

Reused

Board of Governors of the Federal Reserve System

1081118



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 chair-man 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, Palmer Probert, Jr.
Name of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Fidelity Southern Corporation

President
Title of the Holding Company Director and Official

Legal Title of Holding Company

P. O. Box 105075

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.

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

Atlanta GA 30348

City State Zip Code

3490 Piedmont Road Atlanta, GA 30305

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:

Veronica Baker Sr. Accountant

Name Title

404-639-6789

Area Code / Phone Number / Extension

404-639-6917

Area Code / FAX Number

Veronica.Baker@lionbank.com

E-mail Address

www.lionbank.com

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

Palmer Probert, Jr.
Signature of Holding Company Director and Official

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 _____
 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

Revised

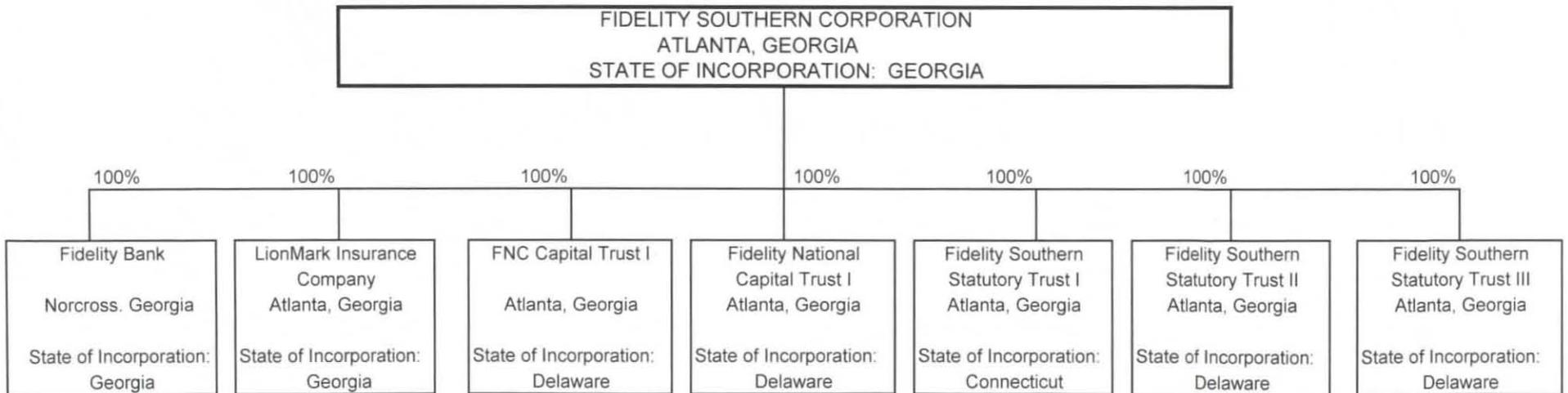
FIDELITY SOUTHERN CORPORATION
Atlanta, Georgia
Fiscal Year Ending December 31, 2012

Report Item:

1: ANNUAL REPORT TO SHAREHOLDERS

Fidelity Southern Corporation is registered with the Securities and Exchange Commission, CIK 0000822662.
The 10-K was filed March 15, 2013.

2a: ORGANIZATION CHART



2b. DOMESTIC BRANCH LISTING - Submitted via Email on March 19, 2013.

results: A list of branches for your depository institution: FIDELITY BANK (ID_RSSD: 598534).
 his depository institution is held by FIDELITY SOUTHERN CORPORATION (1081118) of ATLANTA, GA.
 he data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

Reconciliation and Verification Steps

- In the **Data Action** column of each branch row, enter one or more of the actions specified below.
- 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.

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.
 you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Notes:

