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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.

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

12-31-12

Month / Day / Year

1. George G. Andrews
Name of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Capitol City Bancshares, Inc.
Legal Title of Holding Company

President / CEO
Title of the Holding Company Director and Official

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

Atlanta GA 30310
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:

Tadina Brook CFO
Name Title

(404) 752-6067 ext. 279
Area Code / Phone Number / Extension

(404) 752-5684
Area Code / FAX Number

tbrook@capitolcitybank-atl.com
E-mail Address

George G. Andrews
Signature of Holding Company Director and Official

Address (URL) for the Holding Company's web page

Date of Signature

1/15/13

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 2710675
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:

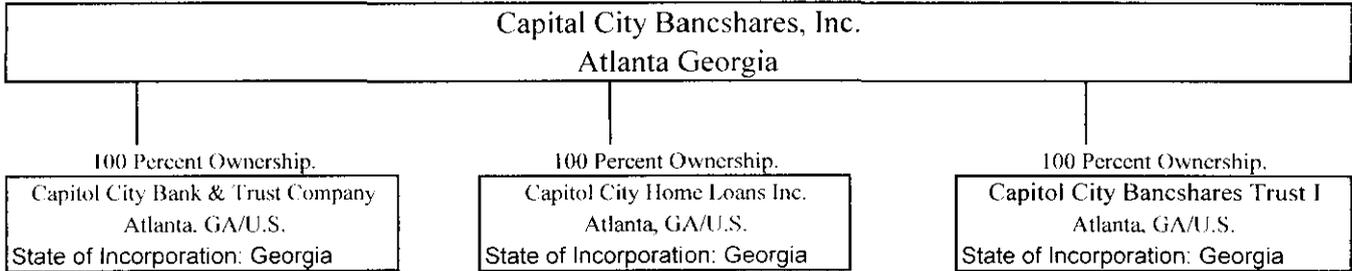
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

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

No

Form FR Y-6
Capitol City Bancshares, Inc.
Atlanta, Georgia
Year Ending, December 31, 2012

Report Item 2a: Organization Chart



Report Item 2b: Domestic Branch Listing

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Name	Date opened, closed, or experienced a change	Street Address	City & State	County	Country	Zip or postal code	Applicable branch service type
Main Office	2/1/1995	562 Lee Street	Atlanta, GA	Fulton	US	30310	Full Service
Cascade Branch	10/3/1994	2358 Cascade Road SW	Atlanta, GA	Fulton	US	30311	Full Service
Airport Branch	6/1996	Hartsfield International Airport	Atlanta, GA	Fulton	US	30320	Full Service
Stone Mountain Branch	11/1998	5674 Memorial Drive	Stone Mountain, GA	Dekalb	US	30083	Full Service
Albany Branch	7/2001	301 W. Oglethorpe Blvd	Albany, GA	Dougherty	US	31707	Full Service
Savannah Branch	2/6/2004	339 Martin Luther King, Jr. Blvd	Savannah, GA	Chatham	US	31401	Full Service
Augusta Branch	1/4/2005	1268 Broad Street	Augusta, GA	Richmond	US	30901	Full Service
Peachtree Branch	10/3/2007	94 Peachtree Street, N.E.	Atlanta, GA	Fulton	US	30303	Full Service

Agreed to FR Y-6 Depository Institution Branch Data
 verification online (<http://structuredids.federalreserve.gov/>)

Report Item 3: Shareholders

(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 and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
William Thomas Atlanta, GA USA	USA	680,240 - 6.65% Common Stock	N/A	N/A	N/A

Form FR Y-6
 Capitol City Bancshares, Inc.
 Atlanta, Georgia
 Year Ending, December 31, 2012

Report Item 4: Insiders

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

(1) Names & 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)
Scottl Cochran, Smyrna, GA	Attorney	General Counsel	General Counsel Capitol City Bank & Trust Co. Capitol City Home Loans	Partner Cochran & Edwards	.02%	N/A	Cochran & Edwards 50%
William Thomas, Atlanta, GA	Owner Thomas Cleaning Service	Director	Director Capitol City Bank & Trust Co	Pres. , Thomas Cleaning Service, Inc.	6.65%	N/A	Pres., Thomas Cleaning Service, Inc. 100%