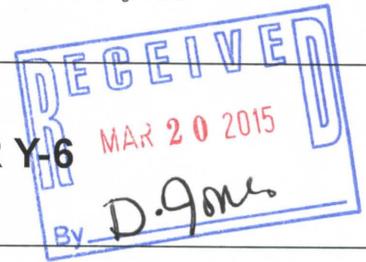


Board of Governors of the Federal Reserve System



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.

I, Mark W. Tipton
 Name of the Holding Company Director and Official
Chairman and 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]
 Signature of Holding Company Director and Official
3-9-15
 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 3165311
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014

Month / Day / Year
 N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
Georgia Commerce Bancshares, Inc.

Legal Title of Holding Company
3625 Cumberland Blvd., Building Two

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

Atlanta GA 30339
 City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Deborah Evans SVP, Corporate Secretary

Name Title
678-631-1265

Area Code / Phone Number / Extension
678-631-3646

Area Code / FAX Number
deborah.evans@gacommercebank.com

E-mail Address
www.gacommercebank.com

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

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.

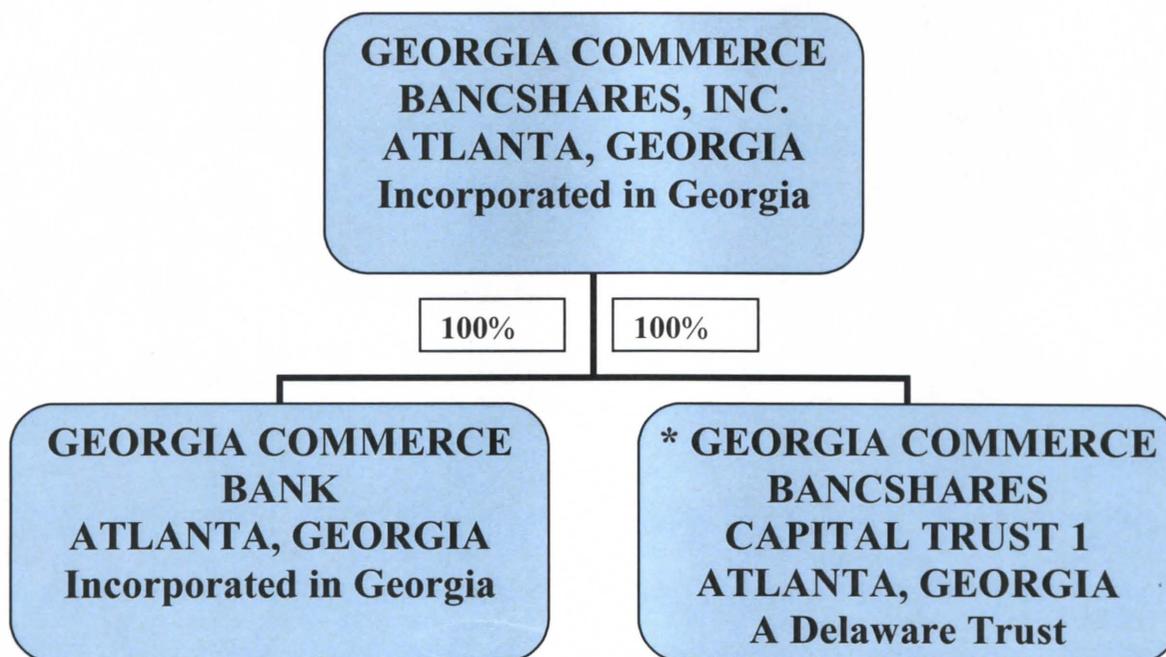
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from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

**GEORGIA COMMERCE BANCSHARES, INC.
ATLANTA, GEORGIA
YEAR ENDING DECEMBER 31, 2014**

Report Item:

- 1. The bank holding company is not registered with the SEC and does not prepare an annual report for its securities holders.**

2a. Organizational Chart



*** Statutory Business Trust used to issue Trust Preferred Securities.**

- 2b. Domestic branch listing provided to the Federal Reserve Bank via email on 2/13/2015.**

