

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, Robert B. McGivney

Name of the Holding Company Director and Official
CEO / Chairman

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 of Holding Company Director and Official

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 4576503
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

Jefferson Bankshares, Inc.

Legal Title of Holding Company

3711 Tampa Road

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

Oldsmar FL 34677
City State Zip Code

N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jeffrey P. Seligsohn EVP / CFO

Name Title

813-749-2786

Area Code / Phone Number / Extension

813-855-7510

Area Code / FAX Number

jseligsohn@jeffersonbankfl.com

E-mail Address

www.jeffersonbankshares.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."

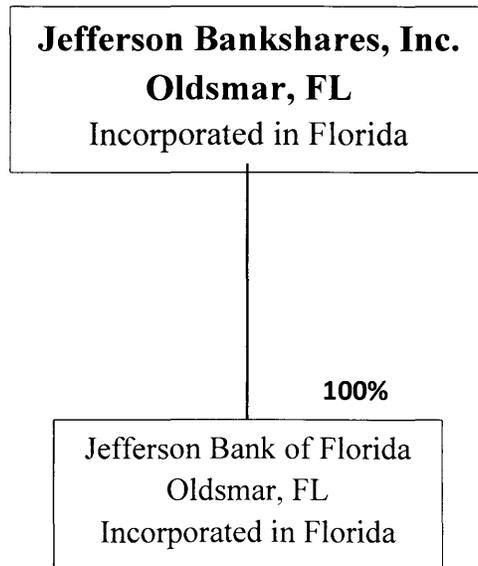
No

Form FR Y-6

**Jefferson Bankshares, Inc.
Oldsmar, Florida
Fiscal Year Ending December 31, 2014**

Report Item

- 1: The bank holding company prepares and annual report for its securities holders and is not registered with the SEC. As specified by the appropriate Reserve Bank, ___ copies are enclosed.
- 2a: Organizational Chart



- 2b: Domestic branch listing provided to the Federal Reserve Bank.

Results: A list of branches for your holding company: JEFFERSON BANKSHARES, INC. (4576503) of OLDSMAR, FL. 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)	3667105	JEFFERSON BANK OF FLORIDA	3711 TAMPA ROAD	OLDSMAR	FL	34677	PINELLAS	UNITED STATES	462573	0	JEFFERSON BANK OF FLORIDA	3667105	
Ok		Full Service	4590116	WEST PASCO BRANCH	5138 DEER PARK DRIVE, SUITE 105	NEW PORT RICHEY	FL	34653	PASCO	UNITED STATES	Not Required	Not Required	JEFFERSON BANK OF FLORIDA	3667105	
Ok		Full Service	4421555	NORTH PINELLAS BRANCH	35320 US HIGHWAY 19 NORTH	PALM HARBOR	FL	34684	PINELLAS	UNITED STATES	Not Required	Not Required	JEFFERSON BANK OF FLORIDA	3667105	
Ok		Full Service	4436054	TARPON SPRINGS BRANCH	116 SOUTH PINELLAS AVENUE	TARPON SPRINGS	FL	34689	PINELLAS	UNITED STATES	531944	3	JEFFERSON BANK OF FLORIDA	3667105	

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Jefferson Bankshares, Inc.
Fiscal Year Ending December 31, 2014

Report Item 3: Securities holders

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2014			Current securities holders not listed in 3(1)(a) that had ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2014		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
SBLF US Treasury Department Washington, D.C.	USA	3,367 – 100% Class A Preferred	Melvin C. Cutler Worcester, MA USA	USA	109,890 – 4.5% Common Stock
Gary L Blackwell, Trustee New Port Richey, FL USA	USA	125,000 – 5.1% Common Stock 19,250 – .74% Options on Common Stock			
Brandon Family Limited Partnership by David L. & Dana K. Brandon Palm Harbor, FL USA	USA	115,000 – 4.69% Common Stock 19,250 – .74% Options on Common Stock			
Robert & Catherine McGivney Palm Harbor, FL USA	USA	93,529 – 3.81% Common Stock 122,644 – 4.1% Options on Common Stock			

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Fiscal Year Ending December 31, 2014

Report Item 4: Insiders							
(1),(2), (3)(a)(b)(c), and (4)(a)(b)(c)							
(1) Name, City, State, Country	(2) Principal Occupation if other than Holding Company	(3)(a) Title & Position with 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 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)
Robert B. McGivney Palm Harbor, FL, USA	N/A	Chairman & President	Chairman/CEO (Jefferson Bank of Florida)	N/A	3.81%	N/A	N/A
James P. Nelson Palm Harbor, FL, USA	N/A	Vice President	President/COO/Senior Lender (Jefferson Bank of Florida)	N/A	1.13%	N/A	N/A
Jeffrey P. Seligsohn Tampa, FL, USA	N/A	Secretary / Treasurer	Executive Vice President/CFO (Jefferson Bank of Florida)	N/A	.04%	N/A	N/A
Gary L Blackwell New Port Richey, FL, USA	Real Estate	Director	Director	President – Blackwell Investments	5.1%	N/A	See attached
David L. Brandon, Palm Harbor, FL, USA	Construction	Director	Director	President – Brandon Construction Company	4.69%	N/A	See attached
Ronald S. Hockman, Tampa, FL, USA	Insurance	Director	Director	President – Hockman Insurance Agency	2.85%	N/A	See Attached
Stephen H. Jacobs, MD, Clearwater, FL, USA	Physician / <i>Retired</i>	Director	Director	N/A	1.35%	N/A	N/A
Joseph L. Oliveri Palm Harbor, FL USA	Architecture	Director	Director	President – Oliveri Architects	1.63%	N/A	See attached
Paul J. Wikle Palm Harbor, FL USA	Real Estate	Director	Director	President – Wollinka Wikle Title Insurance Agency	1.79%	N/A	See Attached

*Jefferson Bank of Florida is a wholly owned subsidiary of Jefferson Bankshares, Inc. All shares are held by the holding company.

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Fiscal Year Ending December 31, 2014

Report Item 4: Insiders (4)(c)		
1) Name, City, State, Country	(3)(a) Title & Position with Holding Company	(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)
Gary L Blackwell New Port Richey, FL, USA	Director	Interlock Investments, Inc. – 51% Blackwell Investments, Inc. – 51% Lago Development, Inc. – 100% Southern Leisure Resorts, Inc. – 55%
David L. Brandon, Palm Harbor, FL, USA	Director	Brandon Construction Company – 65% Added Attic, LLC – 100% Marks & Brandon Aviation, LLC – 100% Brandon Real Estate, LLC – 100% Brandon N.C. Real Estate, LLC – 100% BD SW Florida, LLC – 100%
Ronald S. Hockman Tampa, FL USA	Director	HPRG, LLC – 100% R.S. Hockman, Inc. F/K/A Hockman Insurance Agency – 100% Harmon Insurance Agency, Inc. – 100%
Joseph L. Oliveri Palm Harbor, FL USA	Director	Oliveri Architects – 100% Samicon, Inc. – 50% POJLIW, LLC – 50% Chaser, LLC – 99%
Paul J. Wikle Palm Harbor, FL USA	Director	Hine Tram, LLC - 30% WW Real Estate Investments, LLC – 50% Wikle Properties Management Services – 100% Wollinka-Wikle Title Insurance Agency - 50%