



Annual Report of Bank Holding Companies—FR Y-6

3367094

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

I, David K. Maholias
Name of the Bank Holding Company Director and Official
President & CEO
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Gateway Financial Holdings of Florida, Inc.
Legal Title of Bank Holding Company
P.O. Box 731619
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Ormond Beach FL 32173
City State Zip Code
1950 West Intl Speedway Blvd Daytona Beach FL 32114
Physical location (if different from mailing address)

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.

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:
Tucker A. Longabach EVP, CFO & COO
Name Title
386 947-5411
Area Code / Phone Number / Extension
386 255-382
Area Code / FAX Number
tlongabach@gatewaybankfl.com
E-mail Address
www.gatewaybankfl.com
Address (URL) for the Bank Holding Company's web page

[Signature]
Signature of Bank Holding Company Director and Official
03/27/2012
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 P2341583 3367094
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

For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

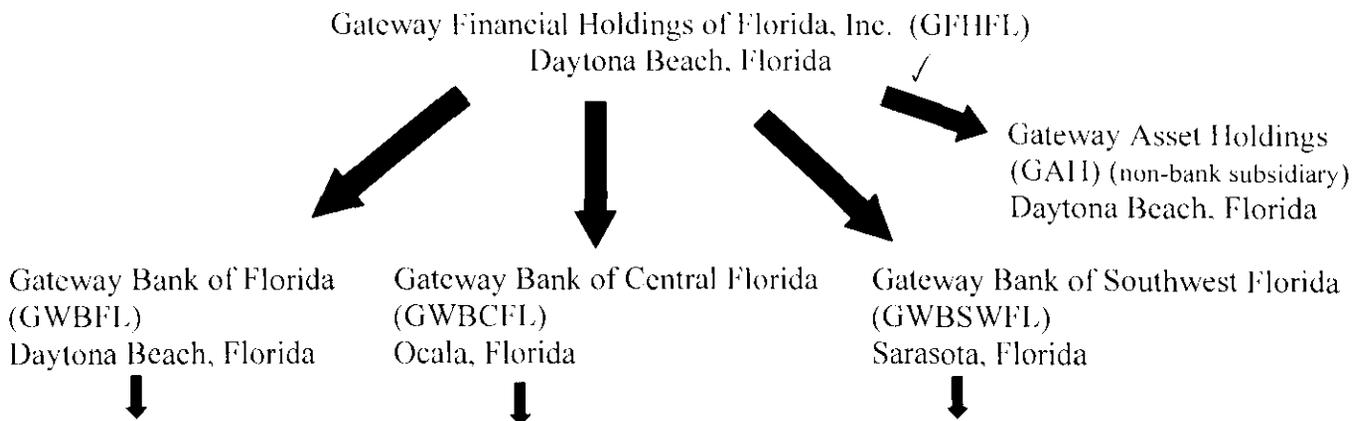
Legal Title of Subsidiary Bank Holding Company	Legal Title of Subsidiary Bank Holding Company
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
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Physical location (if different from mailing address)	Physical location (if different from mailing address)

Item 1: Annual Report to Shareholders

The annual report to shareholders will be sent under a separate cover as indicated on the cover page.

Item 2a: Organization Chart

Gateway Financial Holdings of Florida, Inc., PO Box 731619, Ormond Beach, Florida, owns and controls 100% of the stock of Gateway Bank of Florida, Gateway Bank of Central Florida, Gateway Bank of Southwest Florida, and Gateway Asset Holdings, a non-bank subsidiary. The physical headquarters of Gateway Financial Holdings of Florida, Inc. is located at 1950 West International Speedway Boulevard, Daytona Beach, Florida.



Item 2b: Domestic Branch Listing

Three Branches:

1) GWBFL Main Office
02/14/2007
1950 W. Int'l Speedway Blvd
Daytona Beach, Volusia
✓ FL, United States 32114
Full Service Branch

2) GWBFL Ormond Beach Branch
01/26/2006
✓ 112 North Nova Road
Ormond Beach, Volusia
FL, United States 32174
Full Service Branch

3) GWBFL Port Orange Branch
04/07/2008
✓ 3741 South Nova Road
Port Orange, Volusia
FL, United States 32129
Full Service Branch

Three Branches:

1) GWBCFL Main Office
10/14/2008
1632 East Silver Springs Blvd
Ocala, Marion
✓ FL, United States 34470
Full Service Branch

