

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):  
12/31/2011  
Month / Day / Year

Mark W. Tipton  
Name of the Bank Holding Company Director and Official  
Chairman and CEO  
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
Georgia Commerce Bancshares, Inc.  
Legal Title of Bank Holding Company  
3625 Cumberland Blvd., Building Two  
(Mailing Address of the Bank Holding Company) Street / P.O. Box  
Atlanta GA 30339  
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:  
Deborah Evans Corporate Secretary  
Name Title  
678-631-1265  
Area Code / Phone Number / Extension  
678-631-3646  
Area Code / FAX Number  
deboraevans@gacommercebank.com  
E-mail Address  
www.gacommercebank.com  
Address (URL) for the Bank Holding Company's web page

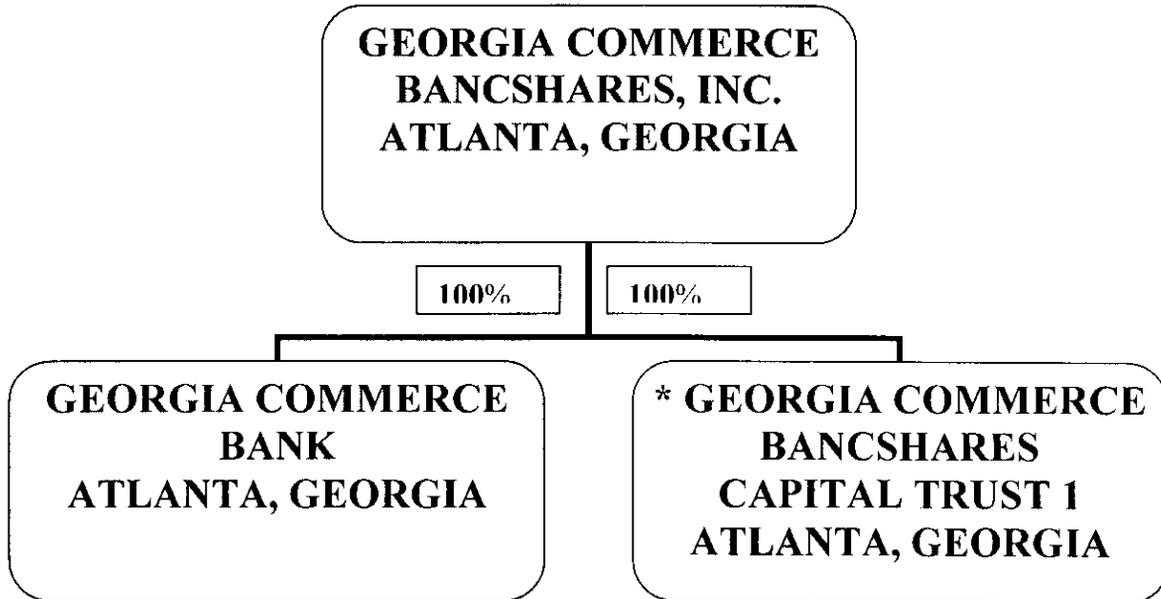
Mark W. Tipton  
Signature of Bank Holding Company Director and Official  
3/07/2012  
Date of Signature

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

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

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RSSD ID 3165311  
C.I. \_\_\_\_\_

**GEORGIA COMMERCE BANCSHARES, INC.  
ATLANTA, GEORGIA  
YEAR ENDING DECEMBER 31, 2011**



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

**FR Y-6 REPORT  
FYE 12/31/2011  
GEORGIA COMMERCE BANCSHARES, INC.  
ATLANTA, GEORGIA**

**Report Item 2b:** Submitted via email on February 8, 2012.

**Form FR Y- 6**  
**GEORGIA COMMERCE BANCSHARES, INC.**  
**ATLANTA, GEORGIA**  
 Fiscal Year Ending December 31, 2011

**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 12-31-2011			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 12/31/2011		
(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
✓ Mark W. Tipton Atlanta, Georgia	USA	60,000 - 1.91% Common Stock 105,000 - 3.34% Warranta/Options on Common Stock	None		

