

APR 28 REC'D

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, Trevor R. Burgess

Name of the Holding Company Director and Official

CEO & Vice Chairman

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 of Holding Company Director and Official

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 4558901
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

C1 Financial, Inc.

Legal Title of Holding Company

100 5th Street South

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

St. Petersburg

FL

33701

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Tom Punzak

Vice President/ Controller

Name

Title

941-714-7745

Area Code / Phone Number / Extension

727-502-8594

Area Code / FAX Number

Tom.Punzak@C1Bank.com

E-mail Address

N/A

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.

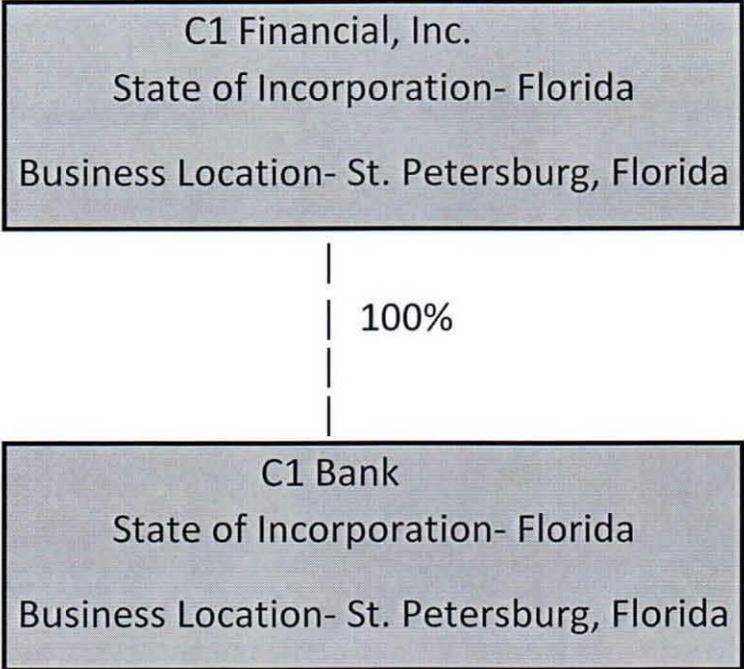
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

FR Y-6 Report Item 2a: Organization Chart

C1 Financial, Inc.

'December 31, 2013



Results: A list of branches for your holding company: C1 FINANCIAL, INC. (4558901) of SAINT PETERSBURG, FL. The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

