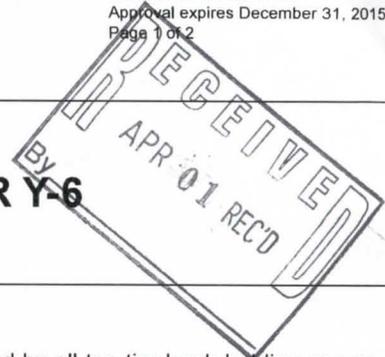


Board of Governors of the Federal Reserve System



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 L. Cunningham

Name of the Holding Company Director and Official

Director, President and CEO

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.

Jeffrey L. Cunningham
Signature of Holding Company Director and Official
03/29/13

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. _____

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

December 31, 2012

Month / Day / Year

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)

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

423-745-0052

Area Code / FAX Number

dustinm@athensfederal.com

E-mail Address

None

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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

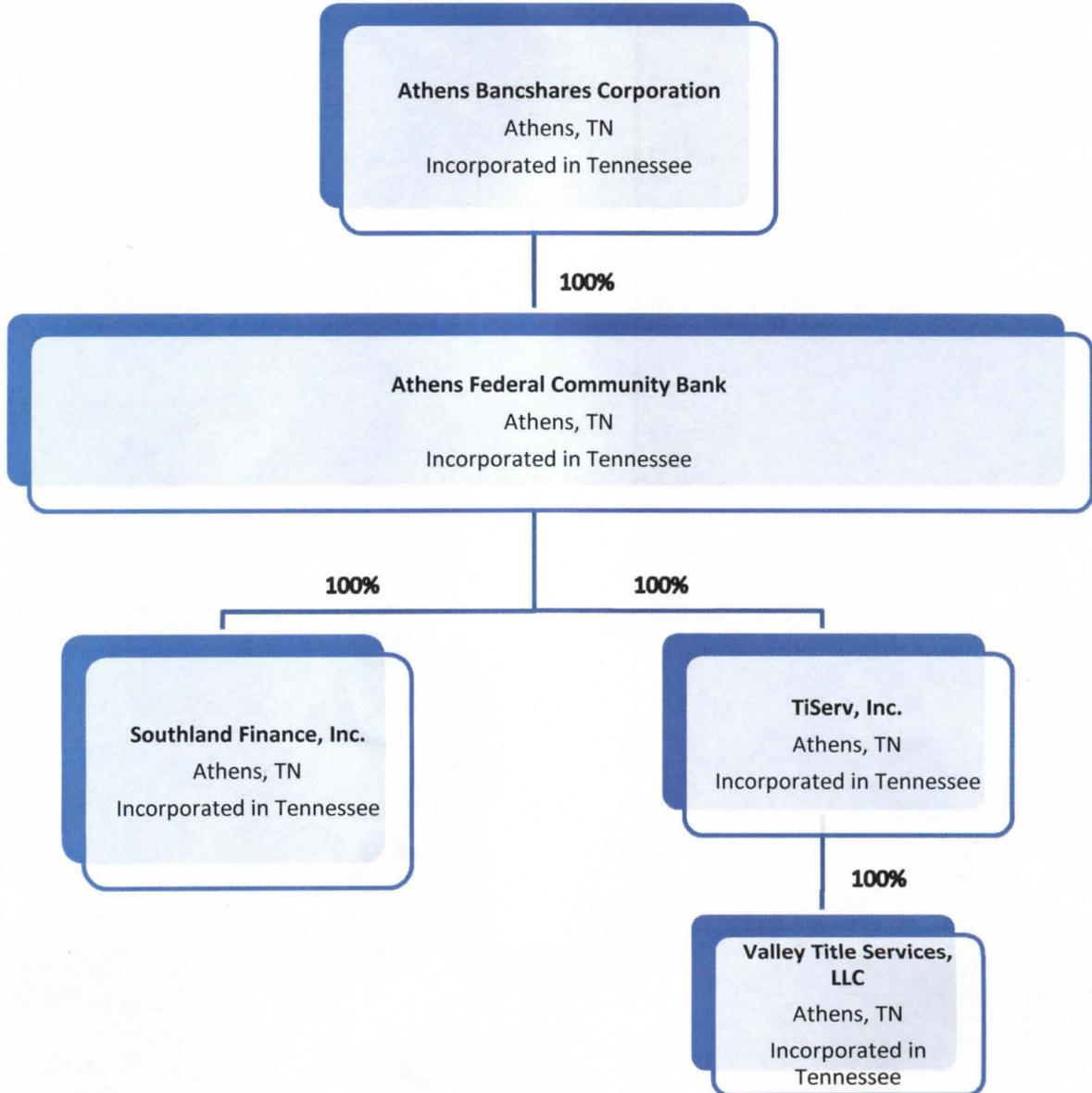
City State Zip Code

Physical location (if different from mailing address)

Form FR Y-6
Athens Bancshares Corporation
Athens, Tennessee
Year Ending December 31, 2012

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 28, 2013.

Results: A list of branches for your holding company: ATHENS BANCSHARES CORPORATION (4101437) of ATHENS, TN.
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

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**

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	Branch Service Type	Branch	Popular Name	Street Address	City	State	Zip Code	County	Comments
Ok	Full Service (Head	807272	ATHENS FEDERAL COMMUNITY BANK	106 W WASHINGTON	ATHENS	TN	37303	MCMINN	
Change	Full Service	4173407	ANTHENS DECATUR PIKE BRANCH	1103 DECATUR PIKE	ATHENS	TN	37303	MCMINN	Change Anthens to Athens
Ok	Full Service	4173322	25TH STREET BRANCH	950 25TH STREET	CLEVELAND	TN	37311	BRADLEY	

Ok	Full Service	4173416	OCOEE STREET BRANCH	3855 NORTH OCOEE STREET NORTH	CLEVELAND	TN	37312	BRADLEY	
Change	Full Service	4173425	ETOWAH BRANCH	523 TENNESSEE AVENUE	ETHOWAH	TN	37331	MCMINN	Change Ethowah to Etowah
Ok	Full Service	4173331	MADISONVILLE BRANCH	4785 NEW HIGHWAY 68	MADISONVILLE	TN	37354	MONROE	
Ok	Full Service	4173386	SWEETWATER BRANCH	800 NEW HIGHWAY 68	SWEETWATER	TN	37874	MONROE	

