



Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

APR 01 REC'D

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, Richard Herrington

Name of the Holding Company Director and Official

President, Chairman, & CEO

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

03/31/2016

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 3637582
C.I. _____

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

December 31, 2015

Month / Day / Year

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Franklin Financial Network

Legal Title of Holding Company

722 Columbia Avenue

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

Franklin TN 37064
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Mandy Garland Secretary

Name Title

615-236-8327

Area Code / Phone Number / Extension

Area Code / FAX Number

mandy.garland@franklinsynergy.com

E-mail Address

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."

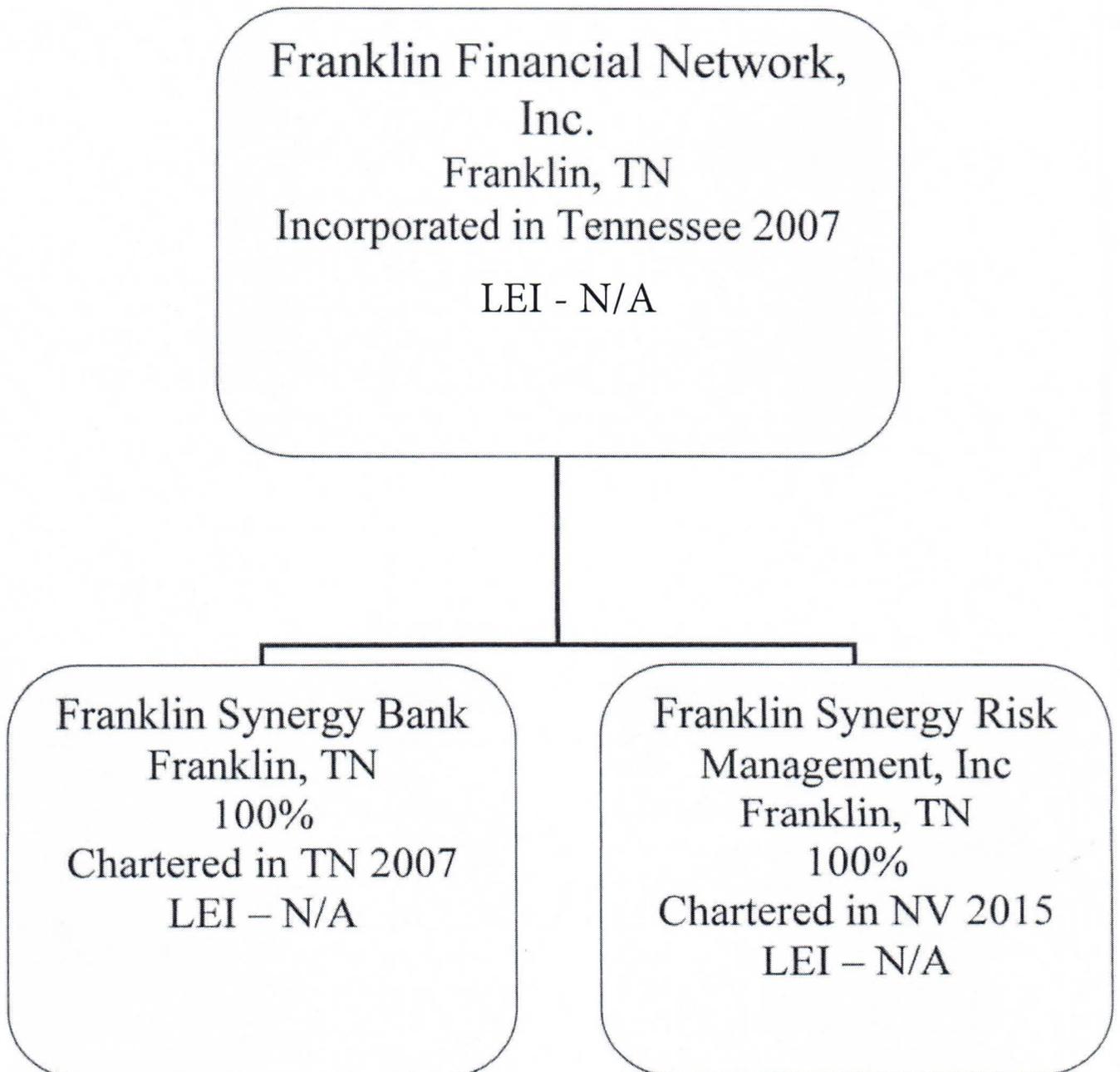
No

REVISED
Rec'd 6-14-16

Franklin Financial Network
#3637582
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December 31, 2015

REVISED

Report item 2a. ORGANIZATION CHART



Results: A list of branches for your depository institution: FRANKLIN SYNERGY BANK (ID_RSSD: 3635533).
 This depository institution is held by FRANKLIN FINANCIAL NETWORK, INC. (3637582) of FRANKLIN, TN.
 The data are as of 12/31/2015. Data reflects information that was received and processed through 04/05/2016.

