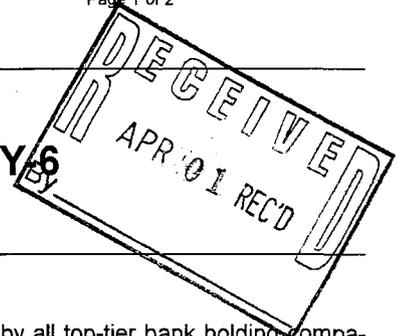


Board of Governors of the Federal Reserve System



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, 2012
Month / Day / Year

1. Ronald L. Samuels
Name of the Holding Company Director and Official
Chairman, Chief Executive Officer
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

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

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.

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:

Tracy M Kion Regulatory Reporting Mgr
Name Title
615.744.2931
Area Code / Phone Number / Extension
615.744.2929
Area Code / FAX Number
tracy.rion@avenuenashville.com
E-mail Address
www.avenuenashville.com
Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

3-28-13

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 - rec
 is not prepared

For Federal Reserve Bank Use Only
RSSD ID 3541483
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:
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

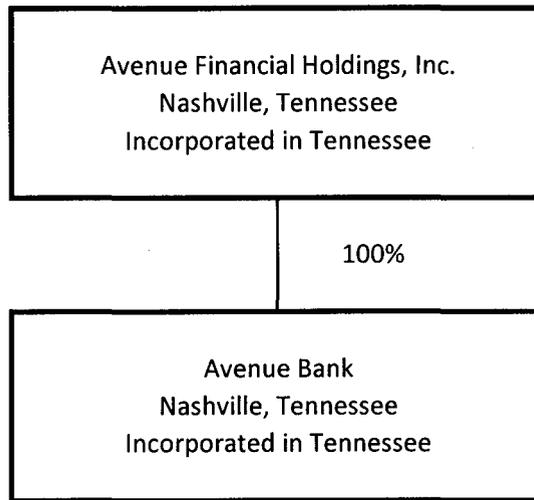
Revised

Form FR Y-6

**Avenue Financial Holdings, Inc.
Nashville, Tennessee
Fiscal Year Ending December 31, 2012**

Report Item 2a

2a: Organizational Chart



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

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, 2012

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 12/31/2012			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 12/31/12		
(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 - 9.81% Common Stock		None	
Endicott New York, NY	USA	830,000 - 9.81% Common Stock			
Keefe, Bruyette & Woods, Inc. New York, NY	USA	761,033 - 9.00% Common Stock			
Context BH Equity Fund, LP Bala Cynwyd, PA	USA	587,500 - 6.94% Common Stock			