REVISED

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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.

I, Jerry Cooksey
Name of the Holding Company Director and Official

CFO/Secretary
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

05/13/2015
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 3042126
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year

549300X81DB0TLVVZF81
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
First Advantage Bancorp
Legal Title of Holding Company

1430 Madison St.
(Mailing Address of the Holding Company) Street / P.O. Box

Clarksville	TN	37040
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Amy Briggs	AVP/Asst. Controller
Name	Title

931-920-1531
Area Code / Phone Number / Extension

931-245-2531
Area Code / FAX Number

amy.briggs@fabk.com
E-mail Address

http://www.firstadvantagebanking.com
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

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.

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)

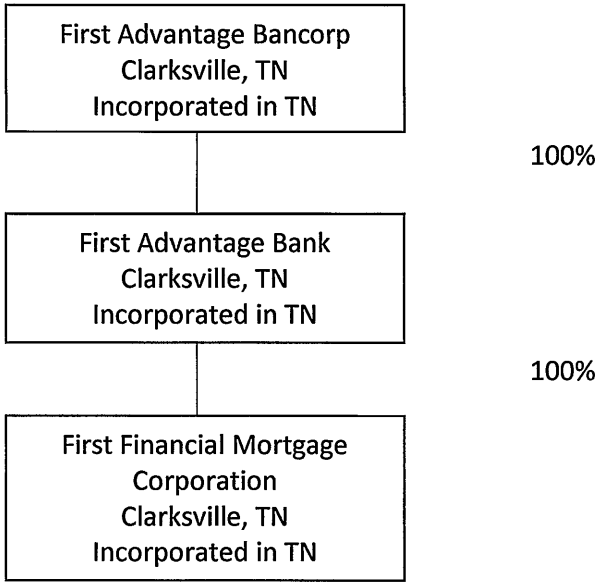
Form FR Y-6

First Advantage Bancorp
Clarksville, Tennessee
Fiscal Year Ending December 31, 2014

Report item

1. The holding company was not registered with the SEC as of the report date. Copies of the annual report will be sent separately as soon as available.

2a.



2b. Domestic branch listing submitted early via email on 02/11/15.

Results: A list of branches for your holding company: FIRST ADVANTAGE BANCORP (3842126) of CLARKSVILLE, TN.
The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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)	62772	FIRST ADVANTAGE BANK	1430 MADISON STREET	CLARKSVILLE	TN	37040	MONTGOMERY	UNITED STATES	43532	0	FIRST ADVANTAGE BANK	62772	
ok		Full Service	4173274	NORTH CLARKSVILLE BRANCH	1800 FORT CAMPBELL BOULEVARD	CLARKSVILLE	TN	37042	MONTGOMERY	UNITED STATES	452998	101	FIRST ADVANTAGE BANK	62772	
ok		Full Service	4374884	RIVERBEND BRANCH	1206 STATE HIGHWAY 48	CLARKSVILLE	TN	37040	MONTGOMERY	UNITED STATES	495173	102	FIRST ADVANTAGE BANK	62772	
ok		Full Service	4164580	SAINT BETHLEHEM BRANCH	2070 WILMA RUDOLPH BOULEVARD	CLARKSVILLE	TN	37040	MONTGOMERY	UNITED STATES	281761	100	FIRST ADVANTAGE BANK	62772	
ok		Full Service	4173283	TRADEWINDS BRANCH	1929 MADISON STREET	CLARKSVILLE	TN	37043	MONTGOMERY	UNITED STATES	281760	1	FIRST ADVANTAGE BANK	62772	
ok		Full Service	4557829	FRANKLIN BRANCH	1212 MURFREESBORO ROAD	FRANKLIN	TN	37064	WILLIAMSON	UNITED STATES	540622	105	FIRST ADVANTAGE BANK	62772	
ok		Full Service	4445775	NASHVILLE WEST END BRANCH	3100 WEST END AVENUE	NASHVILLE	TN	37203	DAVIDSON	UNITED STATES	533499	103	FIRST ADVANTAGE BANK	62772	

Form FR Y-6

First Advantage Bancorp
Clarksville, Tennessee
Fiscal Year Ending December 31, 2014