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		Full Service	4168270	SOUTH SHORE BRANCH	6542 NORTH US HIGHWAY 41	APOLLO BEACH	FL	33572	HILLSBOROUGH	UNITED STATES	445577	11	C1 BANK	2362074	
OK		Full Service	3832510	BONITA SPRINGS BRANCH	28235 SOUTH TAMiami TR	BONITA SPRINGS	FL	34134	LEE	UNITED STATES	Not Required	Not Required	C1 BANK	2362074	
OK		Full Service	3644085	BRADEN RIVER OFFICE	6000 STATE ROAD 70 EAST	BRADENTON	FL	34203	MANATEE	UNITED STATES	466948	5	C1 BANK	2362074	
OK		Full Service	4463087	LAKEWOOD RANCH OFFICE	2025 LAKEWOOD RANCH BLVD	BRADENTON	FL	34211	MANATEE	UNITED STATES	535817	24	C1 BANK	2362074	
OK		Full Service	2596413	WEST BRADENTON OFFICE	7202 MANATEE AVENUE WEST	BRADENTON	FL	34209	MANATEE	UNITED STATES	290382	1	C1 BANK	2362074	
OK		Full Service	3743719	47TH TERRACE BRANCH	1645 SE 47TH TERRACE	CAPE CORAL	FL	33904	LEE	UNITED STATES	Not Required	Not Required	C1 BANK	2362074	
Change	8/3/2013	Limited Service	3743728	GULF COAST CARE BRANCH	1333 SANTA BARBARA BOULEVARD	CAPE CORAL	FL	33904	LEE	UNITED STATES	Not Required	Not Required	C1 BANK	2362074	
OK		Full Service	3254185	HANCOCK BRANCH	61 HANCOCK BRIDGE PARKWAY WEST	CAPE CORAL	FL	33991	LEE	UNITED STATES	Not Required	Not Required	C1 BANK	2362074	
OK		Full Service	3640881	DANIELS PARKWAY BRANCH	5200 DANIELS PARKWAY	FORT MYERS	FL	33912	LEE	UNITED STATES	Not Required	Not Required	C1 BANK	2362074	
OK		Full Service	3832529	FORUM BRANCH	3414 FORUM BLVD.	FORT MYERS	FL	33905	LEE	UNITED STATES	Not Required	Not Required	C1 BANK	2362074	
Change	8/3/2013	Full Service	4535171	RED CEDAR BRANCH	1565 RED CEDAR DRIVE	FORT MYERS	FL	33907	LEE	UNITED STATES	Not Required	Not Required	C1 BANK	2362074	
OK		Full Service	4396747	BELLEAIR BRANCH	525 INDIAN ROCKS ROAD NORTH	LARGO	FL	33770	PINELLAS	UNITED STATES	530127	19	C1 BANK	2362074	
OK		Full Service	205177	PINELLAS PARK BRANCH	9001 BELCHER ROAD	PINELLAS PARK	FL	33782	PINELLAS	UNITED STATES	45104	8	C1 BANK	2362074	
OK		Full Service	4168159	PORT CHARLOTTE BRANCH	1950 TAMiami TRAIL	PORT CHARLOTTE	FL	33948	CHARLOTTE	UNITED STATES	287388	9	C1 BANK	2362074	
OK		Full Service	4168168	VETERANS BRANCH	24100 VETERANS BOULEVARD	PORT CHARLOTTE	FL	33954	CHARLOTTE	UNITED STATES	492490	17	C1 BANK	2362074	
OK		Full Service	4168195	PUNTA GORDA BRANCH	3855 TAMiami TRAIL	PUNTA GORDA	FL	33950	CHARLOTTE	UNITED STATES	492488	15	C1 BANK	2362074	
OK		Full Service	4105426	RIVERVIEW OFFICE	10109 US HIGHWAY 301 SOUTH	RIVERVIEW	FL	33578	HILLSBOROUGH	UNITED STATES	473864	6	C1 BANK	2362074	
OK		Full Service	4282550	BEACH DRIVE BRANCH	158 BEACH DRIVE NE	SAINT PETERSBURG	FL	33701	PINELLAS	UNITED STATES	518761	7	C1 BANK	2362074	
OK		Full Service	4168207	SAINT PETERSBURG BRANCH	6100 4TH STREET NORTH	SAINT PETERSBURG	FL	33703	PINELLAS	UNITED STATES	479935	14	C1 BANK	2362074	
OK		Full Service	4281937	WEST CENTRAL BRANCH	6180 CENTRAL AVENUE	SAINT PETERSBURG	FL	33707	PINELLAS	UNITED STATES	495999	18	C1 BANK	2362074	
OK		Full Service	3388802	DAVID ISLANDS OFFICE	202 EAST DAVIS BOULEVARD	TAMPA	FL	33606	HILLSBOROUGH	UNITED STATES	453348	22	C1 BANK	2362074	
OK		Full Service	3740978	FRANKLIN STREET OFFICE	300 NORTH FRANKLIN STREET	TAMPA	FL	33602	HILLSBOROUGH	UNITED STATES	474207	23	C1 BANK	2362074	
OK		Full Service	3167883	MACDILL OFFICE	2302 SOUTH MACDILL AVENUE	TAMPA	FL	33629	HILLSBOROUGH	UNITED STATES	363855	20	C1 BANK	2362074	
OK		Full Service	3644076	SOUTH TAMPA OFFICE	110 SOUTH BOULEVARD	TAMPA	FL	33606	HILLSBOROUGH	UNITED STATES	418505	3	C1 BANK	2362074	
OK		Full Service	4168186	WEST SHORE BRANCH	3802 SOUTH WEST SHORE BOULEVARD	TAMPA	FL	33611	HILLSBOROUGH	UNITED STATES	464039	12	C1 BANK	2362074	
OK		Full Service	4168261	ZEPHYRHILLS BRANCH	7435 GALL BOULEVARD	ZEPHYRHILLS	FL	33541	PASCO	UNITED STATES	492489	16	C1 BANK	2362074	

use

Form FR Y-6
C1 Financial, Inc.
Fiscal Year Ending December 31, 2013

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			Securities holders 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 12/31/2013		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Marcelo Lima Sao Paulo, SP, Brazil	Brazil	28,727,881 Shares - 33.59%	N/A- All Security Holders reported on (1)(a)-(1)(c)		
Trevor Burgess Saint Petersburg, FL, USA	USA	8,843,343 Shares - 10.34%	N/A- All Security Holders reported on (1)(a)-(1)(c)		
Oakland Investment LLC, Lewes, DE, USA (Marcio Camargo, Sao Paulo, SP, Brazil - Beneficial Owner)	USA	12,551,628 Shares - 14.68%	N/A- All Security Holders reported on (1)(a)-(1)(c)		
Erwin Russel Sao Paulo, SP, Brazil	Netherlands	15,327,765 Shares - 17.92%	N/A- All Security Holders reported on (1)(a)-(1)(c)		

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with 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)
* Marcelo Lima Sao Paulo, SP, Brazil	Investor	Director	Director- C1 Bank	See Exhibit A	33.59%	N/A	See Exhibit A CONFIDENTIAL
Trevor Burgess, Saint Petersburg, FL, USA	Investor	CEO & Director	CEO & Director- C1 Bank	See Exhibit B	10.34%	N/A	See Exhibit B
* Oakland Investment LLC Lewes, DE, USA (Marcio Camargo, Sao Paulo, SP, Brazil - Beneficial Owner)	Investor	N/A	N/A	See Exhibit C	14.68%	N/A	See Exhibit C CONFIDENTIAL
* Erwin Russel, Sao Paulo, SP, Brazil	Investor	N/A	N/A	See Exhibit D	17.92%	N/A	See Exhibit D CONFIDENTIAL
Brian D. Burghardt Bradenton, FL, USA	Investor	Director	Director- C1 Bank	See Exhibit E	0.37%	N/A	See Exhibit E
Phillip L. Burghardt Bradenton, FL, USA	Investor	Secretary & Director	Director- C1 Bank	See Exhibit F	0.85%	N/A	See Exhibit F

