

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2014
Page 1 of 2

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, 2011
Month / Day / Year

I, Malcolm R. Godwin
Name of the Bank Holding Company Director and Official
Interim President & Director
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Georgia Bancshares, Inc.
Legal Title of Bank Holding Company
100 Westpark Drive
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Peachtree City GA 30269
City State Zip Code

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.

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

[Signature]
Signature of Bank Holding Company Director and Official
03/23/2012
Date of Signature

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

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

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 Federal Reserve Bank Use Only
RSSD ID 3019339
C.I. _____

Form FR Y-6

Georgia Bancshares, Inc.
100 Westpark Drive
Peachtree City, GA 30269 (USA)
Fiscal Year Ending December 31, 2011

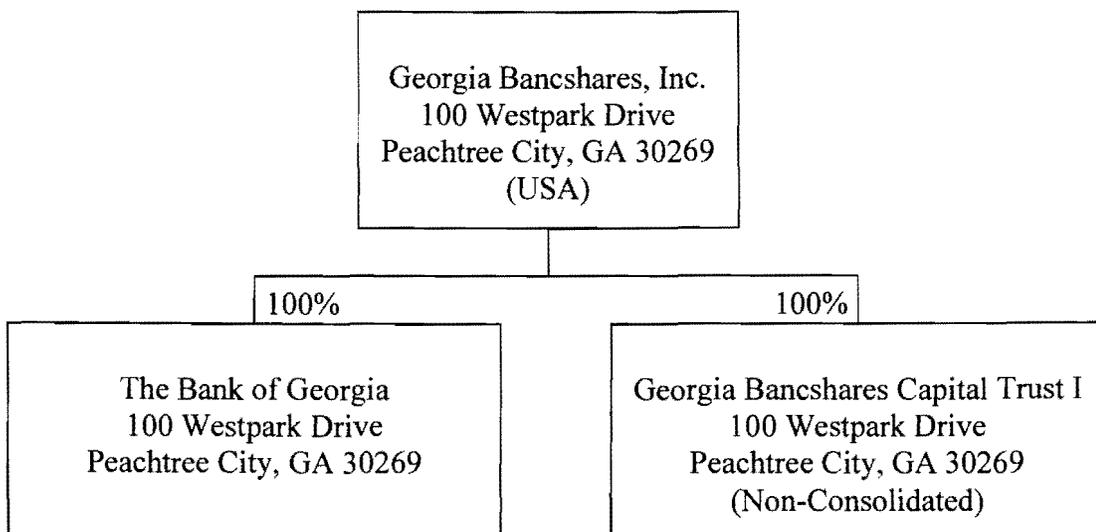
Report Item

1: Georgia Bancshares, Inc. is no longer registered with the Securities and Exchange Commission. An annual report for 2011 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.

Form FR Y-6

Georgia Bancshares, Inc.
100 Westpark Drive
Peachtree City, GA 30269 (USA)
Fiscal Year Ending December 31, 2011

Report Item 2a: Organization Chart



Form FR Y-6

Georgia Bancshares, Inc.
100 Westpark Drive
Peachtree City, GA 30269 (USA)
Fiscal Year Ending December 31, 2011

Report Item 2b: Domestic Branch Listing

- 1) Main Office – The Bank of Georgia
100 Westpark Drive
Peachtree City, GA 30269
- 2) Fairburn Branch
8410 Senoia Road
Fairburn, GA 30213
- 3) Old Norton Branch
1170 Highway 54 West
Fayetteville, GA 30214
- 4) Newnan Branch
471 U.S. Highway 29
Newnan, GA 30265
- 5) Summit Branch
10 Baynard Park
Newnan, GA 30265
- 6) Sharpsburg Branch
1790 Highway 154
Sharpsburg, GA 30277
- 7) Tyrone Branch
1005 Tyrone Road
Tyrone, GA 30290

Form FR Y-6

Georgia Bancshares, Inc.
100 Westpark Drive
Peachtree City, GA 30269 (USA)
Fiscal Year Ending December 31, 2011

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 12/31/11

(1a) Name & address City, State, Country	(1b) Country of Citizenship or Incorporation	(1c) Number & Percentage of each class of voting Securities
Rick A. Duncan Atlanta, GA	USA	171,393 - 5.04% Common stock 71,000 - 2.05% Options common stock
Malcolm R. Godwin Peachtree City, GA	USA	197,404 - 5.81% Common stock 71,000 - 2.05% Options common stock
Thomas G. Sellmer Peachtree City, GA	USA	215,037 - 6.33% 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 12/31/11

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

None

Form FR Y-6

Georgia Bancshares, Inc.
100 Westpark Drive
Peachtree City, GA 30269 (USA)
Fiscal Year Ending December 31, 2011

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%	North Village LLC – 25% JMRT Associates LLC – 25% MRT Associates LLC – 26% Olde Campbell LLC – 25% Volatile Ventures LLC – 26%
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 Ventures LLC – 25% Howell Park Associates LLC – 50% JMRT Associates LLC – 25% Tilwin Properties, Inc. – 100% North Village LLC – 25% Volatile Ventures LLC – 50% HMT Sycamore Grove LLC - 33.33% MRT Associates LLC – 26%
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

Form FR Y-6

Georgia Bancshares, Inc.
 100 Westpark Drive
 Peachtree City, GA 30269 (USA)
 Fiscal Year Ending December 31, 2011

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%
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. 100% MiRome, LLC 51% JetLimo LLC – 50% JeffAir LLC – 50% Rossetti Family Enterprises – 40% Guthrie Ravin – 33.33% ScottAir LLC – 33.33%
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%

Form FR Y-6

Georgia Bancshares, Inc.
 100 Westpark Drive
 Peachtree City, GA 30269 (USA)
 Fiscal Year Ending December 31, 2011

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.	6.33%	0.0%	Sellmer Property Management – 100% Brandywine Partners LLC – 33.3% North Village LLC – 25% Howell Park Associates LLC – 50% JMRT Associates LLC – 25% HMT Sycamore Grove LLC – 33.33% Burco Ventures, LLC - 33% Green Tea Partners, LLC – 25% HSS Properties, LLC – 25%
Ira P. Shepherd, III Newnan, GA USA	N/A	Director, President and Chief Executive Officer	Director, President and Chief Executive Officer The Bank of Georgia	N/A	2.08%	0.0%	None
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%