

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2014
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Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

354483

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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):
December 31, 2011
Month / Day / Year

1. Barbara J. Zipperian
Name of the Bank Holding Company Director and Official
Chief Financial Officer
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Avenue Financial Holdings, Inc.
Legal Title of Bank Holding Company
111 Tenth Ave. South, Suite 400
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Nashville TN 37203
City State Zip Code

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

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:

William S. Titus Controller
Name Title
615.744.2913
Area Code / Phone Number / Extension
615.744.2929
Area Code / FAX Number
bill.titus@avenuenashville.com
E-mail Address
www.avenuenashville.com
Address (URL) for the Bank Holding Company's web page

Barbara J. Zipperian
Signature of Bank Holding Company Director and Official
3/29/12
Date of Signature

For bank 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

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

Yes Please identify the report items to which this request applies:
Report Item 4, Insiders
 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 Federal Reserve Bank Use Only
RSSD ID _____
C.I. _____

For Use By Tiered Bank Holding Companies

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

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

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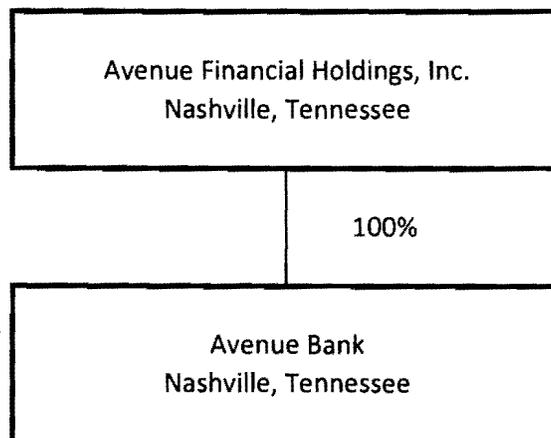
Physical location (if different from mailing address)

Form FR Y-6

**Avenue Financial Holdings, Inc.
Nashville, Tennessee
Fiscal Year Ending December 31, 2011**

Report Item 2a

- 1: The bank holding company prepares an annual report for its securities holders.
Two copies will be sent under separate cover
- 2: Organizational Chart



Report Item 2b: Domestic Branch Listing
 Avenue Bank (481355)
 Held by Avenue Financial Holdings, Inc. (3541483)
 As of 12/31/11

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
Correct		Full Service (Head Office)	481355	AVENUE BANK	111 10TH STREET, SUITE 400	NASHVILLE	TN	37203	DAVIDSON	UNITED STATES	4127	0	AVENUE BANK	481355	
Correct		Full Service	3794346	COOL SPRINGS BRANCH	101 INTERNATIONAL DRIVE, SUITE 100	FRANKLIN	TN	37067	WILLIAMSON	UNITED STATES	473965	7	AVENUE BANK	481355	
Correct		Full Service	3623192	CUMMINS STATION TENTH AVENUE BRANCH	209 TENTH AVENUE SOUTH	NASHVILLE	TN	37203	DAVIDSON	UNITED STATES	465213	3	AVENUE BANK	481355	
Correct		Full Service	3844241	GREENHILLS BRANCH	3823 CLEGHORN AVENUE	NASHVILLE	TN	37215	DAVIDSON	UNITED STATES	493044	8	AVENUE BANK	481355	
Correct		Full Service	3691034	WEST END BRANCH	2930 WEST END AVENUE	NASHVILLE	TN	37203	DAVIDSON	UNITED STATES	470382	6	AVENUE BANK	481355	

Form FR Y-6
Avenue Financial Holdings, Inc.
Fiscal Year Ending December 31, 2011

Report Item 3: Securities Holders
(1)(a)(b)(c) (2)(a)(b)(c)

Current Shareholders with ownership, control, or holdings of 5% or more with power to vote as of the fiscal year ending 12/31/2011			Shareholders not listed in 3(1)(a) and 3(1)(c) that had ownership, control, or holdings of 5% or more with power to vote during the fiscal year ending 12/31/11		
(1)(a) Name & Address (City, State)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
Goldman Sachs Investment Partners Master Fund, L.P. New York, NY	USA	830,000 - 9.83% Common Stock		None	
Endicott New York, NY	USA	830,000 - 9.83% Common Stock			
Keefe, Bruyette & Woods, Inc. New York, NY	USA	761,033 - 9.01% Common Stock			
Context BH Equity Fund, LP Bala Cynwyd, PA	USA	587,500 - 6.96% Common Stock			

RSSD Tiering for:
AVENUE FINANCIAL HOLDINGS, INC.
 Structure as of 20111231 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Actv Code	Basis of Relatnshp	PCT
0001	3541483	AVENUE FINANCIAL HOLDINGS, INC.		NASHVILLE	TENNESSEE	6	BHC	551111		
0002	481355	AVENUE BANK		NASHVILLE	TENNESSEE	6	NMB	52211	Vtg Eqty Other	100

Total Number of Entities in the tree **2**

Total Number of Unique Entities in the tree **2**

Tier Selection Criteria

RSSD Tiering for	3541483 AVENUE FINANCIAL HOLDINGS, INC.
As of Date	20111231
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	No Branches
Branches - Foreign Institutions	No Branches

Explanatory Notes

Entity Type	Description
BHC	BANK HOLDING COMPANY
NMB	NON-MEMBER BANK

Primary Activity Code	Description
52211	COMMERCIAL BANKING
551111	OFFICES OF BANK HOLDING COMPANIES

Basis of Relationship	Description
Other	Other Basis of Relationship
Vtg Eqty	Voting Equity

Two asterisks (**) next to the Seq Num indicates that confidentiality is pending or granted.
 An asterisk (*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.