

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, 2013

Month / Day / Year

I, **Malcolm R. Godwin**

Reporter's Name, Street, and Mailing Address

Georgia Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Executive Vice President & Director

100 Westpark Drive

Title of the Holding Company Director and Official

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

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.

Peachtree City **GA** **30269**
City State Zip Code

Physical location (if different from mailing address)

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:

C. Lynn Gable **Senior VP & CFO**

Name Title

770-632-5609

Area Code / Phone Number / Extension

770-632-5604

Area Code / FAX Number

clgable@bankofgeorgia.com

E-mail Address

www.bankofgeorgia.com

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

Signature of Holding Company Director and Official

04/18/2014

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 **319339**

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 Holding Companies

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

<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>
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Georgia Bancshares, Inc.
100 Westpark Drive
Peachtree City, GA 30269 (USA)
Fiscal Year Ending December 31, 2013

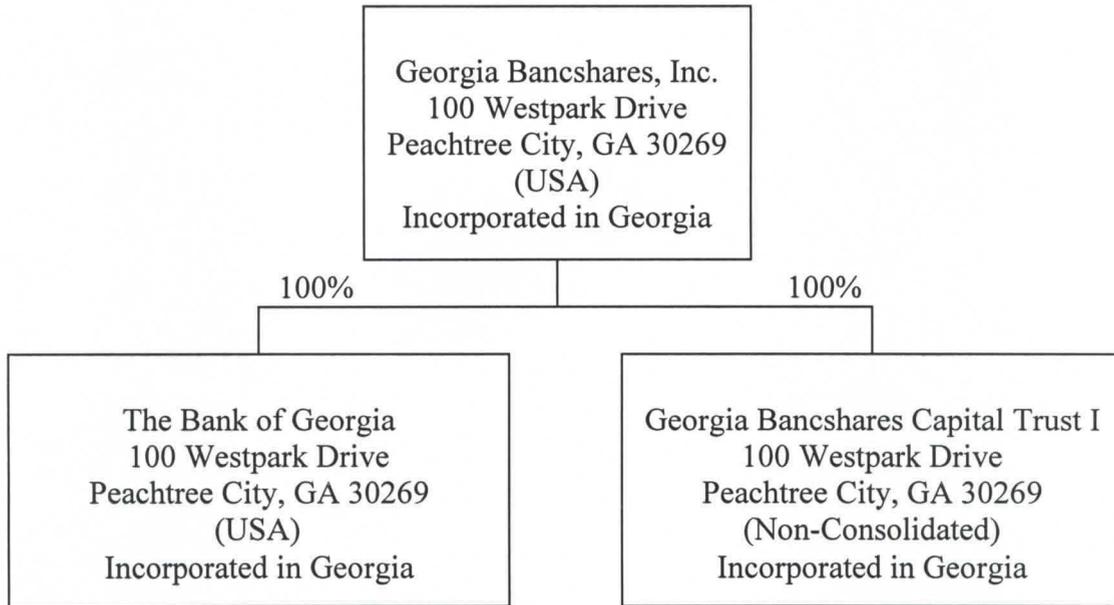
Report Item

1: Georgia Bancshares, Inc. is no longer registered with the Securities and Exchange Commission. An annual report for 2013 is not available on the submission date, but will be forwarded to the Federal Reserve Bank in Atlanta as soon as it is made available to our shareholders.

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Georgia Bancshares, Inc.
100 Westpark Drive
Peachtree City, GA 30269 (USA)
Fiscal Year Ending December 31, 2013

Report Item 2a: Organization Chart



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Georgia Bancshares, Inc.
100 Westpark Drive
Peachtree City, GA 30269 (USA)
Fiscal Year Ending December 31, 2013

