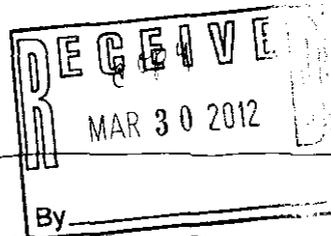


Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

1081118

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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):
December 31, 2011

Month / Day / Year

H. Palmer Proctor, Jr.

Reporter's Name, Street, and Mailing Address

Fidelity Southern Corporation

Legal Title of Bank Holding Company

P. O. Box 105075

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

Atlanta GA 30305
City State Zip Code

3490 Piedmont Road Atlanta, GA 30305

Physical location (if different from mailing address)

Name of the Bank Holding Company Director and Official
President & Director

Title of the Bank Holding Company Director and Official

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

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 Bank Holding Company's web page

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 Bank Holding Company Director and Official

March 27, 2012

Date of Signature

For bank 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

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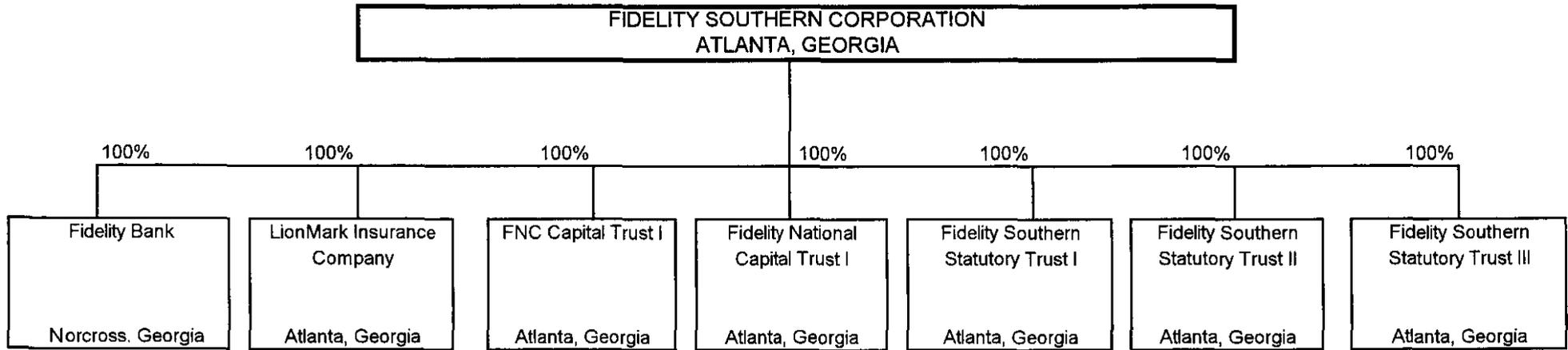
FIDELITY SOUTHERN CORPORATION
Atlanta, Georgia
Fiscal Year Ending December 31, 2011

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 27, 2012.

2a: ORGANIZATION CHART



2b. DOMESTIC BRANCH LISTING - Submitted via Email on March 16, 2012.

RSSD Tiering for:
FIDELITY SOUTHERN CORPORATION
Structure as of 20111216 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Actv Code	Basis of Relatnshp	PCT
0001	1081118	FIDELITY SOUTHERN CORPORATION		ATLANTA	GEORGIA	6	BHC	551111		
0002	598534	FIDELITY BANK		ATLANTA	GEORGIA	6	NMB	52211	Vtg Eqty	100
0003	3025312	FIDELITY NATIONAL CAPITAL TRUST I		ATLANTA	GEORGIA	6	DEO	52599	Vtg Eqty	100
0004	3204331	FIDELITY SOUTHERN STATUTORY TRUST I		ATLANTA	GEORGIA	6	DEO	52599	Vtg Eqty	100
0005	3347751	FIDELITY SOUTHERN STATUTORY TRUST II		ATLANTA	GEORGIA	6	DEO	52599	Vtg Eqty	100
0006	3635515	FIDELITY SOUTHERN STATUTORY TRUST III		ATLANTA	GEORGIA	6	DEO	52599	Vtg Eqty	100
0007	3025303	FNC CAPITAL TRUST I		ATLANTA	GEORGIA	6	DEO	52599	Vtg Eqty	100
0008	3363108	LIONMARK INSURANCE COMPANY		ATLANTA	GEORGIA	6	DEO	52421	Vtg Eqty	100

