

revised

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

origin received
3/25/13

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, 2012

Month / Day / Year

I, John E. Tranter

Reporter's Name, Street, and Mailing Address

Gulfstream Bancshares, Inc.

Name of the Holding Company Director and Official

President / CEO

Legal Title of Holding Company

2400 SE Monterey Road, Suite 100

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.

Stuart

FL

34996

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Kelli Fowler

VP/Controller

Name

Title

772-426-8146

Area Code / Phone Number / Extension

772-426-8190

Area Code / FAX Number

kfowler@gsbb.com

E-mail Address

www.gsbb.com

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

Signature of Holding Company Director and Official

3/19/13

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

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

revised

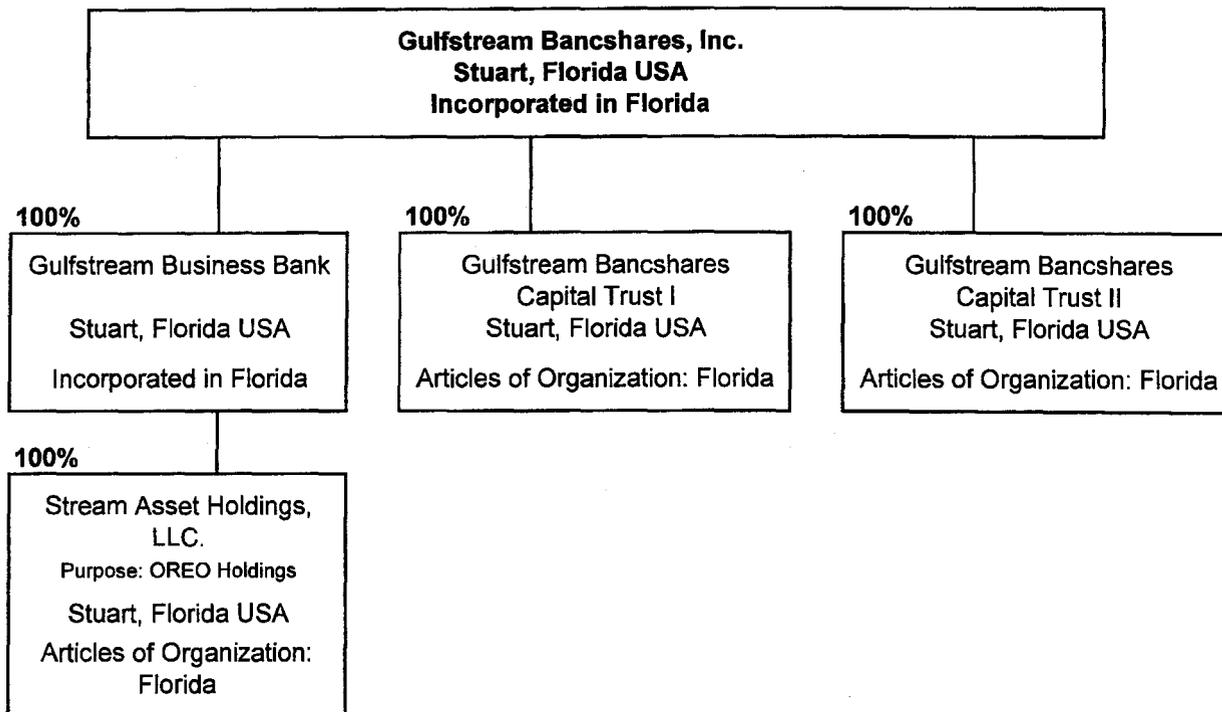
Form FR Y-6

Gulfstream Bancshares, Inc.
Stuart, Florida
Fiscal Year Ending December 31, 2012

Report Item

1. Gulfstream Bancshares Inc. does prepare an annual report for its shareholders. Enclosed are two copies of the annual report.

