Board of Governors of the Federal Reserve System

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By DJones

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, Gregory C. Wilkes
Name of the Holding Company Director and Official

Director 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.

Greg Wilke
Signature of Holding Company Director and Official

03/31/2016
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 3347274
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015
Month / Day / Year

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

Reporter's Name, Street, and Mailing Address
Heritage First Bancshares, Inc.
Legal Title of Holding Company

P.O. Box 5184
(Mailing Address of the Holding Company) Street / P.O. Box

Rome	GA	30162
City	State	Zip Code

501 Broad Street, Rome, GA 30161
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Chuck Thornton	CFO
Name	Title

706-378-3980
Area Code / Phone Number / Extension

706-291-9346
Area Code / FAX Number

CThornton@heritagefirstbank.com
E-mail Address

heritagefirstbank.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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

REVISED 6/6/16

Form FR Y-6

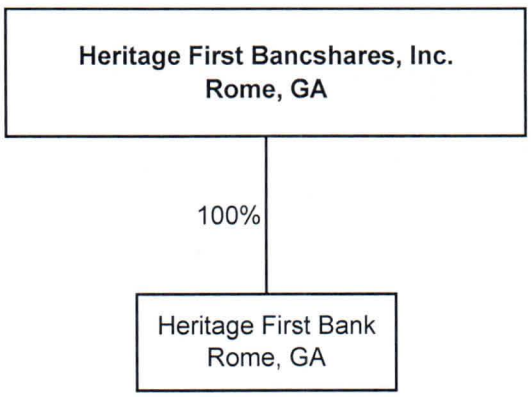
Heritage First Bancshares, Inc.
Rome, Georgia
Fiscal Year Ending December 31, 2015

Report Item

1: The bank holding company does not prepare an annual report for its shareholders.

2a: Organizational Chart

- No companies under Heritage First Bancshares, Inc. have an LEI to report.



All entities incorporated in Georgia.

Report Item 2b: Domestic Branch Listing

Branch Service Type	Popular Name	Street Address	City	State	Zip Code	County	Country
Full Service (Main Office)	BROAD STREET BRANCH	501 BROAD STREET	ROME	GA	30161	FLOYD	UNITED STATES
Full Service	ARMUCHEE BRANCH	2950 MARTHA BERRY BLVD NE	ROME	GA	30165	FLOYD	UNITED STATES
Full Service	WEST ROME BRANCH	2211 SHORTER AVENUE	ROME	GA	30165	FLOYD	UNITED STATES

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Heritage First Bancshares, Inc.
Fiscal Year Ending December 31, 2015

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

Current Shareholders with ownership, control or holding 5% or more with power to vote as of fiscal year ending 12-31-2015			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 12-31-2015		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
Andrew Heaner Atlanta, GA	USA	1,389,164 - 26.01% Common Stock			
Wayne Vick Rome, GA	USA	516,667 - 9.67% Common Stock	None to Report		
Kenneth Davis Rome, GA	USA	496,203 - 9.29% Common Stock			
Larry Martin Rome, GA	USA	358,075 - 6.70% Common Stock			

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Heritage First Bancshares, Inc.
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names & Addresses (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)
Helmut H. Cawthon Rome, GA / USA	N/A	Director	Director & Chairman Heritage First Bank	N/A	3.73%	0.00%	Shoney's of Rome D/B/A The Country Sportman - 100%
Dr Kenneth F. Davis Rome, GA / USA	Medical	Chairman	Director Heritage First Bank	Chairman Harbin Clinic	9.29%	0.00%	Lavender Mountain Hardware - 80%
Ryan P. Ernest Rome, GA / USA	N/A	Director	President & Director Heritage First Bank	N/A	0.21%	0.00%	None
Andrew C. Heaner Atlanta, GA / USA	Insurance	Director	N/A	CEO Allstar Financial Group	26.01%	0.00%	Allstar Financial Group - 100% Johnson & Bryan - 30% Hawkins & Rawlinson - 80% National Escrow, Inc. - 100% Allstar Properties LLC - 100% Allstar Properties I LLC - 100% Atlantic Intermediaries, LLC - 100% Sterling Premium Finance - 100% ACH Entertainment LLC - 99% ACH Crew LLC - 99% ACH Enterprises I LLC - 99% Allstar Motorcoach LLC - 99% Allstar Aviation I LLC - 99% Allstar Aviation LLC - 99% Prime Personal Lines - 100% Allstar Enterprises LLC - 99% Mountain Surety - 100% Allstar Farms LLC - 99% ACH Laundry LLC - 99% ACH Rental Properties LLC - 99% National Custom Inc. - 100% Recreation Insurance Specialist - 100% Surgical Development Partners - 25%
Clinton G. Hubbard Rome, GA / USA	Executive	Director	N/A	Director IOMAX, USA, Inc.	2.15%	0.00%	NRF Management, LLC - 100% Investira, LLC - 100% GA Management, LLC - 100% Hanger Leasing, LLC - 50%
Kimberly G. Mauer Rome, GA / USA	Medical	Director	Director Heritage First Bank	RN Redmond Medical Center	2.24%	0.00%	Cole, Gill & Cole - 38.5%

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Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names & Addresses (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)
Laura H. Mumber Rome, GA / USA	N/A	Director	Director Heritage First Bank	N/A	1.43%	0.00%	Many Streams Ranch, LLC - 100%
David M. Parker Rome, GA / USA	Telecommunications	Director	N/A	Owner Parker Systems, LLC	0.43%	0.00%	Parker Systems, LLC - 100% Parker Fibernet, LLC - 100% Parker Logistics, LLC - 100% Parker Response, LLC - 100% AVFN, LLC - 100% DKSL, Inc. - 100%
Charles W. Thornton Jr. Rome, GA / USA	N/A	CFO	CFO Heritage First Bank	N/A	0.00%	0.00%	None
Wayne E. Vick Rome, GA / USA	N/A	Director	Director Heritage First Bank	N/A	9.67%	0.00%	Southern Bracing Systems, Inc. - 51% Honeycomb Products, Inc. - 50% Southern Strapping Systems, Inc. - 50%
Thad W. Watters Sr. Rome, GA / USA	N/A	Director	Director Heritage First Bank	N/A	1.13%	0.00%	WTSD & Associates, LLC - 66% Watters Investment LLC - 25% 633C, LP - 25% Shannon Trees - 25% Earthprints, LLC - 100% Watters Development, LP - 25%
Gregory C. Wilkes Acworth, GA / USA	N/A	Director & CEO	Director & CEO Heritage First Bank	N/A	0.76%	0.00%	None