

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, 2013

Month / Day / Year

I, **Jeff Parrish**

Reporter's Name, Street, and Mailing Address

FMB Bancshares Inc

Legal Title of Holding Company

45 West Main Street

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

Lakeland

GA

31635

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:

Allen Bice

Controller

Name

Title

229 247 9743

Area Code / Phone Number / Extension

2292426483

Area Code / FAX Number

abice@fmb.net

E-mail Address

www.fmb.net

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

Signature of Holding Company Director and Official

03/28/2014

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 **1086814**
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

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.

N/A

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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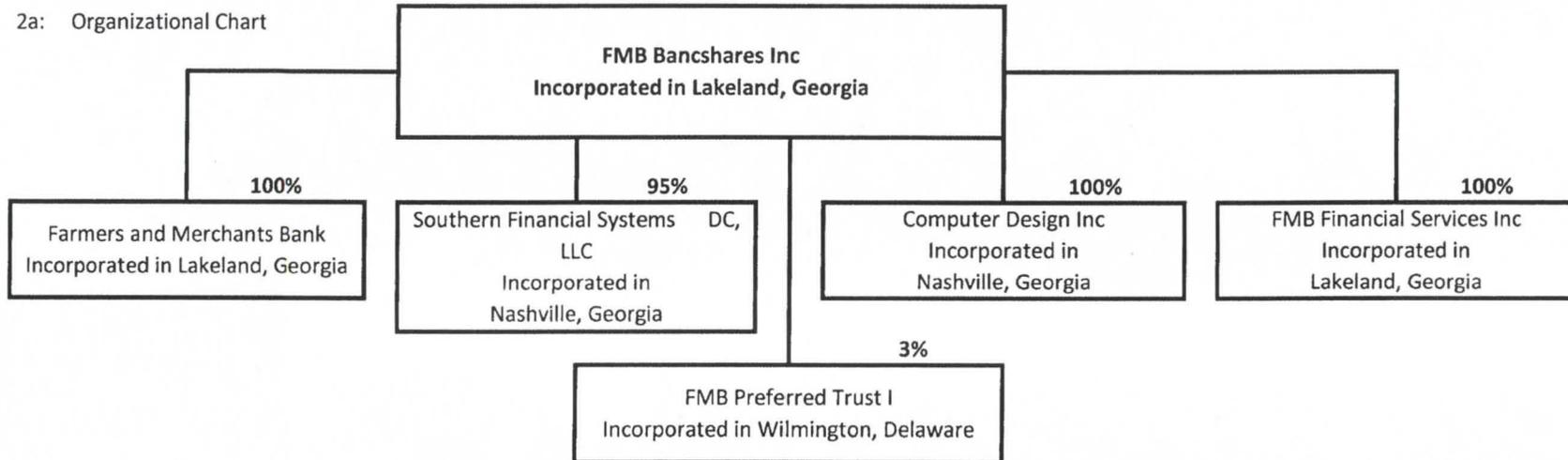
Physical location (if different from mailing address)

Form FR Y-6
FMB Bancshares Inc
Lakeland, Georgia
Fiscal Year Ending December, 31 2013

Report Item

1: The bank holding company prepares an annual report for its shareholders and is not registered with the SEC. The annual report to shareholders is not prepared at this time.

2a: Organizational Chart



Results: A list of branches for your depository institution: FARMERS & MERCHANTS BANK (ID_RSSD: 763930).
 This depository institution is held by FMB BANCSHARES, INC. (1086814) of LAKELAND, GA.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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*
OK		Full Service (Head Office)	763930	FARMERS & MERCHANTS BANK	4 N CARTER STREET	LAKELAND	GA	31635	LANIER	UNITED STATES	3897	0	FARMERS & MERCHANTS BANK	763930
OK		Full Service	3715323	CONYERS BRANCH OFFICE	2140-2144 OLD COVINGTON ROAD	CONYERS	GA	30013	ROCKDALE	UNITED STATES	472044	5	FARMERS & MERCHANTS BANK	763930
OK		Full Service	2975223	HOMERVILLE BRANCH OFFICE	978 VALDOSTA HIGHWAY	HOMERVILLE	GA	31634	CLINCH	UNITED STATES	359912	2	FARMERS & MERCHANTS BANK	763930
OK		Full Service	622439	NASHVILLE BRANCH	202 WEST WASHINGTON AVENUE	NASHVILLE	GA	31639	BERRIEN	UNITED STATES	124	1	FARMERS & MERCHANTS BANK	763930
OK		Full Service	3816109	NORTH VALDOSTA BRANCH	3303 INNER PERIMETER ROAD	VALDOSTA	GA	31602	LOWNDES	UNITED STATES	480009	6	FARMERS & MERCHANTS BANK	763930
Change	3/31/2013	Deposit / Withdrawal Only	3413085	SOUTH VALDOSTA BRANCH	1201 SOUTH PATTERSON	VALDOSTA	GA	31601	LOWNDES	UNITED STATES	446947	3	FARMERS & MERCHANTS BANK	763930

OK

Form FR Y-6
FMB Bancshares 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) City, State, Country	Name, (1)(b) of Citizenship or Incorporation	Country (1)(c)	(1)(c) Number and Percentage of Each Class of Voting Securities
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(2)(a) City, State, Country	Name, (2)(b) of Citizenship or Incorporation	Country (2)(c)	(2)(c) Number and Percentage of Each Class of Voting Securities
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Larry Carter Valdosta, GA	USA		16,856 - 5% Common Stock
Larry Lee Lakeland, GA	USA		28,173 - 8% Common Stock
Larry Rodgers Valdosta, GA	USA		17,000 - 5% Common Stock

None

Form FR Y-6
FMB Bancshares Inc
Fiscal Year Ending December, 31 2013

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 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 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)
Jeff Parrish Adel, GA USA	N/A	Vice Chairman	Director / President & CEO, Farmers and Merchants Bank	N/A	0.88%	N/A	N/A
James Douglas Homerville, GA USA	Owner, Heritage Builders Supply	Director	Director, Farmers and Merchants Bank	Owner, Heritage Builders Supply	2%	N/A	Heritage Builders Supply (100%)
George Lee Nashville, GA USA	Pharmacist	Director	Chairman, Farmers and Merchants Bank	Pharmacist, Lakeland Drug Company	1%	N/A	N/A
Jeff Brown Homerville, GA USA	Insurance Broker	Director	Director, Farmers and Merchants Bank	Co-Owner, Lutz, Brown, Peagler & Manley	0.39%	N/A	Lutz, Brown, Peagler & Manley (49%)
Robert Varnedoe Homerville, GA USA	President, Lee Container Corp.	Director	Director, Farmers and Merchants Bank	President, Lee Container Corp.	0.12%	N/A	N/A
Freddie Palmer Adel, GA USA	Owner, Cook County Timber	Director	Director, Farmers and Merchants Bank	Owner, Cook County Timber	1%	N/A	Cook County Timber (100%)
L. E. Watson Nashville, GA USA	Farmer	Director	Director, Farmers and Merchants Bank	Farmer / Owner	0.39%	N/A	Longbridge Peanut (30%) Planters Warehouse (50%)