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 (Head Office)	3635533	FRANKLIN SYNERGY BANK	722 COLUMBIA AVENUE	FRANKLIN	TN	37064	WILLIAMSON	UNITED STATES	463486	0	FRANKLIN SYNERGY BANK	3635533	
OK		Full Service	4366508	BRENTWOOD BRANCH	134 PEWITT DRIVE, SUITE 100	BRENTWOOD	TN	37027	WILLIAMSON	UNITED STATES	531924	4	FRANKLIN SYNERGY BANK	3635533	
OK		Full Service	4564050	BERRY FARMS BRANCH	40 MOSS LANE	FRANKLIN	TN	37064	WILLIAMSON	UNITED STATES	Not Required	Not Required	FRANKLIN SYNERGY BANK	3635533	
OK		Full Service	3831670	COOL SPRINGS BRANCH	3359 ASPEN GROVE DRIVE, SUITE 100	FRANKLIN	TN	37067	WILLIAMSON	UNITED STATES	511970	2	FRANKLIN SYNERGY BANK	3635533	
OK		Full Service	4423652	WESTHAVEN BRANCH	1015 WESTHAVEN BOULEVARD, SUITE 150	FRANKLIN	TN	37064	WILLIAMSON	UNITED STATES	531923	3	FRANKLIN SYNERGY BANK	3635533	
OK		Full Service	3208049	EAST COLLEGE BRANCH	123 EAST COLLEGE STREET	MURFREESBORO	TN	37130	RUTHERFORD	UNITED STATES	Not Required	Not Required	FRANKLIN SYNERGY BANK	3635533	
OK		Full Service	3422818	MEMORIAL BOULEVARD BRANCH	2415 MEMORIAL BOULEVARD	MURFREESBORO	TN	37129	RUTHERFORD	UNITED STATES	Not Required	Not Required	FRANKLIN SYNERGY BANK	3635533	
OK		Full Service	3471768	OLD FORT PARKWAY BRANCH	2610 OLD FORT PARKWAY	MURFREESBORO	TN	37128	RUTHERFORD	UNITED STATES	Not Required	Not Required	FRANKLIN SYNERGY BANK	3635533	
OK		Full Service	3405745	SOUTH CHURCH STREET BRANCH	2782 SOUTH CHURCH STREET	MURFREESBORO	TN	37127	RUTHERFORD	UNITED STATES	Not Required	Not Required	FRANKLIN SYNERGY BANK	3635533	
OK		Full Service	3370955	SAM RIDLEY PARKWAY OFFICE	724 PRESIDENTS PLACE	SMYRNA	TN	37167	RUTHERFORD	UNITED STATES	Not Required	Not Required	FRANKLIN SYNERGY BANK	3635533	
OK		Full Service	4636694	SPRING HILL BRANCH	2035 WALL STREET	SPRING HILL	TN	37174	WILLIAMSON	UNITED STATES	Not Required	Not Required	FRANKLIN SYNERGY BANK	3635533	

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Report item 2b. Domestic Branch Listing

Franklin Synergy Bank
3359 Aspen Grove Drive
Suite 100
Franklin, TN 37067
Williamson County, USA
Full Service Branch
Opened November 5, 2007
Relocated from 3301 Aspen Grove Drive, Suite 106, Franklin, TN 37067 in
June 2014

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
Relocated from 4930 Thoroughbred Lane, Brentwood, TN 37027 in August
2014

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

Franklin Synergy Bank
2035 Wall Street
Spring Hill, TN 37174
Williamson County, USA
Full Service Branch
Opened February 21, 2013

Franklin Synergy Bank
40 Moss Lane
Franklin, TN 37064
Williamson County, USA
Full Service Branch
Opened October 8, 2013

Franklin Synergy Bank
One East College Street
Murfreesboro, TN 37130
Rutherford County, USA
Full Service Branch
Acquired in merger July 1, 2014

Franklin Synergy Bank
724 President Place
Smyrna, TN 37167
Rutherford County, USA
Full Service Branch
Acquired in merger July 1, 2014

Franklin Synergy Bank
2415 Memorial Boulevard
Murfreesboro, TN 37129
Rutherford County, USA
Full Service Branch
Acquired in merger July 1, 2014

Franklin Synergy Bank
2782 South Church Street
Murfreesboro, TN 37127
Rutherford County, USA
Full Service Branch
Acquired in merger July 1, 2014

Franklin Synergy Bank
2610 Old Fort Parkway
Murfreesboro, TN 37128
Rutherford County, USA
Full Service Branch
Acquired in merger July 1, 2014

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

No holders greater than 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 12-31-13.