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
Correction		Full Service (Head Office)	598534	FIDELITY BANK	3500 HOLCOMB BRIDGE ROAD	NORCROSS	GA	30092	WINNETT	UNITED STATES	14825	0	FIDELITY BANK	598534	This is the correct address for our Head Office.
Change	07.12.12	Full Service	3397279	BELLS FERRY BRANCH	1220 COBB PARKWAY NORTH	MARIETTA	GA	30062	COBB	UNITED STATES	445700	35	FIDELITY BANK	598534	Name Change
Correction		Full Service	320230	BUCKHEAD BRANCH	3490 PIEDMONT ROAD, SUITE 1550	ATLANTA	GA	30305	FULTON	UNITED STATES	252879	5	FIDELITY BANK	598534	Added Suite
Ok		Full Service	2420862	CANTON ROAD BRANCH	830 OLD PIEDMONT ROAD	MARIETTA	GA	30066	COBB	UNITED STATES	252886	14	FIDELITY BANK	598534	
Close	10.30.12	Full Service	2949662	CLAIRMONT PLACE BRANCH OFFICE	2100 CLAIRMONT LAKE	DECATUR	GA	30033	DEKALB	UNITED STATES	358007	28	FIDELITY BANK	598534	
Correction		Full Service	3482689	CONYERS BRANCH	1945 HIGHWAY 138 NE	CONYERS	GA	30013	ROCKDALE	UNITED STATES	455254	22	FIDELITY BANK	598534	"Georgia" should be omitted from street address.
Correction		Full Service	1404043	CRABAPPLE BRANCH	10920 CRABAPPLE RD	ROSWELL	GA	30075	FULTON	UNITED STATES	252881	7	FIDELITY BANK	598534	"ROSWELL" should not be included in Branch Name.
Ok		Full Service	4408118	CUMMING BRANCH	2740 NUCKOLLS ROAD	CUMMING	GA	30041	FORSYTH	UNITED STATES	Not Required	Not Required	FIDELITY BANK	598534	
Ok		Full Service	2441193	DECATUR BRANCH	160 CLAIREMONT AVENUE	DECATUR	GA	30030	DEKALB	UNITED STATES	252887	15	FIDELITY BANK	598534	
Ok		Full Service	475738	DUNWOODY BRANCH	1425 DUNWOODY VILLAGE PKWY	DUNWOODY	GA	30338	DEKALB	UNITED STATES	252880	6	FIDELITY BANK	598534	
Ok		Full Service	3651850	JACKSONVILLE BRANCH OFFICE	9802 BAYMEADOWS ROAD	JACKSONVILLE	FL	32256	DUVAL	UNITED STATES	464809	24	FIDELITY BANK	598534	
Ok		Full Service	4386597	JONES BRIDGE BRANCH	10905 JONES BRIDGE ROAD	ALPHARETTA	GA	30022	FULTON	UNITED STATES	Not Required	Not Required	FIDELITY BANK	598534	
Ok		Full Service	3308190	LAKE OCONEE COMMUNITY BRANCH OFFICE	1010 PARK PLACE BLVD	GREENSBORO	GA	30642	GREENE	UNITED STATES	446290	31	FIDELITY BANK	598534	
Ok		Full Service	2479945	LAWRENCEVILLE/GRAYSON BRANCH	415 GRAYSON HIGHWAY	LAWRENCEVILLE	GA	30046	WINNETT	UNITED STATES	252888	16	FIDELITY BANK	598534	
Ok		Full Service	4304162	MCDONOUGH BRANCH	1375 HIGHWAY 20 WEST	MCDONOUGH	GA	30253	HENRY	UNITED STATES	Not Required	Not Required	FIDELITY BANK	598534	
Ok		Full Service	2210960	MERCHANTS WALK OFFICE	1223 JOHNSON FERRY ROAD	MARIETTA	GA	30068	COBB	UNITED STATES	252883	11	FIDELITY BANK	598534	
Ok		Full Service	3639401	NEWMAN BRANCH OFFICE	102 NEWMAN CROSSING BYPASS	NEWMAN	GA	30265	COWETA	UNITED STATES	462465	23	FIDELITY BANK	598534	
Ok		Full Service	194039	NORTHLAKE PARKWAY	2255 NORTHLAKE PARKWAY	TUCKER	GA	30084	DEKALB	UNITED STATES	252875	1	FIDELITY BANK	598534	
Ok		Full Service	318433	PEACHTREE CENTER BRANCH	260 PEACHTREE STREET NE, SUITE 100	ATLANTA	GA	30303	FULTON	UNITED STATES	252876	2	FIDELITY BANK	598534	
Ok		Full Service	2222235	PERIMETER CENTER BRANCH	2 PERIMETER CENTER EAST NE	ATLANTA	GA	30346	DEKALB	UNITED STATES	252882	10	FIDELITY BANK	598534	
Ok		Full Service	2706043	PERIMETER CENTER WEST BRANCH	135 PERIMETER CENTER WEST	ATLANTA	GA	30346	DEKALB	UNITED STATES	252891	19	FIDELITY BANK	598534	
Ok		Full Service	1949058	POWERS FERRY BRANCH	2401 WINDY RIDGE PARKWAY	ATLANTA	GA	30339	FULTON	UNITED STATES	284048	8	FIDELITY BANK	598534	
Ok		Full Service	2706025	RIVER EXCHANGE BRANCH	2080 RIVERSIDE PARKWAY	LAWRENCEVILLE	GA	30043	WINNETT	UNITED STATES	252892	20	FIDELITY BANK	598534	
Ok		Full Service	476230	ROSWELL BRANCH	1325 HEMBREE ROAD	ROSWELL	GA	30076	FULTON	UNITED STATES	252884	12	FIDELITY BANK	598534	
Ok		Full Service	537935	SANDY SPRINGS BRANCH	225 SANDY SPRINGS CIRCLE	SANDY SPRINGS	GA	30328	FULTON	UNITED STATES	252877	3	FIDELITY BANK	598534	