2) GWBCFL Gainesville Branch
12/04/2009
4100 NW 37th Place
Gainesville, Alachua
✓ FL, United States 32606
Full Service Branch

3) GWBCFL Alachua Branch
01/22/2009
✓ 15652 NW Hwy. 441, Unit E
Alachua, Alachua
FL, United States 32615
Full Service Branch

Three Branches:

1) GWBSWFL Main Office
10/26/2009
1100 S. Tamiami Trail
✓ Sarasota, Sarasota
FL, United States 34230
Full Service Branch

2) GWBSWFL Manatee Avenue Branch
08/27/2008
✓ 2100 Manatee Avenue West
Bradenton, Manatee
FL, United States 34205
Full Service Branch

3) GWBSWFL University Pkwy Branch
03/12/2009
✓ 6204 N. Lockwood Ridge Road
Sarasota, Sarasota
FL, United States 34243
Full Service Branch

Item 3: Securities Holders

(1) No shareholder, directly or indirectly, together with any stock options, owns, controls, or has the power to vote 5% or more of any class of voting securities of the bank holding company as of fiscal year end.

(2) No shareholder, directly or indirectly, together with any stock options, owns, controls, or has the power to vote 5% or more of any class of voting securities of the bank holding company during the fiscal year 2011.

Item 4. INSIDERS

Name City/State	Occupation	Title or Position			Percentage of voting securities		
		In BHC	In Subs	Other Company	In BHC	In Subs	Other Company
Philip T. Fleuchaus Ormond Beach, FL	Retired Oral Surgeon	Chairman	Chairman GWBFL	None	1.77% stock 3.26% options	N/A	None
Timothy Phillips Ormond Beach, FL	P & S Paving	Director	Director GWBFL	P & S Paving Owner	1.95% stock 2.74% options	N/A	50%
Charles S. Lichtigman Ormond Beach, FL	Real Estate Investor/ Manager	Director	Director GWBFL	Charles Wayne Properties Chairman/Owner	1.22% stock 3.02% options	N/A	100%
Sanford Miller Ormond Beach, FL	Investor	Vice Chairman	Vice Chairman GWBFL	Franchise Services of North America, Inc. Co Chairman & Co CEO	1.71% stock 3.14% options	N/A	26.6%
Ken MacKay Ocala, FL	Title Insurance Area Manager	Director	Chairman GWBCFL	Marion County Title Services 100% Shareholder (Owner) Nature Coast Bank Director Hammock Citrus Corp Director Lake Region Packing Assoc Director Armadile LLC Member Marion County Juniors Inc Director N242AK, LLC Co-Owner	0.718% stock 2.42% options	N/A	100% 2.60% 0% < 5% 16.70% 0% 50%
Tom D. Ingram Ocala, FL	Bank Executive Officer CEO	Director	CEO, Director GWBCFL	441 Land Trust Managing Partner	0.718% stock 4.28% options	N/A	25%
David K. Maholias Ormond Beach, FL	Bank Executive Officer President & CEO	Director/Executive Officer	President, CEO, Director GWBFL Director GWBCFL & GWBSWFL Chairman, President, CEO GAH	None	0.191% stock 4.80% options	N/A	None
Tucker A. Longabach Ormond Beach, FL	Bank Executive Officer EVP, CFO & COO	Executive Officer	Executive Officer GWBFL Director, EVP, CFO, COO GAH	None	0.679% stock 2.48% options	N/A	None
Shaun P. Merriman Sarasota, FL	Bank Executive Officer President & CEO	Director	President, CEO, Director GWBSWFL	None	0.632% stock 3.84% options	N/A	None
Charles Bartlett Sarasota, FL	Senior Partner	Director	Director GWBSWFL	Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.	0.379% stock 2.86% options	N/A	5.88%

Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County
Full Service (Head Office)	✓ 3590016	GATEWAY BANK OF CENTRAL FLORIDA	1632 EAST SILVER SPRINGS BOULEVARD	OCALA	FL	34470	MARION
Full Service	✓ 3881282	ALACHUA BRANCH	15652 NW HWY 441, UNIT E	ALACHUA	FL	32615	ALACHUA
Full Service	✓ 3811869	GAINESVILLE BRANCH	4100 NW 37TH PLACE	GAINESVILLE	FL	32606	ALACHUA
Full Service (Head Office)	✓ 3367085	GATEWAY BANK OF FLORIDA	1950 WEST INTERNATIONAL SPEEDWAY BLVD	DAYTONA BEACH	FL	32114	VOLUSIA