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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, Charles O. Murphy

Name of the Holding Company Director and Official

President & 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.

[Signature]  
 Signature of Holding Company Director and Official

March 18, 2014  
 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 3169748  
 C.I. \_\_\_\_\_

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Bank of Commerce Holdings, Inc.

Legal Title of Holding Company

1858 Ringling Blvd

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

Sarasota

FL

34236

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

David J. Dillon

Secretary & Treasurer

Name

Title

941-536-2060

Area Code / Phone Number / Extension

Area Code / FAX Number

941-365-8647

E-mail Address

ddillon@bankofcommercefl.com

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)

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Form FR Y-6

Bank of Commerce Holdings, Inc.

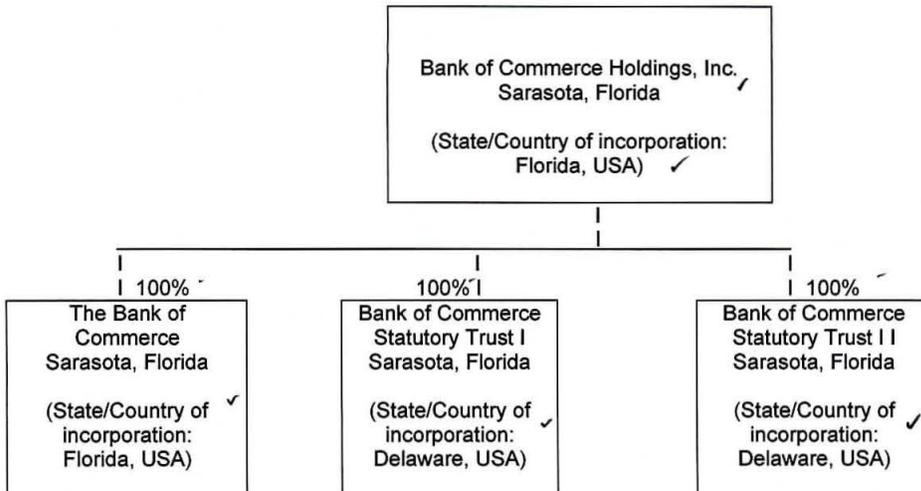
Sarasota, Florida

Fiscal Year Ending December 31, 2013

Report Item

- ✓ 1: a. The BHC is not required to prepare form 10K with the SEC.
- ✓ 1: b. The BHC does not normally prepare an annual report for its Shareholders.

2: a. Organizational Chart



The physical address of each of the above organizations is 1858 Ringling Blvd, Sarasota, Florida 34236.

- 2: b. Domestic Branch Listing – emailed to [structure2.atl@atl.frb.org](mailto:structure2.atl@atl.frb.org) on 1/23/14.

Results: A list of branches for your depository institution: BANK OF COMMERCE, THE (ID\_RSSD: 2938143)  
 This depository institution is held by BANK OF COMMERCE HOLDINGS, INC. (3169748) of SARASOTA, FL  
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

RECEIVED

JAN 23 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		Full Service (Head Office)	2938143	BANK OF COMMERCE, THE	1858 RINGLING BOULEVARD	SARASOTA	FL	34236	SARASOTA	UNITED STATES	80229	0	BANK OF COMMERCE, THE	2938143	
OK		Full Service	3641271	LAKEWOOD RANCH BANKING CENTER	8470 ENTERPRISE CIRCLE	BRADENTON	FL	34202	MANATEE	UNITED STATES	454903	2	BANK OF COMMERCE, THE	2938143	
OK		Full Service	3641262	CATTLEMEN BANKING CENTER	6000 CATTLERIDGE DRIVE	SARASOTA	FL	34232	SARASOTA	UNITED STATES	441356	1	BANK OF COMMERCE, THE	2938143	

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December 31, 2013

Bank of Commerce Holdings, Inc.

