennessee USA	Attorney	Director	Director, Athens Federal Community Bank	Attorney, Jenne, Scott & Jenne, PLLC	0.80%	N/A	None
<i>Jay Leggett Jr.</i> Cleveland, Tennessee USA	City President-Cleveland, Athens Federal Community Bank	N/A	City President-Cleveland, Athens Federal Community Bank	N/A	3.39%	N/A	None
<i>Ross A. Millsaps</i> Philadelphia, Tennessee USA	VP and Chief Credit Officer, Athens Federal Community Bank	N/A	VP and Chief Credit Officer, Athens Federal Community Bank	N/A	0.64%	N/A	None
<i>M. Darrell Murray</i> Niota, Tennessee USA	Realtor/Auctioneer	Director	1) Director, Athens Federal Community Bank 2) Director, TiServ Inc. 3) Director, Valley Title Services, LLC 4) Director, Southland Finance, Inc.	Owner, Darrell Murray Auction and Realty Co.	2.22%	N/A	Darrell Murray Auction & Realty Co. (100%)
<i>Lyn B. Thompson</i> Athens, Tennessee USA	Certified Public Accountant	Director	1) Director, Athens Federal Community Bank 2) Director, TiServ Inc. 3) Director, Valley Title Services, LLC	Self-employed CPA	2.14%	N/A	Lyn B. Thompson, CPA (100%)
<i>Larry D. Wallace</i> Englewood, Tennessee USA	College Administrator & Retired Director of Tennessee Bureau of Investigation	Chairman and Director	Chairman and Director, Athens Federal Community Bank	Vice President of Administration, Tennessee Wesleyan College	0.52%	N/A	None