

Revised

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.

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

December 31, 2012

Month / Day / Year

Reporter's Name, Street, and Mailing Address

FIRST BANK OF MIAMI SHARES, INC.

Legal Title of Holding Company

255 ARAGON AVE., 3RD FLOOR

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

CORAL GABLES FL 33134

City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

WAISON LAM CFO OF SUBSIDIARY

Name Title

305-459-5279

Area Code / Phone Number / Extension

305-476-9258

Area Code / FAX Number

WLAM@FIRSTBANKMIAMI.COM

E-mail Address

NONE

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

I, RAUL GARCIA

Name of the Holding Company Director and Official

PRESIDENT / 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

[Handwritten Signature]
3/20/2013

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
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3048768
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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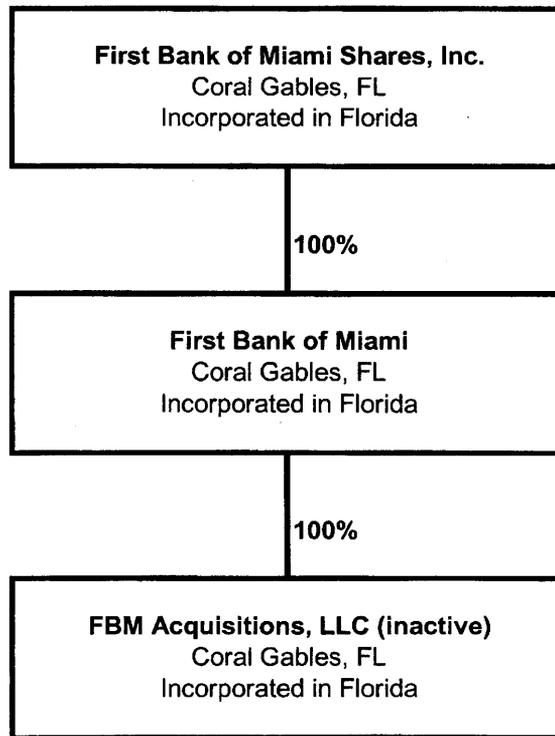
Revised

**First Bank of Miami Shares, Inc.
Coral Gables, Florida
Fiscal Year Ending December 31, 2012**

Report Item 1: Annual Report to Shareholders

The bank holding company prepares an annual report for its securities holders. Two copies will be submitted under separate cover as soon as they are available.

Report Item 2a: Organizational Chart



Report Item 2b: Domestic Branch Listing

Branch List was submitted early via email on March 15, 2013.

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Results: A list of branches for your depository institution: FIRST BANK OF MIAMI (ID_RSSD: 2468097).
 This depository institution is held by FIRST BANK OF MIAMI SHARES, INC. (3048768) of CORAL GABLES, FL.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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
Change		Full Service (Head Office)	2468097	FIRST BANK OF MIAMI	255 ARAGON AVENUE	CORAL GABLES	FL	33134	MIAMI-DADE	UNITED STATES	56840	0	FIRST BANK OF MIAMI	2468097	
OK		Full Service	3742226	CORAL GABLES BRANCH	255 ARAGON AVENUE	CORAL GABLES	FL	33134	MIAMI-DADE	UNITED STATES	Not Required	Not Required	FIRST BANK OF MIAMI	2468097	
OK		Full Service	3742244	HIALEAH BRANCH	1255 WEST 49TH STREET	HIALEAH	FL	33012	MIAMI-DADE	UNITED STATES	365555	3	FIRST BANK OF MIAMI	2468097	
OK		Full Service	3742235	DOWNTOWN BRANCH	245 SE 1ST STREET	MIAMI	FL	33131	MIAMI-DADE	UNITED STATES	423199	4	FIRST BANK OF MIAMI	2468097	
OK		Full Service	4281928	KENDALL BRANCH	9851 NORTH KENDALL DRIVE	MIAMI	FL	33176	MIAMI-DADE	UNITED STATES	Not Required	Not Required	FIRST BANK OF MIAMI	2468097	
OK		Full Service	3742217	WESTCHESTER BRANCH	7101 SW 8TH STREET	MIAMI	FL	33144	MIAMI-DADE	UNITED STATES	290438	1	FIRST BANK OF MIAMI	2468097	

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First Bank of Miami Shares, Inc.
Fiscal Year Ending December 31, 2012

Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012			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 12-31-2012		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Renato Picciotto Geneva, Switzerland	Switzerland	480,724 - 65.86% Common Stock	None		
Philippe Setton Geneva, Switzerland	Italy	136,286 - 18.67% Common Stock			
Raul Garcia and family Miami, Florida, USA	USA	62,338 - 8.54% Common Stock			
Catherine Augenblick, (spouse Picciotto) Cologny, Switzerland	Switzerland	50,559 - 6.93% Common Stock			

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**Form FR Y-6
First Bank of Miami Shares, Inc.
Fiscal Year Ending December 31, 2012**

Report Item 4: Insiders

(1) Name, City, State, Country	(2) Principal Occupation (if other than with holding company)	(3)a Title & position with holding company	(3)b Title & position with subsidiaries	(3)c Title & position with other businesses (include business names)	4(a) Percentage of voting shares in holding company	4(b) Percentage of voting shares in subsidiaries	4(c) Percentage of voting shares in other companies (in which greater than 25% ownership)
Renato Picciotto Geneva, Switzerland	N/A	Chairman	Chairman (First Bank of Miami)	Cofis Holding S.A. (Director) Strader S.A. (Chairman) Kanoba S.A. (Chairman) Fransad Gestion S.A. (Chairman) Monterosa D.O.O. (Chairman) Med-Kompetenz A.G. (Chairman) Delagana Corporation (Director) KFL Hotel S.A. (Chairman) Lausanne Palace & Spa (Chairman)	65.86%	None	Cofis Holding S.A. (33.33%) Strader S.A. (56.58%) Kanoba S.A. (80%) Fransad Gestion S.A. (63.3%) Monterosa D.O.O. (51%) Med-Kompetenz A.G. (29.62%) Delagana Corporation (100%) KFL Hotel S.A. (55.67%) Hotex S.A. (32.01%) SAS Clichy Victor Hugo (47.58%) DLGN Holdings, LLC (100%) RP 50 Inc. (100%) 2 RP 50 Inc. (100%) Jardin de Palmas, LLC (100%) Puerto del Mar, LLC (100%) Nava Land Inc. (100%) Ghestia S.A. (100%)
Raul Garcia and family Miami, FL USA	N/A	President & CEO & Secretary & Treasurer	Director & Chairman of Executive Committee (First Bank of Miami) Manager (FBM Acquisitions, LLC)	Rolling Hills Development LLC (Manager) DLGN Holdings, LLC (Manager) Delagana Corporation (Director) Nava Land, Inc. (Director) RP 50 Inc. (Director) 2 RP 50 Inc. (Director)	8.54%	None	Rolling Hills Development LLC (100%)
Philippe Setton Geneva, Switzerland	N/A	Principal Shareholder	None	Cofis Holding S.A. (Director) Long Wave S.A. (Director) Fransad Gestion S.A. (Director)	18.67%	None	Cofis Holding S.A. (33.33%) Long Wave S.A. (100%) Fransad Gestion S.A. (29.63%)
Catherine Augenblick, (spouse Picciotto) Cologne, Switzerland	N/A	Principal Shareholder	None		6.93%	None	Cofis Holding S.A. (33.33%)

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