Report Item 3: Securities Holders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2012.			Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2012.		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities

B4J Ventures, LP Independence, IA Trustee: James L. Blin, Sarasota, FL	USA	110,598 – 8.58% common stock -0- Options	NOT APPLICABLE ✓		
Cox Family Limited Partnership Sarasota, FL Trustee: John J. Cox III, Sarasota, FL	USA	92,291 – 7.16% common stock -0- options			
P. Natarajan Sarasota, FL	USA	67,995 – 5.28% common stock			
Donald M. and Lisa M. Lawson Sarasota, FL	USA	76,995 – 5.98% common stock -0- options			
Trudy L. Hull Trust Sarasota, FL	USA	75,816 – 5.88% common stock -0- options			
Cathy L. Layton Sarasota, FL	USA	72,855 – 5.65% 1,381 options			
John K. Cannon Sarasota, FL	USA	70,028 – 5.43% 2,723 options			

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December 31, 2013

Bank of Commerce Holdings, Inc.

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) (4)(a)(b)(c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank 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 Bank 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 (list names of companies and percentage of voting securities held)
Charles O. Murphy Sarasota, FL		President/ CEO, Director	Pres&CEO, Director The Bank of Commerce; Trustee Bank of Commerce Statutory Trust I; Statutory Trust II; Pres, Bonus Properties, Inc.	Not applicable	3.06% ✓	-0-	Not applicable
David J. Dillon Sarasota, FL		Secretary/ Treasurer	SVP&CFO, Director The Bank of Commerce; Trustee Bank of Commerce Statutory Trust I; Statutory Trust II; VP, Bonus Properties, Inc.	Not applicable	.10% ✓	-0-	Not applicable
Cathy L. Layton Sarasota, FL	Commercial Real Estate Broker ✓	Director/ Chairman *	Director The Bank of ✓ Commerce	* President - Layton & Company, Inc. * Manager - CLL, LLC * Member - Windsor Senior Living, LLC * Member - PRCL, LLC * Member - Elderly Living, LLC * Member - Stag Sleep, LLC * Member - Opus Won, LLC	5.65% ✓	-0-	Layton & Company, Inc. - 100% CLL, LLC - 100% Windsor Senior Living, LLC - 25% PRCL, LLC - 50% Elderly Living, LLC - 25% Stag Sleep, LLC - 50% Opus Won, LLC - 50%
James T. Keller Sarasota, FL	Investor ✓	Director ✓	Director The Bank of ✓ Commerce	* Owner - Kankong Properties, LLC * Owner - Florida Land Trust-CWT * Owner - Florida Land Trust-CWT-II * Owner - Florida Land Trust-Kell-I	3.06%	-0-	Kankong Properties, LLC - 100% Florida Land Trust-CWT - 100% Florida Land Trust-CWT-II - 100% Florida Land Trust-Kell-I - 100%

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December 31, 2013

Bank of Commerce Holdings, Inc.

Report Item 4: Insiders  
(1) (2) (3)(a)(b)(c) (4)(a)(b)(c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank 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 Bank 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 (list names of companies and percentage of voting securities held)
John K. Cannon Sarasota, FL	Builder	Director	Director The Bank of Commerce	<ul style="list-style-type: none"> <li>✓ President – John Cannon Homes, Inc.</li> <li>✓ Partner - Silver Oak, LLC</li> <li>✓ Owner - Hidden Hammock, LLC</li> <li>✓ Partner – Fairway Development-Myakka Pines, LLC</li> <li>✓ Owner - John Cannon Homes Eastmoor, LLC</li> <li>✓ Owner – John Cannon Homes, Properties LLC</li> <li>✓ Owner – Cannon Offices, LLC</li> <li>✓ Owner – John Cannon Homes – Myakka Pines, UC</li> <li>✓ Owner – Big Horn Properties of Wyoming, LLC</li> <li>✓ Owner – CDDC, Inc.</li> </ul>	5.43%	-0-	<ul style="list-style-type: none"> <li>✓ John Cannon Homes, Inc. – 50%</li> <li>✓ Hidden Hammock, LLC – 50%</li> <li>✓ Fairway Development-Myakka Pines, LLC – 50%</li> <li>✓ John Cannon Homes Eastmoor, LLC – 50%</li> <li>✓ John Cannon Homes, Properties LLC – 50%</li> <li>✓ John Cannon Homes – Myakka Pines, LLC – 50%</li> <li>✓ Owner – Big Horn Properties of Wyoming, LLC – 50%</li> <li>✓ Owner – Cannon Offices, LLC-50%</li> <li>✓ Cannon F-1, LLC-50%</li> <li>✓ CDDC, Inc. – 50%</li> </ul>