

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.

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

✓ **December 31, 2013**

Month / Day / Year

I, Andrew S. Bible

✓ Name of the Holding Company Director and Official

Secretary

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.

Reporter's Name, Street, and Mailing Address

Heartland Bancshares Inc

Legal Title of Holding Company

✓ 320 US Highway 27 N

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

Sebring

FL

33870

City

State

Zip Code

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:

Andrew Bible

Secretary

Name

Title

863-386-1300

✓ Area Code / Phone Number / Extension

863-386-0341

Area Code / FAX Number

abible@heartlandnb.com

E-mail Address

✓ Andrew Bible

Signature of Holding Company Director and Official

02/04/2014

Date of Signature

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

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 2500482

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

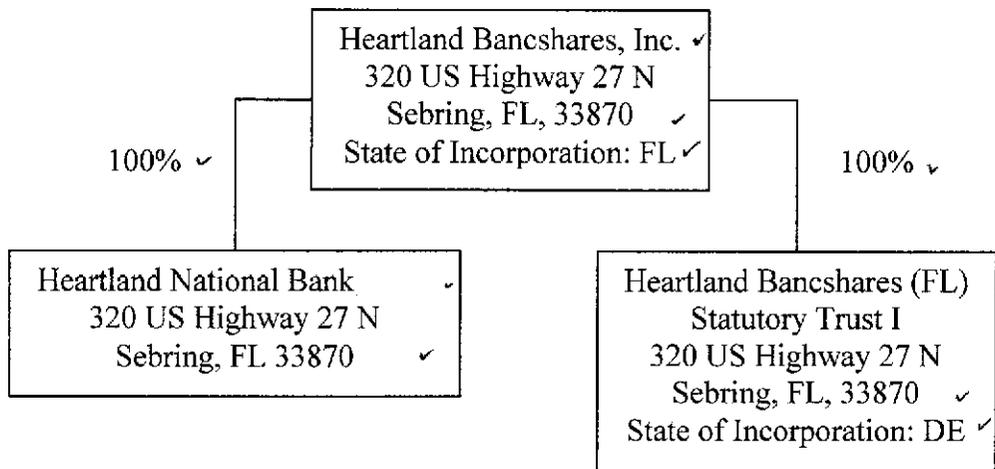
Form FR Y-6

Heartland Bancshares, Inc.  
Sebring, Florida  
Fiscal Year Ending December 31, 2013

Report Item:

- ✓ 1. The bank holding company prepares an annual report for its shareholders. This report is not completed at this time and will be forwarded under separate cover when completed.

2a. Organizational Chart



- 2b. Domestic branch listing submitted early via email on February 4, 2014.

RECEIVED

FEB 04 2014

Results: A list of branches for your holding company: HEARTLAND BANCSHARES, INC. (2800482) of SEBRING, FL. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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.

Table with 15 columns: Data, Effective Date, Branch Service Type, Branch ID\_RSSD\*, Popular Name, Street Address, City, State, Zip, County, Country, FDIC UNINUM\*, Office, Head Office, Head Office ID\_RSSD\*, Comments. It lists four branches of HEARTLAND NATIONAL BANK in SEBRING, FL.

**Form FR Y-6**

**Heartland Bancshares, Inc**

Fiscal Year Ending December 31, 2013

**Report Item 3: Shareholders  
(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 fiscal year ending 12-31-2013**

**Shareholders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013**

(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
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(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
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James C. Clinard Lake Placid, FL	USA	- 39,115 -- 5.96% Common Stock - 10,500 -- 1.60% Options on Common Stock
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None		
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**Form FR Y-6**  
**Heartland Bancshares, Inc**  
**Fiscal Year Ending December 31, 2013**

**Report Item 4: Insiders**  
**(1), (2), (3)(a)(b)(c), and (2)(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) 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)
✓ James Cinard Lake Placid, FL	N/A	✓ Director & President	✓ Director & President/CEO Heartland National Bank	None	5.96% ✓	N/A	N/A
✓ James B. Bellflower Sebring, FL	N/A	✓ Director	✓ Director & Executive VP/ Senior Lender Heartland National Bank	None	2.49% ✓	N/A	N/A
✓ Andrew S. Bible Sebring, FL	N/A	✓ Secretary & Treasurer	✓ Chief Financial Officer Heartland National Bank	✓ Vice President – Sebring Florist Inc. ✓ Managing Member -- Floral Investments of FL, LLC	0.52% ✓	N/A	Sebring Florist Inc (49%) ✓ Floral Investments (50%) ✓
✓ Hosmer L. Compton Lake Placid, FL	Realtor	Director	Director Heartland National Bank	Owner -- Compton Rental Properties President – H.L. Compton Co.	1.70% ✓	N/A	Compton Rental Properties (100%) H.L. Compton Co (100%)
✓ Roger D. Gurganus Avon Park, FL	Farmer/ Developer	Director	Director Heartland National Bank	Director – Twin Lakes Pointe, Inc Managing Member -- GGC Investments LLC Managing Member -- Southern Sisters LLC	1.90% ✓	N/A	Twin Lakes Pointe (33.33%) GGC Investments (33.33%)
✓ William R. Handley Sebring, FL	Builder	Director	Director Heartland National Bank	Director – Homes by Handley Inc	3.22% ✓	N/A	Homes by Handley (100%)
✓ Bert J. Harris III Lake Placid, FL	Attorney	Director	Director Heartland National Bank	Partner -- Swaine and Harris, P.A.	2.42% ✓	N/A	Swaine, Harris (50.00%)
✓ Issac G. Nagib Sebring, FL	Physical Therapist	Director	Director Heartland National Bank	Director -- AVA Rehabilitation Clinic, Inc	3.73% ✓	N/A	AVA Rehabilitation Clinic (100%)
✓ Robert P. Palmer Avon Park, FL	Electrical Service	Director	Director Heartland National Bank	President -- Palmer Electric Service Inc	1.28% ✓	N/A	Palmer Electric Service (100%)
✓ S. Allen Skipper Avon Park, FL	Surgeon	Director	Director Heartland National Bank	None	0.54% ✓	N/A	N/A
✓ Edward L. Smoak Lake Placid, FL	Citrus/ Cattle	Director	Director Heartland National Bank	VP & Secretary – Smoak Groves, Inc. President -- Smoak Brothers Inc John F Smoak, Jr & Edward L Smoak LLP President -- Edward L Smoak Inc	0.12% ✓	N/A	Smoak Brothers Inc (48%) John F Smoak & Edward L Smoak LLP (49%) Edward L Smoak Inc (33.33%)
✓ Malcolm C. Watters, Jr. Lake Placid, FL	Citrus Grower	Director	Director Heartland National Bank	None	3.60% ✓	N/A	N/A
✓ Lawrence B. Wells Lake Placid, FL	Insurance Agent	Chairman of the Board	Director Heartland National Bank	President -- Wells Insurance Agency, Inc	3.24% ✓	N/A	Wells Insurance Agency, Inc (100%)
✓ Stanley H. Wells Avon Park, FL	Auto Dealer	Director	Director Heartland National Bank	President, Wells Motor Company	0.66% ✓	N/A	Wells Motor Company (30%)