Report Item 2b: Domestic Branch Listing

- 1) Main Office – The Bank of Georgia
100 Westpark Drive
Peachtree City (Fayette), GA 30269
Opened: 02/18/2000
Full Service Branch
- 2) Fairburn Branch
8410 Senoia Road
Fairburn (Fulton), GA 30213
Opened: 11/01/2004
Full Service Branch
- 3) Old Norton Branch
1170 Highway 54 West
Fayetteville (Fayette), GA 30214
Opened: 09/05/2006
Full Service Branch
- 4) Newnan Branch
471 U.S. Highway 29
Newnan (Coweta), GA 30265
Opened: 11/18/2002
Full Service Branch
- 5) Summit Branch
10 Baynard Park
Newnan (Coweta), GA 30265
Opened: 10/01/2007
Full Service Branch
- 6) Sharpsburg Branch
1790 Highway 154
Sharpsburg (Coweta), GA 30277
Opened: 04/09/2004
Full Service Branch
- 7) Tyrone Branch
1005 Tyrone Road
Tyrone (Fayette), GA 30290
Opened: 08/26/2003
Full Service Branch

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Georgia Bancshares, Inc.
100 Westpark Drive
Peachtree City, GA 30269 (USA)
Fiscal Year Ending December 31, 2013

Report Item 3: Shareholders
(1a),(1b),(1c),(2a),(2b),(2c)

Current Shareholders with ownership, control or holding 5% or more with power to vote as of 12/31/13

(1a) Name & address City, State, Country	(1b) Country of Citizenship or Incorporation	(1c) Number & Percentage of each class of voting Securities
Arlie C. Aukerman & Frances W. Aukerman JT TEN Lovejoy, GA	USA	265,133 – 7.80% Common stock
Rick A. Duncan Atlanta, GA	USA	171,393 - 5.04% Common stock 35,000 – 1.03% Options common stock
Malcolm R. Godwin Peachtree City, GA	USA	197,404 - 5.81% Common stock 35,000 – 1.03% Options common stock
Thomas G. Sellmer Peachtree City, GA	USA	199,436 – 5.87% Common stock

Current Shareholders not listed in 3(1a) through 3 (1c) that had ownership, control or holding 5% or more with power to vote during the fiscal year ending 12/31/13

(1a)	(1b)	(1c)
Name & address City, State, Country	Country of Citizenship or Incorporation	Number & Percentage of each class of voting Securities

None

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Georgia Bancshares, Inc.
100 Westpark Drive
Peachtree City, GA 30269 (USA)
Fiscal Year Ending December 31, 2013

Report Item 4: Directors and Officers – Page 1

(1),(2),(3,a,b,c) & (4,a,b,c)

(1) Name & address (City, State, Country)	(2) Principal Occupation if other than with BHC	(3)(a) Title & Position with BHC	(3)(b) Title & Position with Subsidiaries (including name of Subsidiaries)	(3)(c) Title & Position with Other Businesses (Including names of other businesses)	(4)(a) Percentage of Voting shares in BHC	(4)(b) Percentage of Voting shares in Subsidiaries	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and % of voting securities held)
Rick A. Duncan Atlanta, GA USA	N/A	Director, Executive Vice President	Director, Executive Vice President The Bank of Georgia	N/A	5.04%	0.0%	MRT Westpark LLC – 26.7% Old Campbell LLC – 25% Volatile Ventures LLC – 26.25%
C. Lynn Gable Fayetteville, GA USA	N/A	Senior Vice President, Chief Financial Officer	Senior Vice President Chief Financial Officer The Bank of Georgia	N/A	1.63%	0.0%	None
Malcolm R. Godwin Peachtree City, GA USA	N/A	Director, Executive Vice President	Director, Executive Vice President The Bank of Georgia	N/A	5.81%	0.0%	Brandywine Partners LLC – 33.33% Sandy Creek Village LLC – 33.33% Howell Park Associates LLC – 50% Tilwin Properties, Inc. – 100% Old Campbell LLC – 25% HMT Sycamore Grove LLC - 33.33%
W. Robert Hancock, Jr. Newnan, GA USA	Partner Law Firm	Director	Director The Bank of Georgia	Partner in Law Firm Glover & Davis, P.A. Partner in F & H Inv. Co	0.85%	0.0%	F & H Investment Co – 50% W R Hancock, Inc. – 100%
James D. Kitchens Griffin, GA USA	N/A	Senior Vice President	Senior Vice President Chief Credit Officer The Bank of Georgia	N/A	0.00%	0.0%	None