2.a. Organizational Chart



Form FR Y-6

Gulfstream Bancshares Inc.
Stuart, Florida
Fiscal Year Ending December 31, 2012

Report Item

2.b. Domestic Branch Listing

Popular Name	Effective Date	Street Address	City	County	State	Country	Zip	Branch Type
Gulfstream Business Bank	5/1/1999	2400 SE Monterey Road Ste 100	Stuart	Martin	FL	USA	34996	Full Service
Delray Beach Office	1/27/2003	909 SE Fifth Avenue	Delray Beach	Palm Beach	FL	USA	33483	Full Service
St Lucie Office	8/7/2006	9815 S US Hwy 1	Port St Lucie	St Lucie	FL	USA	34952	Full Service
North Palm Office	9/24/2007	250 S Central Blvd #106	Jupiter	Palm Beach	FL	USA	33458	Full Service

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 Gulfstream Bancshares, Inc.
 Fiscal Year Ending December 31, 2012

Report Item 3: Securities Holders

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2012			Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2012		
(1) Names & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Names & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
John E Tranter Stuart, FL 34996	USA	123,911 - 7.93% of Common Stock 43,267 - 2.69% Options on Common Stock	None		

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Gulfstream Bancshares Inc.
Fiscal Year Ending December 31, 2012

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 held)
John E Tranter Stuart, FL 34996	N/A	Vice Chairman/ President & CEO	Director / President & CEO - Gulfstream Business Bank	None	7.93%	None	N/A
J. Michael Callaway Boynton Beach, FL 33436	President	Director	Director - Gulfstream Business Bank	President/Partner - Weekes & Callaway, Inc.	2.36%	None	N/A
Michael Ciferri Stuart, FL 34997	President	Chairman	Director - Gulfstream Business Bank	President - Texas Tarp Liner President - Ciferri Management President - John Donovan Ent FL President - John Donovan Ent MI President - John Donovan Ent GA Trustee - Ciferri Family Foundation	4.34%	None	Texas Tarp Liner - 100% Ciferri Management - 96%
Gene Goldin Palm City, FL 34990	CPA / Partner	Director	Director - Gulfstream Business Bank	President Roegiers, Goldin, Chappel, Nall & Assoc Partner - Commerce Enterprises, LLC Sec / Treasurer - Strategic Wealth Management Group, Inc.	0.90%	None	Roegiers, Goldin, Chappel, Nall & Assoc. - 30% Commerce Enterprises - 50% Strategic Wealth Mgmt Group, Inc. - 30%
Robert Kramer Stuart, FL 34996	Attorney/Partner	Director	Director - Chairman Gulfstream Business Bank	Attorney/Partner - Kramer, Sopko & Levenstein	1.76%	None	Kramer, Sopko & Levenstein - 33% Granite Point LLC - 50%
Thomas Lucido Stuart, FL 34994	President	Director	Director - Gulfstream Business Bank	Partner/President - Lucido & Assoc. President - Thomas Lucido & Assoc Inc	1.72%	None	Lucido & Associates - 86% Thomas Lucido & Associates - 100% Lucido Investments - 100%
James Mondello Palm City, FL 34990	Retired Banking Executive	Director	Director - Vice Chairman Gulfstream Business Bank	None	0.65%	None	N/A
Douglas Porter Jupiter, FL 33458	President	Director	Director - Gulfstream Business Bank	President Praxair Distribution SE	2.88%	None	William B. Porter Group - 33% Village Center - 33% Groves Medical - 33%
Daniel Richey Winter Beach, FL 32971	President / CEO	Director	Director - Gulfstream Business Bank	President / CEO Riverfront Groves	0.49%	None	N/A

Form FR Y-6
 Gulfstream Bancshares Inc.
 Fiscal Year Ending December 31, 2012

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Brian Avril Jensen Beach, FL 34957	N/A	EVP	EVP - Gulfstream Business Bank	None	0.01%	None	N/A
Leo Bondi Port St. Lucie, FL 34984	N/A	SVP	SVP - Gulfstream Business Bank	None	0.27%	None	N/A
George Haley Jensen Beach, FL 34957	N/A	EVP	EVP - Gulfstream Business Bank	None	1.05%	None	N/A
Jocelyn Lane Delray Beach, FL 33483	N/A	EVP	EVP - Gulfstream Business Bank	None	0.29%	None	N/A
Tammy Roncaglione Port St. Lucie, FL 34983	N/A	SVP	SVP - Gulfstream Business Bank	None	0.11%	None	N/A
Roy Warren Jensen Beach, FL 34957	N/A	EVP	EVP Gulfstream Business Bank	None	0.81%	None	N/A