Form FR Y-6  
**GEORGIA COMMERCE BANCSHARES, INC.**  
 ATLANTA, GEORGIA  
 December 31, 2011

**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)
✓ Theodore J. Bruno Atlanta, GA	Retired Executive	Director	Director Georgia Commerce Bank	Chief Executive Officer Progressive Wire and Cable	3.34% ↓	None	Progressive Wire and Cable 75% of voting stock
✓ Mark B. Chandler Atlanta, GA	Property Management Habersham Properties, Inc.	Director	Director Georgia Commerce Bank	President - Habersham Properties, Inc. President - Bailey- Johnson Heights, Inc.	2.33% ↕	None	N/A
✓ Rodney L. Hall Alpharetta, GA	N/A	Director & President	Director & President - Georgia Commerce Bank	N/A	3.77% ↓	None	N/A
Harald R. Hansen Atlanta, GA	Retired Executive	Director	Director Georgia Commerce Bank	N/A	1.75%	None	N/A
H. C. Henry, Jr. Woodstock, GA	Retired Executive	Director	Director Georgia Commerce Bank	N/A	2.07%	None	N/A
Richard S. Novack Roswell, GA	Insurance Executive	Director	Director Georgia Commerce Bank	President and General Manager Mid-South Market - CIGNA	2.07%	None	N/A
Gregory S. Pope Atlanta, GA	Chief Operations Officer	Director	Director Georgia Commerce Bank	Chief Operations Officer Portfolio Manager Masters Capital Mgmt.	0.95%	None	Masters Capital Research 51% Ownership
Donal R. Ratigan Atlanta, GA	Retired Executive	Director	Director Georgia Commerce Bank	President, Clubhouse Gas	3.52%	None	N/A
Allan Siegel Alpharetta, GA	N/A	Chief Financial Officer	Chief Financial Officer Georgia Commerce Bank	N/A	0.49%	None	N/A
Mark W. Tipton Atlanta, GA	N/A	Director, Chairman & CEO	Director, Chairman & CEO Georgia Commerce Bank	N/A	5.25%	None	N/A

All shares diluted.

Form FR Y-6  
**GEORGIA COMMERCE BANCSHARES, INC.**  
 ATLANTA, GEORGIA  
 December 31, 2010

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)
✓ Theodore J. Bruno Atlanta, GA	Retired Executive	Director	Director Georgia Commerce Bank	Chief Executive Officer Progressive Wire and Cable	3.89%	None	Progressive Wire and Cable 75% of voting stock
✓ Mark B. Chandler Atlanta, GA	Property Management Habersham Properties, Inc.	Director	Director Georgia Commerce Bank	President - Habersham Properties, Inc. President - Bailey- Johnson Heights, Inc.	2.42%	None	N/A
✓ Rodney L. Hall Alpharetta, GA	N/A	Director & President	Director & President - Georgia Commerce Bank	N/A	4.26%	None	N/A
✓ Harald R. Hansen Atlanta, GA	Retired Executive	Director	Director Georgia Commerce Bank	N/A	1.99%	None	N/A
✓ H. C. Henry, Jr. Woodstock, GA	Retired Executive	Director	Director Georgia Commerce Bank	N/A	2.37%	None	N/A
✓ Richard S. Novack Roswell, GA	Insurance Executive	Director	Director Georgia Commerce Bank	President and General Manager Mid-South Group - CIGNA	2.37%	None	N/A
✓ Donal R. Ratigan Atlanta, GA	Retired Executive	Director	Director Georgia Commerce Bank	President, Clubhouse Gas	4.10%	None	N/A
✓ Mark W. Tipton Atlanta, GA	N/A	Director, Chairman & CEO	Director, Chairman & CEO Georgia Commerce Bank	N/A	5.97%	None	N/A

Results: A list of branches for your BHC: **GEORGIA COMMERCE BANCSHARES, INC. (3165311)** of ATLANTA, GA.  
 The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

**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

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	Head Office ID	Comments
CHANGE	12/31/2011	Full Service (Head Office)	3165320	CUMBERLAND BRANCH	3625 CUMBERLAND BOULEVARD S.E., BUILDING 2	ATLANTA	GA	30339	COBB	3165320	
CHANGE	9/2/2011	Full Service	3742888	ACWORTH BRANCH	3590 COBB PKWY, NW	ACWORTH	GA	30101	COBB	3165320	
CHANGE	4/15/2011	Full Service	4221933	BUCKHEAD BRANCH	2970 PEACHTREE ROAD NW, SUITE 100	ATLANTA	GA	30305	FULTON	3165320	
CHANGE	9/2/2011	Full Service	4320386	CUMMING BRANCH	2555 PEACHTREE PARKWAY	CUMMING	GA	30041	FORSYTH	3165320	
CHANGE	12/31/2011	Full Service	3650750	MARIETTA BRANCH	709 CANTON ROAD, SUITE 100	MARIETTA	GA	30060	COBB	3165320	
CHANGE	9/2/2011	Full Service	4320359	WOODSTOCK BRANCH	100 SPRINGFIELD DRIVE	WOODSTOCK	GA	30188	CHEROKEE	3165320	