status: A list of branches for your depository institution, FIDELITY BANK (ID_RSSD: 598534) as depository institution is held by FIDELITY SOUTHERN CORPORATION (1081118) of ATLANTA, GA. The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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or:

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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
	07/12/12	Full Service	4415376	SOUTH COBB DRIVE BRANCH	833 SOUTH COBB DRIVE SE	MARIETTA	GA	30060	COBB	UNITED STATES	Not Required	Not Required	FIDELITY BANK	598534	Name Change Cobb was spelled incorrectly. Street address should include
		Full Service	2706061	SOUTHLAKE BRANCH	1267 SOUTHLAKE CIRCLE	MORROW	GA	30260	CLAYTON	UNITED STATES	252890	18 FIDELITY BANK	598534		
		Full Service	3448124	SUGARLOAF BRANCH	1115 OLD PEACHTREE ROAD NW	SUWANEE	GA	30024	GWINNETT	UNITED STATES	451614	21 FIDELITY BANK	598534		
		Full Service	2405618	TOCO HILLS BRANCH	2936 NORTH DRUID HILLS ROAD	ATLANTA	GA	30329	DEKALB	UNITED STATES	252885	13 FIDELITY BANK	598534		
		Full Service	1949302	VININGS OFFICE	3020 PACES HILL ROAD, SUITE 150	ATLANTA	GA	30339	COBB	UNITED STATES	282699	9 FIDELITY BANK	598534		
	12/31/12	Full Service	3374805	WAL-MART STORE #1363 BRANCH	1681 EATONTON ROAD	MADISON	GA	30650	MORGAN	UNITED STATES	445450	30 FIDELITY BANK	598534		
		Full Service	3653014	WINDER BRANCH	20 WEST MAW STREET	WINDER	GA	30680	BARROW	UNITED STATES	478963	25 FIDELITY BANK	598534		

Reuse of

FORM FR Y - 6

FIDELITY SOUTHERN CORPORATION
Fiscal Year Ending December 31, 2012

REPORT ITEM 3: Securities Holders

(1) Shareholders of record that directly or indirectly own, control, or hold with power to vote 5% or more of any class voting securities of the bank holding company.

<u>NAME AND ADDRESS</u>	<u>COUNTRY</u>	<u># OF SHARES OWNED/CONTROLLED</u>	<u>% OF SHARES OUTSTANDING</u>
James B. Miller, Jr. Atlanta, GA.	U.S.A.	3,415,669	23%
U. S. Treasury Washington, DC	U.S.A.	2,528,514	17%
Wellington Management Co. LLP Boston, MA	U.S.A.	1,380,501	9%
The Banc Funds Co LLC Chicago, IL	U.S.A.	1,216,710	8%

(2) Shareholder not listed in section 3(1) above that owned or controlled 5% or more of any class of voting securities in the bank holding company during 2012.

<u>NAME AND ADDRESS</u>	<u>COUNTRY</u>	<u># OF SHARES OWNED/CONTROLLED</u>	<u>% OF SHARES OUTSTANDING</u>
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There are no shareholders that meet the criteria for 3-2.

