



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

I, Daniel S. Hager

Reporter's Name, Street, and Mailing Address

First America Holdings Corporation

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman and C.E.O.

2811 Manatee Avenue West

Title of the Holding Company Director and Official

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

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.

Bradenton FL 34205
City State Zip Code

same as above

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:

Michael L. Hogan Executive Vice President

Name Title

941-761-7083

Area Code / Phone Number / Extension

941-761-7081

Area Code / FAX Number

mike.hogan@firstamericabank.com

E-mail Address

www.firstamericabank.com

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

Daniel S. Hager, CEO

Signature of Holding Company Director and Official

03/15/2013

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 3490769
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

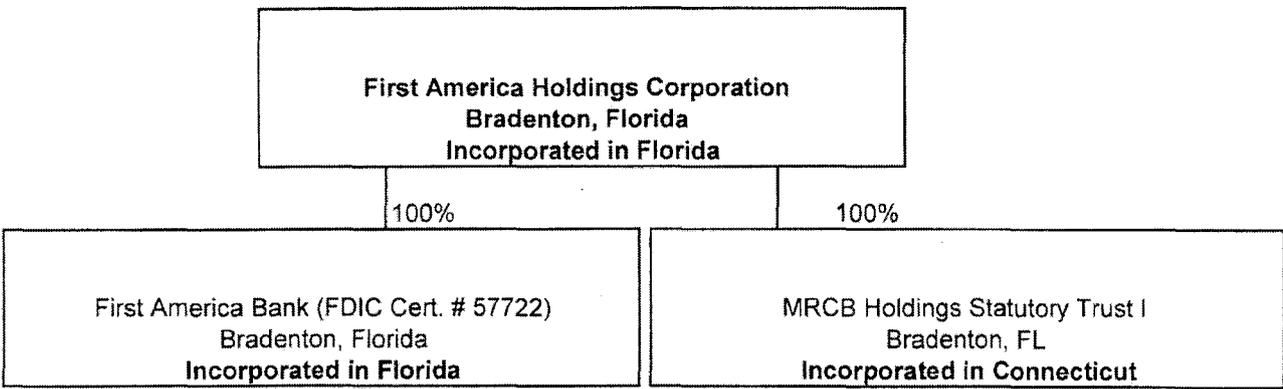
revised

Form FR Y-6

First America Holdings Corporation
Bradenton, Florida
Fiscal Year Ending December 31, 2012

Report Item:

- 1. The bank holding company does **not** prepare an annual report for its securities holders.
- 2. Organizational Chart:



Form FR Y-6
Domestic Branch Listing
First America Holdings Corporation/First America Bank
December 31, 2012

Report item 2(b) Domestic Branch Listing

<u>Branch Name</u>	<u>Date Opened</u>	<u>Street Address</u>	<u>City</u>	<u>County</u>	<u>State</u>	<u>Country</u>	<u>Zip Code</u>	<u>Branch Service Type</u>
Osprey Office	2005	1307 S. Tamiami Trail	Osprey	Sarasota	Florida	USA	34229	Full Service
Manatee Avenue Office	2004	2811 Manatee Ave West	Bradenton	Manatee	Florida	USA	34205	Full Service - Main Office
Downtown Sarasota	2007	15 S. Palm Ave	Sarasota	Sarasota	Florida	USA	34236	Full Service
Palmetto Office	2009	410 8th Avenue West	Palmetto	Manatee	Florida	USA	34221	Full Service
Ellenton Office	2009	7204 US Highway 301	Ellenton	Manatee	Florida	USA	34222	Full Service

Revised

Form FR Y-6
First America Holdings Corporation
Fiscal Year Ending December 31, 2012

Report Item 3: Securities Holders

(1)(a)(b)© and (2)(a)(b)©

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 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)© Number and Percentage of each class of voting securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2c) Number and Percentage of each class of voting securities
Robert Spencer Bradenton, FL, USA	USA	179,703 - 7.07% common stock 5,278 - 0.18% options on common stock	There are no 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.		
Daniel P. McClure Bradenton, FL, USA	USA	38,937 - 1.53% common stock			
Corrine McClure Bradenton, FL, USA	USA	38,937 - 1.53% common stock			
Family Total		262,855 - 10.340% common stock			

revised

Form FR Y-6
First America Holdings Corporation
Fiscal Year Ending December 31, 2012

Report item #4:

(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) % of voting shares in Bank Holding Company	(4)(b) % of voting shares in subsidiaries (include names of subsidiaries)	(4)c List names of other companies (includes part- nerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
Paul D. Beitlich, Esq. Sarasota, FL	Attorney	Director	Director*	Partner-Icard, Merrill Law Firm	1.84%	None	Icard, Merrill Law Firm - 8%
James E. Bridges Sarasota, FL	Real Estate Developer	Director	Director*	Owner-Jebco Ventures, Inc. Owner-Italian Cabinetry Design (Lube USA)	3.95%	None	Jebco Ventures - 100% Italian Cabinetry Design - 80%
Douglas K. Chapman Osprey, FL	Retired Entrepreneur	Director	Director*	None	3.07%	None	None
Carol B. Green Sarasota, FL	Retired Corpor- ate Executive	Director	Director	Investor - Wired I Investor - Wired	2.63%	None	Wired I - 11% Wired - 11%
Daniel S. Hager Bradenton, FL	Banker	Chairman of the Board & CEO	Chairman of the Board & CEO*	None	1.13%	None	None

revised

Form FR Y-6
First America Holdings Corporation
Fiscal Year Ending December 31, 2012

Report item #4 (page 2):

(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) % of voting shares in Bank Holding Company	(4)(b) % of voting shares in subsidiaries (include names of subsidiaries)	(4)c List names of other companies (includes part- nerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
Michael L. Hogan, C.P.A. Bradenton, FL	Banker	Executive Vice President/CFO	Executive Vice President/CFO*	None	0.43%	None	None
W. Allen Langford Palmetto, FL	Banker	Director and President	Director and President/COO*	N/A	0.50%	None	None

revised

Form FR Y-6
First America Holdings Corporation
Fiscal Year Ending December 31, 2012

Report item #4 (page 3):

(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) % of voting shares in Bank Holding Company	(4)(b) % of voting shares in subsidiaries (include names of subsidiaries)	(4)c List names of other companies (includes part- nerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
Robert N. Spencer Bradenton, FL	Executive	Director	Director*	Vice President of Marketing- McClure Properties LLC	7.07%	None	McClure Properties - 4%
Cameron O. Dakin Myakka City, FL	Dairy Farmer	Director	Director*	Owner-Cameron Dakin Dairy	2.07%	None	Cameron Dakin Dairy (100%)
James E. Boyd Bradenton, FL	Insurance Executive	Director	Director*	Partner - Boyd Insurance & Investment Services	0.45%	None	Boyd Insurance (67%) The Boyd Group (67%)
Michael F. Turner Bradenton, FL	Banker	EVP	Executive Vice President/Chief Lending Officer*	N/A	0.20%	None	None
Tammy S. Thompson, CPA Bradenton, FL	Banker	EVP	Executive Vice President/Operations Executive	N/A	0%	None	None