Report Item 3: Securities Holders

Current securities holders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2014

(1)(a)(b)(c):

Name **City, State, Country**	**Country of Citizenship or Incorporation**	**Number and Percentage of Each Class of Voting Securities**
M3 Partners LP Salt Lake City, UT	USA	306,604 – 7.7% Common Stock
First Advantage Bank ESOP Plan Clarksville, TN	USA	362,752 – 9.1% Common Stock

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 12-31-2014

Name **City, State, Country**	**Country of Citizenship or Incorporation**	**Number and Percentage of Each Class of Voting Securities**
N/A		

Form FR Y-6

First Advantage Bancorp
Clarksville, Tennessee
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

Name City, State	**Principal Occupation if other than with Holding Company**	**Title & Position with Holding Company**	**Title & Position with Subsidiaries**	**Title & Position with Other Businesses**	**Percentage of Voting Securities in Holding Company**	**Percentage of Voting Securities in Subsidiaries**	**Names of Other Companies Owned if 25% or more Voting Securities are Held**
Earl O. Bradley, III Clarksville, TN	N/A	CEO/Director	CEO (First Advantage Bank)	N/A	3.87%	N/A	Map Industries - 50% Stone Container, LLC - 50%
John T. Halliburton Clarksville, TN	N/A	President/Director	President (First Advantage Bank)	N/A	3.85%	N/A	N/A
Jon R. Clouser Clarksville, TN	N/A	N/A	Executive Vice President (First Advantage Bank)	N/A	2.03%	N/A	Tennessee Real Estate Group LLC - 33% Titsworth Slough Hunt Club, KY Partnership - 33%
Cindy D. Rudy Nashville, TN	N/A	N/A	Chief Marketing & Delivery Channels Officer (First Advantage Bank)	N/A	0.59%	N/A	N/A
Gerald L. Cooksey, Jr. Nashville, TN	N/A	CFO/Corporate Secretary	Chief Financial Officer (First Advantage Bank)	N/A	0.53%	N/A	N/A

Christy Caudill Joelton, TN	N/A	N/A	Chief Operations Officer (First Advantage Bank)	N/A	N/A	N/A	N/A
William Lawson Mabry Clarksville, TN	Real Estate Developer	Chairman of the Board	Chairman of the Board	Broker (Coldwell Banker - Conroy, Marable, Holleman Clarksville, TN)	2.57%	N/A	Edgoten LLC - 33% Holly Point LLC - 50% Summertrees GP - 50% CLC Hidden Springs LP - 25% CL Wilson Green LP - 50% WL Mabry RE Management LLC – 99%
William G. Beach Clarksville, TN	Business Owner – Oil Sales	Director	Director	President & Owner (Beach Oil Co. Clarksville, TN)	1.84%	N/A	Beach Oil - 69.57% B&B Partnership- 50% Beach Liquors - 50% M&B Partnership - 50%
Robert E. Durrett, III Clarksville, TN	Real Estate/Land Developer	Director	Director	Owner (Durrett Construction Clarksville, TN)	2.86%	N/A	Durrett Construction - 100% Sango Place - 50% Gateway Village LLC - 50% Highland Park Apartments - 50%
Vernon M. Carrigan Clarksville, TN	Medical Doctor	Director	Director	M.D. (Premier Medical Group Clarksville, TN)	1.82%	N/A	Carrigan Farms - 50%
William H. Orgain Clarksville, TN	Business Owner - Building Supplies	Director	Director	President (Orgain Building Supply Clarksville, TN)	1.80%	N/A	Orgain Building Supply - 39% Longleaf Lodge Company, LLC - 50% Clarksville O-R Investments, LLC - 50%
David L. Watson Clarksville, TN	Retired	Director	Director	N/A	2.05%	N/A	N/A
Michael E. Wallace Clarksville, TN	CPA, CVA, PFS, MAC	Director	Director	CPA (Thurman Campbell CPAs Clarksville, TN)	1.59%	N/A	Thurman Campbell Group - 25% WLW Realty - 33% MJ Properties - 50% TCG Solutions - 25%