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Georgia Bancshares, Inc.
 100 Westpark Drive
 Peachtree City, GA 30269 (USA)
 Fiscal Year Ending December 31, 2013

Report Item 4: Directors and Officers – Page 2

(1),(2),(3,a,b,c) & (4,a,b,c)

(1) Name & address (City, State, Country)	(2) Principal Occupation if other than with BHC	(3)(a) Title & Position with BHC	(3)(b) Title & Position with Subsidiaries (including name of Subsidiaries)	(3)(c) Title & Position with Other Businesses (Including names of other businesses)	(4)(a) Percentage of Voting shares in BHC	(4)(b) Percentage of Voting shares in Subsidiaries	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and % of voting securities held)
Charles R. Ogletree. Peachtree City, GA USA	Construction	Director, Chairman	Director The Bank of Georgia	President of South-Tree Enterprises, Inc.	1.05%	0.0%	Joco Construction LLC – 50% Champion Millworks LLC – 35% South-Tree Enterprises, Inc. – 100% Parkside Management Group – 50% Commerce Real Estate Holdings – 50% Parkside Development Group – 33% ST Interiors – 100%
Vincent M. Rossetti Peachtree City, GA USA	Real Estate	Director, Secretary	Director, Secretary The Bank of Georgia	President of Ravin Homes, Inc., Manager MiRome, LLC	3.78%	0.0%	Ravin Homes, Inc. 75% MiRome, LLC 51% JetLimo LLC – 50% JeffAir LLC – 50% Rossetti Family Enterprises – 40% Guthrie Ravin – 50% ScottAir LLC – 50%
Donnie H. Russell Peachtree City, GA USA	Retired Owner Manufactured Home Sales Co.	Director	Director The Bank of Georgia	Owner and President of Parham Industries, Inc.	2.94%	0.0%	Parham Industries, Inc. 100% Grove Park Commons LLC - 25% Russell Mobile Investments LLC – 100% Villages of Liberty Hills LLC – 33.33%

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Georgia Bancshares, Inc.
 100 Westpark Drive
 Peachtree City, GA 30269 (USA)
 Fiscal Year Ending December 31, 2013

Report Item 4: Directors and Officers – Page 3

(1),(2),(3,a,b,c) & (4,a,b,c)

(1) Name & address (City, State, Country)	(2) Principal Occupation if other than with BHC	(3)(a) Title & Position with BHC	(3)(b) Title & Position with Subsidiaries (including name of Subsidiaries)	(3)(c) Title & Position with Other Businesses (Including names of other businesses)	(4)(a) Percentage of Voting shares in BHC	(4)(b) Percentage of Voting shares in Subsidiaries	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and % of voting securities held)
Thomas G. Sellmer Peachtree City, GA USA	Real Estate Management & Investment	Director	Director The Bank of Georgia	Owner of Sellmer Property Management.	5.87%	0.0%	Sellmer Property Management – 100% Brandywine Partners LLC – 33.3% Howell Park Associates LLC – 50% HMT Sycamore Grove LLC – 33.33% Burco Ventures, LLC - 33% MRT Westpark, LLC – 25% Old Campbell, LLC – 25%
Eric K. Smith Newnan, GA USA	N/A	Senior Vice President	Senior Vice President The Bank of Georgia	N/A	0.47%	0.0%	None
Jack R. Smith Fayetteville, GA USA	CPA	Director	Director The Bank of Georgia	Chairman, CEO and CFO of Smith, Conley and Associates, PC	0.91%	0.0%	Smith, Conley and Associates, PC – 50% Brandywine Partners LLC – 33.33%