

Board of Governors of the Federal Reserve System

Revised

rec: 4/1/13



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, **Richard E. Herrington**

Reporter's Name, Street, and Mailing Address

Franklin Financial Network, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President & CEO

722 Columbia Avenue

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.

Franklin TN 37064
City State Zip Code

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:

Mandy Garland Exec Admin

Name Title

615-236-8327

Area Code / Phone Number / Extension

Area Code / FAX Number

mandy.garland@franklinsynergy.com

E-mail Address

www.franklinsynergy.com

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

Signature of Holding Company Director and Official

March 28, 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 *-rec*
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID **3637582**
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.

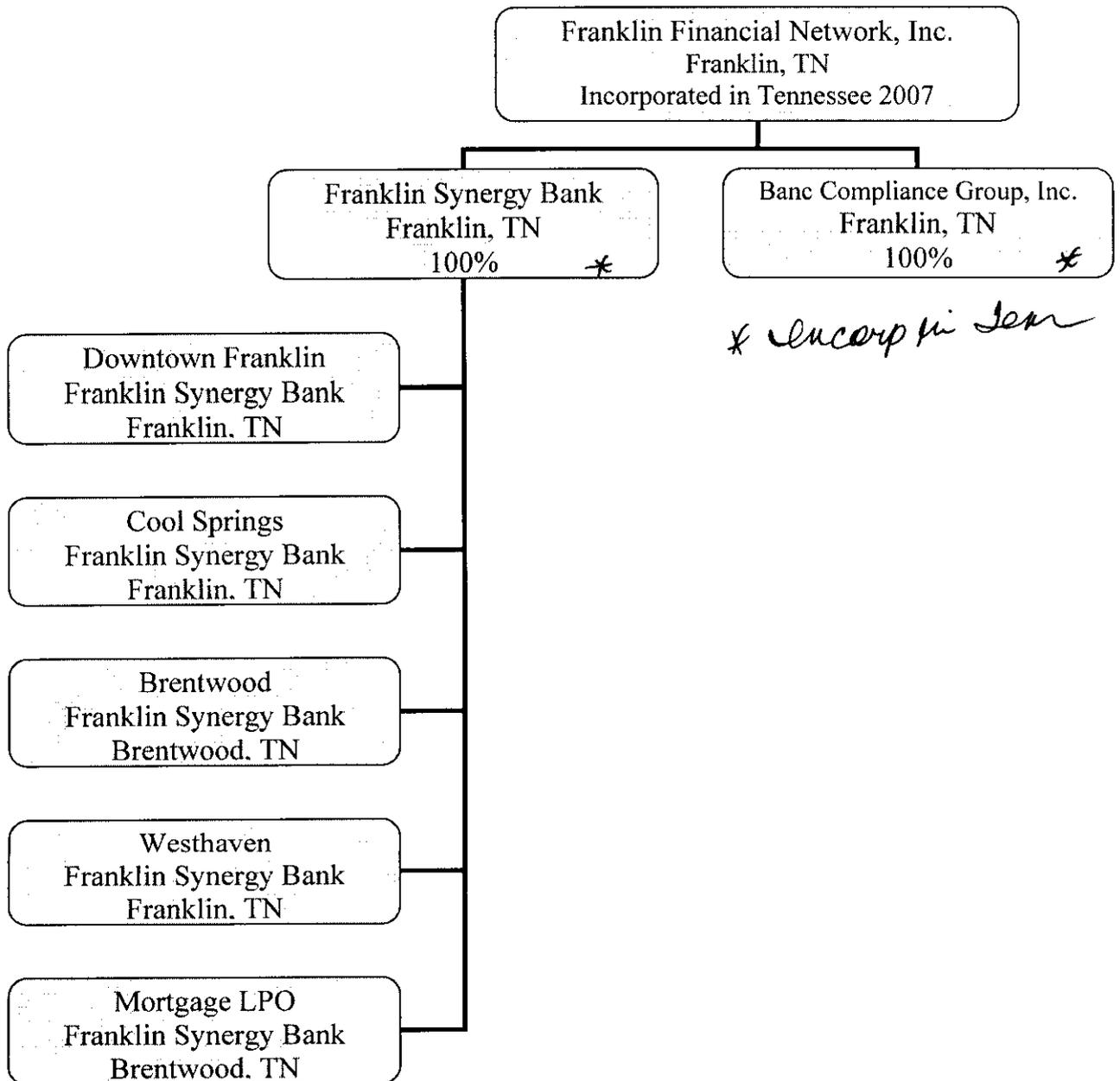
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Franklin Financial Network
#3637582
FR Y-6
December 31, 2012

revised

Report item 2a. ORGANIZATION CHART



Franklin Financial Network
#3637582
FR Y-6
December 31, 2012

Report item 2b. Domestic Branch Listing

✓ Franklin Synergy Bank
3301 Aspen Grove Drive
Suite 106
Franklin, TN 37067
Williamson County, USA
Full Service Branch
Opened November 5, 2007

✓ Franklin Synergy Bank
722 Columbia Avenue
Franklin, TN 37064
Williamson County, USA
Full Service Branch

Relocated from 134 Fourth Avenue North, Franklin, TN 37064 in May 2010

✓ Franklin Synergy Bank
4930 Thoroughbred Lane
Brentwood, TN 37027
Davidson County, USA
Full Service Branch
Opened December 19, 2011