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 12/31/2012.**

(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	220,706	9.36%	None
Athens Federal Community Bank 401(k) Plan Athens, Tennessee , USA	United States	291,726	12.37%	None
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

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 12/31/2012.

(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
None	N/A	N/A	N/A	N/A

*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, as Custodian for Jack Palmer Under Illinois Uniform 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:

revised

(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
Athens Federal Community Bank 401(k) Plan Athens, Tennessee, USA	N/A	N/A	N/A	N/A	12.37%	N/A	None
Elaine M. Cathcart Athens, Tennessee USA	Retired	Director	1) Director, Athens Federal Community Bank 2) Director, TiServ, Inc. 3) Director, Valley Title Services, LLC	N/A	2.70%	N/A	None
Jeffrey L. Cunningham 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	4.63%	N/A	Omega Investments (50%) Green Farm Partnership (50%)
G. Scott Hannah 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	2.42%	N/A	Green Farm Partnership (50%)
G. Timothy Howard Athens, Tennessee USA	Logging and Timber Products	Director	1) Director, Athens Federal Community Bank 2) Director, Southland Finance, Inc.	President, Howard Brother Logging Company	1.02%	N/A	None
Michael R. Hutsell 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	4.48%	N/A	None

Revised

Myra NanDora Jenne Cleveland, Tennessee USA	Attorney	Director	Director, Athens Federal Community Bank	Attorney, Jenne, Scott & Jenne, PLLC	1.15%	N/A	None
Jay Leggett Jr. Cleveland, Tennessee USA	City President-Cleveland, Athens Federal Community Bank	N/A	City President-Cleveland, Athens Federal Community Bank	N/A	4.38%	N/A	None
Ross A. Millsaps 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	0.62%	N/A	None
M. Darrell Murray 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.	2.29%	N/A	Darrell Murray Auction & Realty Co. (100%)
Lyn B. Thompson 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	2.22%	N/A	Lyn B. Thompson, CPA (100%)
Larry D. Wallace 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	0.92%	N/A	None