Results: A list of branches for your depository institution: GEORGIA COMMERCE BANK (ID_RSSD: 3165320).
 This depository institution is held by GEORGIA COMMERCE BANCSHARES, INC. (3165311) of ATLANTA, GA.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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
OK		Full Service (Head Office)	3165320	GEORGIA COMMERCE BANK	3625 CUMBERLAND BOULEVARD S.E., BUILDING 2	ATLANTA	GA	30339	COBB	UNITED STATES	364748	0	GEORGIA COMMERCE BANK	3165320	
OK		Full Service	3742888	ACWORTH BRANCH	3590 COBB PKWY, NW	ACWORTH	GA	30101	COBB	UNITED STATES	480309	5	GEORGIA COMMERCE BANK	3165320	
OK		Full Service	3816033	BROOKHAVEN BRANCH	2221 JOHNSON FERRY ROAD	ATLANTA	GA	30319	DEKALB	UNITED STATES	Not Required	Not Required	GEORGIA COMMERCE BANK	3165320	
OK		Full Service	4221933	BUCKHEAD BRANCH	2970 PEACHTREE ROAD NW, SUITE 100	ATLANTA	GA	30305	FULTON	UNITED STATES	514310	2	GEORGIA COMMERCE BANK	3165320	
OK		Full Service	3625132	CENTURY CENTER BRANCH	2987 CLAIRMONT ROAD NE, SUITE 150	ATLANTA	GA	30329	DEKALB	UNITED STATES	Not Required	Not Required	GEORGIA COMMERCE BANK	3165320	
OK		Full Service	4320386	JOHNS CREEK BRANCH	2555 PEACHTREE PARKWAY	CUMMING	GA	30041	FORSYTH	UNITED STATES	Not Required	Not Required	GEORGIA COMMERCE BANK	3165320	
OK		Full Service	3650750	MARIETTA BRANCH	709 CANTON ROAD, SUITE 100	MARIETTA	GA	30060	COBB	UNITED STATES	469464	1	GEORGIA COMMERCE BANK	3165320	
OK		Full Service	4437284	PEACHTREE CORNERS BRANCH	200 SCIENTIFIC DRIVE	NORCROSS	GA	30092	GWINNETT	UNITED STATES	535564	6	GEORGIA COMMERCE BANK	3165320	
OK		Full Service	4320359	WOODSTOCK BRANCH	100 SPRINGFIELD DRIVE	WOODSTOCK	GA	30188	CHEROKEE	UNITED STATES	Not Required	Not Required	GEORGIA COMMERCE BANK	3165320	

Form FR Y- 6
GEORGIA COMMERCE BANCSHARES, INC.
ATLANTA, GEORGIA
Fiscal Year Ending December 31, 2014

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2014			Shareholders 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 12/31/2014		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Banc Funds, L.P. (Invested in two separate funds)	USA	292,682 - 6% Common Stock	None		
Bridge Equities III, LLC	USA	341,470 - 7% Common Stock			

Form FR Y-6
GEORGIA COMMERCE BANCSHARES, INC.
ATLANTA, GEORGIA
December 31, 2014

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names and percentage of voting securities are held)
Theodore J. Bruno Naples, FL	Retired Executive	Director	Director Georgia Commerce Bank	N/A	2%	None	N/A
Mark B. Chandler Atlanta, GA	Property Management Habersham Properties, Inc.	Director	Director Georgia Commerce Bank	President - Habersham Properties, Inc. President - Bailey- Johnson Heights, Inc.	1%	None	N/A
Rodney L. Hall Alpharetta, GA	N/A	Director & President	Director & President - Georgia Commerce Bank	N/A	3%	None	N/A
Harald R. Hansen Atlanta, GA	Retired Executive	Director	Director Georgia Commerce Bank	N/A	1%	None	N/A
H. C. Henry, Jr. Atlanta, GA	Retired Executive	Director	Director Georgia Commerce Bank	N/A	1%	None	N/A
Richard S. Novack Roswell, GA	Insurance Executive	Director	Director Georgia Commerce Bank	President and General Manager Mid-South Market - CIGNA	1%	None	N/A
Gregory S. Pope Atlanta, GA	Chief Operations Officer	Director	Director Georgia Commerce Bank	Chief Operations Officer Portfolio Manager Masters Capital Mgmt.	1%	None	Masters Capital Research 51% Ownership
Donal R. Ratigan Atlanta, GA	Retired Executive	Director	Director Georgia Commerce Bank	President, Clubhouse Gas	2%	None	N/A
Allan Siegel Alpharetta, GA	N/A	Chief Financial Officer	Chief Financial Officer Georgia Commerce Bank	N/A	0%	None	N/A
Mark W. Tipton Atlanta, GA	N/A	Director, Chairman & CEO	Director, Chairman & CEO Georgia Commerce Bank	N/A	4%	None	N/A

Form FR Y-6
GEORGIA COMMERCE BANCSHARES, INC.
 ATLANTA, GEORGIA
 December 31, 2014

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities are held)
Anthony L. Wood, Jr. Sugar Hill, GA	President	Director (as of 1/1/14)	Director (as of 1/1/14) Georgia Commerce Bank	CEO A. L. Grading Contractors, Inc.	1%	None	A L Grading Contractors, Inc. 42% Ownership Brookhaven Investment Group (Member) 49% Ownership Wood Equipment LLC (Member) 50% Ownership