✓ Franklin Synergy Bank
1015 Westhaven Boulevard Suite 150
Franklin, TN 37064
Williamson County, USA
Opened June 11, 2012

Franklin Synergy Bank
Mortgage I.PO
7101 Executive Center Drive
Suite 110
Brentwood, TN 37027
Williamson County, USA
Mortgage Loan Production Office
Opened November 2008

Franklin Financial Network
 #3637582
 FR Y-6
 December 31, 2012

Report Item 3: Securities Holders
(1)(a), (1)(b), (1)(c)

Name and Address	Country of Citizenship	Vested Stock Options thru 12/31/12	Warrants	Shares directly or indirectly owned	Ownership % (shares owned/ outstanding shares as of 12/31/12)
Richard and Retha Herrington Franklin, TN	USA	68,027	0	258,230	7.1%
David and Rhonda Kemp Franklin, TN	USA	9,435	500	283,111	7.8%
Paul, Sr. and Betty Pratt Franklin, TN	USA	0	2,750	197,500	5.5%

Report Item 3: Securities Holders

3(2)

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 12-31-12.

N/A

Franklin Financial Network Executive Officers & Directors as of 12/31/12

Report Item 4: Insiders

(1)	(2)	(1)(2)(3)(a)(b)(c) (3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation other than Bank Holding Co.	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names)	Percentage of Voting Shares & Warrants in Bank Holding Company	% of Voting Shares in Subsidiaries	Names of other companies if 25% or more of voting securities are held and % of voting securities held
Sally Bowers Franklin, TN USA	N/A	N/A	EVP, Chief Mortgage Bank Officer	N/A	Less than 1%	N/A	N/A
Jody Bowman Franklin, TN USA	N/A	N/A	EVP, Chief Lending Officer	N/A	Less than 1%	N/A	N/A
Henry (Hank) Brockman Franklin, TN USA	Private Investor	Director	Director-Franklin Synergy Bank	N/A	1.8%	N/A	Franklin Square Partners 25%; Columbia Avenue Partners 33%; Aspen Grove Real Estate 25%; Grow and Learn 25%; Grow and Learn II 15%
James W. Cross Franklin, TN USA	Construction	Director	Director-Franklin Synergy Bank	Century Construction, President/Owner; Land Contractors President/Owner	Less than 1%	N/A	Century Construction - 100%; Land Contractors - 100%; C & F Investments - 50%; 3C Investments - 50%; CSRW Land & Cattle LLC - 25%; Crossforth LLC, - 100%; Cedar Crossings - 50%; Carothers Parkway LP - 33.3%
Kevin Herrington Franklin, TN USA	N/A	N/A	SVP, Chief Operations Officer, Franklin Synergy Bank	N/A	Less than 1%	N/A	N/A
Richard Herrington Franklin, TN USA	N/A	President & CEO; Director	President and Director, Franklin Synergy Bank; Banc Compliance Group Director	N/A	7.1%	N/A	Franklin Square Partners 25%; Aspen Grove Real Estate 25%; Grow and Learn 25%; Grow and Learn II 15%
Ashley Hill Franklin, TN USA	N/A	N/A	EVP, Chief Banking Officer, Franklin Synergy Bank	N/A	Less than 1%	N/A	N/A
Myers Jones Franklin, TN USA	N/A	N/A	EVP, Credit Risk Manager	N/A	0.0%	N/A	N/A
Dr. David Kemp Franklin, TN USA	Orthodontics	Director	Director-Franklin Synergy Bank	Owner, Kemp Orthodontics	7.8%	N/A	Kemp Orthodontics - 100%; Franklin Square Partners 25%; Columbia Ave Partners 33%; Aspen Grove Real Estate 25%; Grow and Learn 25%; Grow and Learn II 15%
Sally Kimble Franklin, TN USA	N/A	SVP, Chief Financial Officer	SVP, Chief Financial Officer, Franklin Synergy Bank	N/A	0.0%	N/A	N/A
David McDaniel Franklin, TN USA	N/A	SVP, Chief Retail Office	SVP, Chief Retail Officer, Franklin Synergy Bank	N/A	Less than 1%	N/A	N/A
Jere Pewitt Franklin, TN USA	N/A	N/A	EVP, Senior Lending Officer	N/A	Less than 1%	N/A	N/A
Aimee Punessen Brentwood, TN USA	N/A	N/A	SVP, Marketing, Public, and Investor Relations - Franklin Synergy Bank	N/A	Less than 1%	N/A	N/A
Paul Pratt, Jr. Franklin, TN USA	Insurance	Director	Director-Franklin Synergy Bank	Vice-President, Full Service Insurance, Inc.	Less than 1%	N/A	Full Service Insurance-25%; Pratt Building, LLC 33%; Grow and Learn II 7.5%

Melody Smiley Franklin, TN USA	CPA	Director	Director - Franklin Synergy Bank	Owner: Smiley CPAs	Less than 1%	N/A	Smiley CPAs - 100%
Pain Stephens Franklin, TN USA	Funeral Home	Director	Director-Franklin Synergy Bank	Williamson Memorial Funeral Home-Funeral Directors/Part Owner	Less than 1%	N/A	Spring Hill Memorial Park & Funeral Home - 25%
Jerry Woods Franklin, TN USA	N/A	SVP, Business Banking	SVP, Business Banking - Franklin Synergy Bank	N/A	0.0%	N/A	N/A