N/A

Franklin Financial Network Executive Officers & Directors as of 12/31/15

Report Item 4: Insiders							
(1)	(2)	(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c) (3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occup if 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
Jimmy Allen LaVergne, TN USA	Transportation	Director	Director	President of Venture Express, Creative Transportation, Allen's Cartgage Company and co-owner of Center Hill Marina and Yacht Club	Less than 1%	N/A	Venture Express, Creative Transportation, Allen's Cartgage Company and co-owner of Center Hill Marina and Yacht Club
Sally Bowers Franklin, TN USA	N/A	N/A	EVP, Chief Mortgage Bank Officer	N/A	Less than 1%	N/A	N/A
Henry (Hank) Brockman Franklin, TN USA	Private Investor	Director	Director	N/A	Less than 1%	N/A	Franklin Square Partners 33%; Columbia Avenue Partners 50%; Aspen Grove Real Estate 33%; Grow and Learn 33%; Grow and Learn II 20%; Grow and Learn III 25%; Berry Farms - 50%; Aspen Development of CS - 24%; Foundation Blocks - 33%; Rachel Springs - 19%
Dallas Caudle Murfreesboro, TN USA	N/A	N/A	EVP, Chief Investment Officer	N/A	Less than 1%	N/A	N/A
James W. Cross Franklin, TN USA	Construction	Director	Director	Century Construction, President/Owner; Land Contractors President/Owner	Less than 1%	N/A	Century Construction - 100%; C & F Investments - 50%; 3C Investments - 50%; Crossforth LLC, - 100%; Carothers Parkway LP - 33.3%; WPC, LC - 50%; Century Investment Partners
Kevin Herrington Franklin, TN USA	N/A	N/A	EVP, Chief Operations Officer	N/A	Less than 1%	N/A	N/A
Richard Herrington Franklin, TN USA	N/A	President, Chairman, & CEO; Director	Chairman & CEO, Director	N/A	2.5%	N/A	Franklin Square Partners 33%; Aspen Grove Real Estate 33%; Grow and Learn 33%; Grow and Learn II 20%; Grow and Learn III 25%; Foundation Blocks - 33%; Rachel Springs - 19%
Ashley Hill Franklin, TN USA	N/A	N/A	EVP, Chief Banking Officer	N/A	Less than 1%	N/A	N/A
Myers Jones Franklin, TN USA	N/A	N/A	EVP, Chief Credit Officer	N/A	Less than 1%	N/A	N/A
Dr. David Kemp Franklin, TN USA	Orthodontics	Director	Director	Owner, Kemp Orthodontics	2.7%	N/A	Kemp Orthodontics - 100%; Franklin Square Partners 33%; Columbia Ave Partners 50%; Aspen Grove Real Estate 33%; Grow and Learn 33%; Grow and Learn II 20%; Grow and Learn III 25%; Berry Farms - 50%; Aspen Development of CS - 45%; Foundation Blocks - 33%;
Sally Kimble Franklin, TN USA	N/A	EVP, Chief Financial Officer	N/A	N/A	Less than 1%	N/A	N/A
David McDaniel Franklin, TN USA	N/A	N/A	EVP, Chief Retail Officer	N/A	Less than 1%	N/A	N/A
Lec Moss Murfreesboro, TN USA	N/A	Director	President, Director	N/A	Less than 1%	N/A	N/A
Aimee Punessen Brentwood, TN USA	N/A	N/A	SVP, Chief Marketing Officer	N/A	Less than 1%	N/A	N/A

Names & Address (City, State, Country)	Principal Occup if 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
Paul Pratt, Jr. Franklin, TN USA	Insurance	Director	Director	President, Full Service Insurance, Inc.	Less than 1%	N/A	Full Service Insurance-25%; Pratt Building, LLC 33%;
Melody Sullivan Franklin, TN USA	CPA	Director	Director	Part Owner; Smiley CPAs	Less than 1%	N/A	
Pam Stephens Franklin, TN USA	Funeral Home	Director	Director	Williamson Memorial Funeral Home- Funeral Directors/Part Owner	Less than 1%	N/A	Williamson Memorial Funeral Home - 33%' Williamson Memorial Gardens - 33%; Spring Hill Memorial Park & Funeral Home - 50%
Greg Waldron Murfreesboro, TN USA		Director	Director	Partner, Managing Member Waldron Enterprises	Less than 1%	N/A	
Ben Wynd Franklin, TN USA	CPA	Director	Director	Part Owner, Smiley CPAs	Less than 1%	N/A	