Revised

FORM FR Y - 6
 FIDELITY SOUTHERN CORPORATION
 Fiscal Year Ending December 31, 2012

Report Item 4: Directors and Officers

(1) Addresses	(2) Principal Occupation	(3)(a) Title & Position w/BHC	(3)(b) Title & Position w/subsidiaries	(3)(c) Title & Position w/other businesses	(4)(a) % Voting Shares with BSC	(4)(b) % Voting Shares with/Subs	(4)(c) List names of other companies
David R. Bockel Fairfax, VA	Military	Director	Director - Fidelity Bank	Executive Director, Georgia Military Affairs Coordinating Committee	*	None	None
Stephen H. Brolly Alpharetta, Ga	Banking	CFO	CFO - Fidelity Bank	None	*	None	None
David Buchanan Lawrenceville, Ga.	Banking	Vice President	Executive Vice President - Fidelity Bank Director & Pres. - LionMark Ins. Co.	None	3%	None	None
Wm. Millard Choate Atlanta, Ga.	Construction	Director	Director - Fidelity Bank	President, Atlantis Construction Managing Member, New Castle Properties, LLC Managing Member, Structured Properties, LLC Managing Member, JM Investors, LLC Managing Member, Hammer Property Management LLC Limited Partner, MSC Ventures LLLP President, Choate Construction Co. Managing Member, Choate Construction Services LLC Managing Member, Choate Construction Group LLC Managing Member, MSC Holdings, LLC Member, S.A. Boca LLC	1%	None	Atlantis Construction Co - 100% New Castle Properties - 100% Structured Properties LLC - 100% JM Investors, LLC - 100% Hammer Property Management LLC - 100% MSC Ventures, LLLP - 90% Choate Construction Co. - 91% Choate Construction Services LLC - 74% Choate Construction Group LLC - 66% MSC Holdings, LLC - 49% S.A. Boca LLC - 25%
Donald A. Harp, Jr. Atlanta, Ga.	Minister	Director	Director - Fidelity Bank	Adjunct Professor - Candler School of Theology, Emory University Minister Emeritus - Peachtree Road United Methodist Church	*	None	None

* Less than one percent

Report Item 4: Directors and Officers

(1) Addresses	(2) Principal Occupation	(3)(a) Title & Position w/BHC	(3)(b) Title & Position w/subsidiaries	(3)(c) Title & Position w/other businesses	(4)(a) % Voting Shares with BSC	(4)(b) % Voting Shares with Subs	(4)(c) List names of other companies
Kevin S. King Atlanta, Ga.	Law	Director	Director - Fidelity Bank	Sole Proprietor, Kevin King Law Office	*	None	Kevin King Law Office - 100%
William C. Lankford, Jr. Atlanta, Ga.	Accounting	Director	Director - Fidelity Bank	Sole Proprietor, Lankford Manor Member, Moore Stephens Tiller, LLC	*	None	Lankford Manor - 100% Moore Stephens Tiller - 25%
James B. Miller, Jr. Atlanta, Ga.	Banking	Chairman & CEO	Chairman & CEO - Fidelity Bank Chairman - LionMark Ins. Co.	Chairman, Trinity Apex Chairman, Prescott Automotive Group Chairman, Trinity Finance Chairman, BAC Properties Partnership LLP	23%	None	Trinity Apex - 100% Prescott Automotive - 100% Trinity Finance - 100% BAC Properties Partnership - 20% 20% by Karin Miller Trust
H. Palmer Proctor, Jr. Atlanta, Ga.	Banking	Director & President	Director & President - Fidelity Bank Director & Secretary/Treasurer - LionMark Insurance Company	None	3%	None	None
W. Clyde Shepherd, III Atlanta, Ga.	Construction & Real Estate	Director	Director - Fidelity Bank	President, Toco Development Inc. Controlling Manager, WCS Investment Partnership LLP Partner, Lost River Assoc LLC LLC Member, Eastpark 78 LLC President, Toco Hill, Inc. Owner, Worthwood Inc. Tenant, Lost River Partners Tenancy-In Common Partner, CDH Properties President, Plant Improvement Co Inc. Tenant, Clybel Tenancy-in-Common Vice Pres., Shepherd Construction Co Inc. Tenant, Jasper Tenancy-in-common	2%	None	Toco Development, Inc. - 100% WCS Investment Partnership LLP - 100% Lost River Assoc LLC - 100% Eastpark 78, LLC - 99% Toco Hills, Inc. - 97% Worthwood Inc. - 93% Lost River Partners Tenancy-In-Common - 50% CDH Properties - 33% Plant Improvement Co Inc. - 33% Clybel Tenancy-in-Common - 32% Shepherd Construction. - 30% Jasper Tenancy-in-common - 30%
Rankin M. Smith, Jr. Thomasville, Ga.	Plantation Owner	Director	Director - Fidelity Bank	Stockholder, Meridan Art	1%	None	None

* Less than one percent