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with 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)
Robert Glaser St. Petersburg, FL, USA	Investor	Director	Director- C1 Bank	See Exhibit G	0.07%	N/A	See Exhibit G
Neil Grossman St. Petersburg, FL, USA	Investor	Director	Director- C1 Bank	See Exhibit H	0.70%	N/A	See Exhibit H
Thomas Howze Bradenton, FL, USA	Investor	Director	Director- C1 Bank	See Exhibit I	0.28%	N/A	See Exhibit I
Rita Lowman St. Petersburg, FL, USA	N/A	Chief Operating Officer	COO- C1 Bank	None	0.70%	N/A	None
Duane Moore Bradenton, FL, USA	Investor	Director	Director- C1 Bank	See Exhibit J	0.41%	N/A	See Exhibit J
Kathryn B. Pemble St. Petersburg, FL, USA	N/A	President & Director	President & Chief Credit Officer- C1Bank	None	0.17%	N/A	None
William H. Sedgeman, Jr. Tampa, FL, USA	N/A	Director	Chairman- C1 Bank	None	0.04%	N/A	None
Alex Sink Thonotassassa, FL, USA	Investor	Director	Director- C1 Bank	None	0.02%	N/A	None
J. Larry Tucker Sarasota, FL, USA	N/A	Chief Financial Officer	CFO- C1 Bank	None	0.00%	N/A	None

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C1 Financial, Inc.

December 31, 2013

Appendix B – Trevor Burgess

Title & Position With Other Businesses (include names of other businesses):

None

List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)

- TRB Industries LLC – 100% (Sole Member Delaware LLC)
- Horseheads LLC – 50%
- SRQ The Ponds – 25%

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C1 Financial, Inc.

December 31, 2013

Appendix E – Brian D. Burghardt

Title & Position With Other Businesses (include names of other businesses):

- Managing Partner – PDG Electric LLP / Bradenton, FL – 50%
- Secretary – Burghardt & Burghardt Enter, Inc. – 50%

List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)

None

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C1 Financial, Inc.

December 31, 2013

Appendix F – Phillip L. Burghardt

Title & Position With Other Businesses (include names of other businesses):

- Managing Partner – PDG Electric LLP / Bradenton, FL – 50%
- Secretary – Burghardt & Burghardt Enter, Inc. – 50%

List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)

None

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C1 Financial, Inc.

December 31, 2013

Appendix G – Robert Glaser

Title & Position With Other Businesses (include names of other businesses):

- President – 432 11th Ave N, LLC – 100%
- President – 3801 Bay to Bay, LLC – 100%
- President – 330 Beach Drive, LLC – 100%
- President – Luxe Title Services, LLC – 100%
- President – Glaser 1100 4th St N, LLC – 100%
- President – 3708 Swann Professional Bldg Condo Assn., Inc. – 100%
- President – 3708 Swann Professional Bldg., LLC – 100%
- President – 4th Street North Condo Assn., Inc. – 100%
- President – SIAC Realty Company – 100%
- President – Smith & Associates Real Estate, Inc. – 100%

List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)

None

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C1 Financial, Inc.

December 31, 2013

Appendix H – Neil Grossman

Title & Position With Other Businesses (include names of other businesses):

- Managing Member, CIO – TRNG Capital Partners, LLC – 40%
- Managing Member – MYNTHS, LLC – 50%
- Managing Member – MYNTHS TWO, LLC – 37.5%
- Managing Member – MinNeil Woodstock Assoc, LLC – 100% with Wife
- Managing Member – Canoe Hill Vineyards, LLC – 100% with Wife

List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)

None

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C1 Financial, Inc.

December 31, 2013

Appendix I – Thomas Howze

Title & Position With Other Businesses (include names of other businesses):

- Owner – Howze Investments – 100%
- President – Howze Real Estate Services – 100%
- Managing Partner – 72 Partners, LLC – 25%
- Managing Partner – Village Green, LLC – 50%
- Managing Partner – Park Plaza, LLC – 50%
- Managing Partner – H & R, LLC – 50%
- Managing Partner – Forest Park, LLC – 44%
- Managing Partner – Spring Forest II, LLC – 85%
- Managing Partner – Lighthouse Point, LLC – 25%

List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)

None

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C1 Financial, Inc.

December 31, 2013

Appendix J – Duane Moore

Title & Position With Other Businesses (include names of other businesses):

- President – Moore’s Dairy, Inc. – 100%

List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)

None