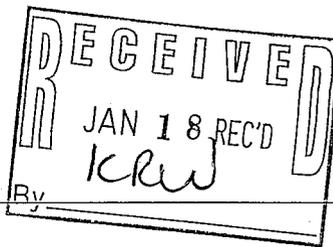


Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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, 2012

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 of Bank Holding Company Director and Official

01/15/2013

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

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."

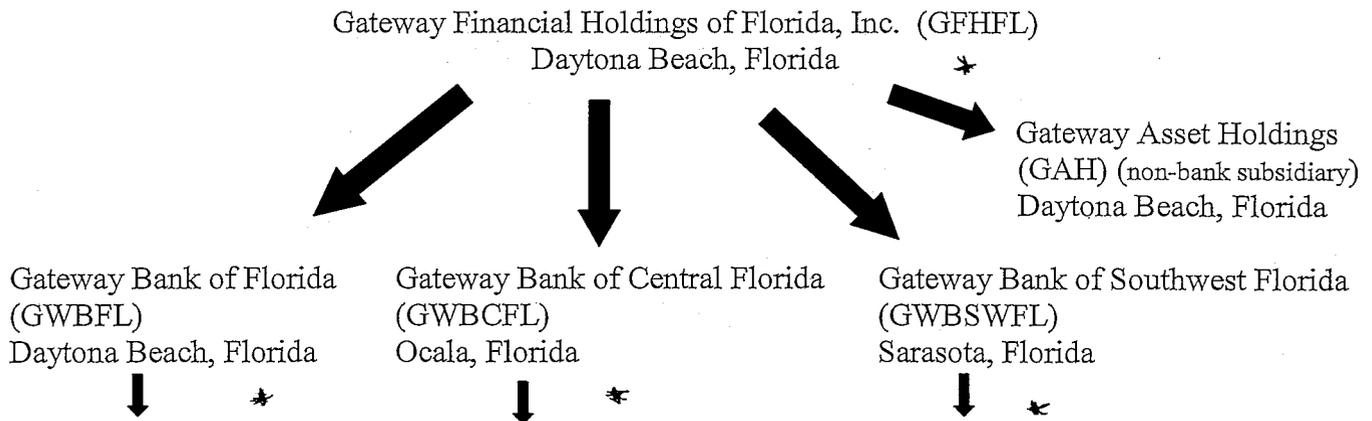
No

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

* All Entities are incorporated in Florida. SB.

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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 2012.

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	1.71% stock 0.63% options	N/A	None
Timothy Phillips Ormond Beach, FL	P & S Paving	Director	Director GWBFL	P & S Paving Owner	1.88% stock 0.53% options	N/A	50%
Charles S. Lichtigman Ormond Beach, FL	Real Estate Investor/ Manager	Director	Director GWBFL	Charles Wayne Properties Chairman/Owner	1.17% stock 0.57% 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	1.64% stock 0.60% options	N/A	26.6%
Robert Dale Ocala, FL	CPA Partner	Director	Chairman GWBCFL	Purvis, Gray and Company, CPA's Gainesville Area Chamber of Commerce Board Member Trinity United Methodist Church of Gainesville Finance Committee Chairman	0.15% stock 0.24% options	N/A	7.8% 0% 0%
Tom D. Ingram Ocala, FL	Bank Executive Officer CEO	Director	CEO, Director GWBCFL	441 Land Trust Managing Partner	0.69% stock 0.76% 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	0.18% stock 0.76% 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	1.16% stock 0.43% options	N/A	None
Shaun P. Merriman Sarasota, FL	Bank Executive Officer President & CEO	Director	President, CEO, Director GWBSWFL	None	0.61% stock 0.76% options	N/A	None
Charles Bartlett Sarasota, FL	Senior Partner	Director	Director GWBSWFL	Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.	0.52% stock 0.55% options	N/A	5.88%