Total Number of Entities in the tree 8

Total Number of Unique Entities in the tree 8

Tier Selection Criteria

RSSD Tiering for	1081118 FIDELITY SOUTHERN CORPORATION
As of Date	20111216
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	No Branches
Branches - Foreign Institutions	No Branches

Explanatory Notes

Entity Type	Description
BHC	BANK HOLDING COMPANY
DEO	DOMESTIC ENTITY OTHER
NMB	NON-MEMBER BANK

Primary Activity Code	Description
52211	COMMERCIAL BANKING
52421	INSURANCE AGENCIES AND BROKERAGES
52599	OTHER FINANCIAL VEHICLES
551111	OFFICES OF BANK HOLDING COMPANIES

Two asterisks (**) next to the Seq Num indicates that confidentiality is pending or granted.
 An asterisk (*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.

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FIDELITY SOUTHERN CORPORATION
Fiscal Year Ending December 31, 2011

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.	3,125,860	23%
U. S. Treasury Washington, DC	U.S.A.	2,382,365	18%
Wellington Management Co. LLP Boston, MA	U.S.A.	1,309,295	10%
The Banc Funds Co LLC Chicago, IL	U.S.A.	1,075,777	8%
Tontine Partners, LP Greenwich, CT	U.S.A.	661,760	5%

(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 2011.

<u>NAME AND ADDRESS</u>	<u>COUNTRY</u>	<u># OF SHARES OWNED/CONTROLLED</u>	<u>% OF SHARES OUTSTANDING</u>
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FORM FR Y - 6
FIDELITY SOUTHERN CORPORATION
Fiscal Year Ending December 31, 2011

Report Item 4: Directors and Officers

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Addresses	Principal Occupation	Title & Position w/BHC	Title & Position w/subsidiaries	Title & Position w/other businesses	% Voting Shares with BSC	% Voting Shares with/Subs	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	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	*	None	None
Wm. Millard Choate	Construction	Director	Director - Fidelity Bank	President, Atlantis Construction Managing Member, New Castle Properties, LLC Managing Member, Structured Properties, LLC President, The Choate Foundation, Inc. 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	2%	None	Atlantis Construction Co - 100% New Castle Properties - 100% Structured Properties LLC - 100% The Choate Foundation Inc. - 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.	Minister	Director	Director - Fidelity Bank	Adjunct Professor - Candler School of Theology, Emory University Minister Emeritus - Peachtree Road United Methodist Church	*	None	None

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.	Accounting	Director	Director - Fidelity Bank	Sole Proprietor, Lankford Manor Member, Moore Stephens Tillen	*	None	Lankford Manor - 100% Moore Stephens Tillen - 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, Berlin American Companies	23%	None	Trinity Apex - 100% Prescott Automotive - 100% Berlin American Companies - 20% 20% by spouse
H. Palmer Proctor, Jr. Atlanta, Ga.	Banking	Director & President	Director & President - Fidelity Bank Director & Secretary/Treasurer - LionMark Insurance Company	None	1%	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% WSC 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	2%	None	Meridan Art - 8%

*Less than one percent

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 FIDELITY SOUTHERN CORPORATION
 Fiscal Year Ending December 31, 2011
Revised April 2, 2012

Report Item 4: Directors and Officers

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a) % Voting Shares with BSC	(4)(b) % Voting Shares with/Subs	(4)(c) List names of other companies
Addresses	Principal Occupation	Title & Position w/BHC	Title & Position w/subsidiaries	Title & Position w/other businesses			
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	*	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 President, The Choate Foundation, Inc. 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	2%	None	Atlantis Construction Co - 100% New Castle Properties - 100% Structured Properties LLC - 100% The Choate Foundation Inc. - 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
Kevin S. King	Law	Director	Director - Fidelity Bank	Sole Proprietor, Kevin King Law Office	*	None	Kevin King Law Office - 100%

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
Atlanta, Ga.							
William C. Lankford, Jr. Atlanta, Ga.	Accounting	Director	Director - Fidelity Bank	Sole Proprietor, Lankford Manor Member, Moore Stephens Tillen	*	None	Lankford Manor - 100% Moore Stephens Tillen - 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, Berlin American Companies	23%	None	Trinity Apex - 100% Prescott Automotive - 100% Berlin American Companies - 20% 20% by spouse
H. Palmer Proctor, Jr. Atlanta, Ga.	Banking	Director & President	Director & President - Fidelity Bank Director & Secretary/Treasurer - LionMark Insurance Company	None	1%	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% WSC 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	2%	None	Meridan Art - 8%

*Less than one percent