

SEP 26 2012

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

3821756

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):
June 30, 2012
Month / Day / Year

I, Anderson L. Smith
Name of the Bank Holding Company Director and Official
President and CEO
Title of the Bank Holding Company Director and Official

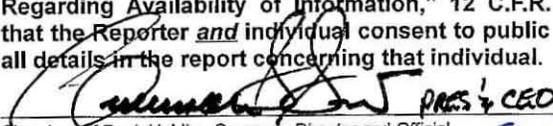
Reporter's Name, Street, and Mailing Address
Jefferson Bancshares, Inc.
Legal Title of Bank Holding Company
120 Evans Avenue
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Morristown TN 37814
City State Zip Code

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:
Jane P. Hutton CFO, Corporate Secretary
Name Title
423-586-8421
Area Code / Phone Number / Extension


Signature of Bank Holding Company Director and Official
9/25/12*

Area Code / FAX Number
jhutton@jeffersonfederal.com
E-mail Address
www.jeffersonfederal.com
Address (URL) for the Bank Holding Company's web page

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

For Federal Reserve Bank Use Only
RSSD ID _____
C.I. _____

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.

* all changes per Jan Hutton - called on 10/3/12 DUB

For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

Physical location (if different from mailing address)

Jefferson Bancshares, Inc.

Form FR Y-6

Annual Report

Report Items Index

June 30, 2012

1. **Annual Report**
NA - Jefferson Bancshares is registered with the SEC.

 2. **Organization Chart**

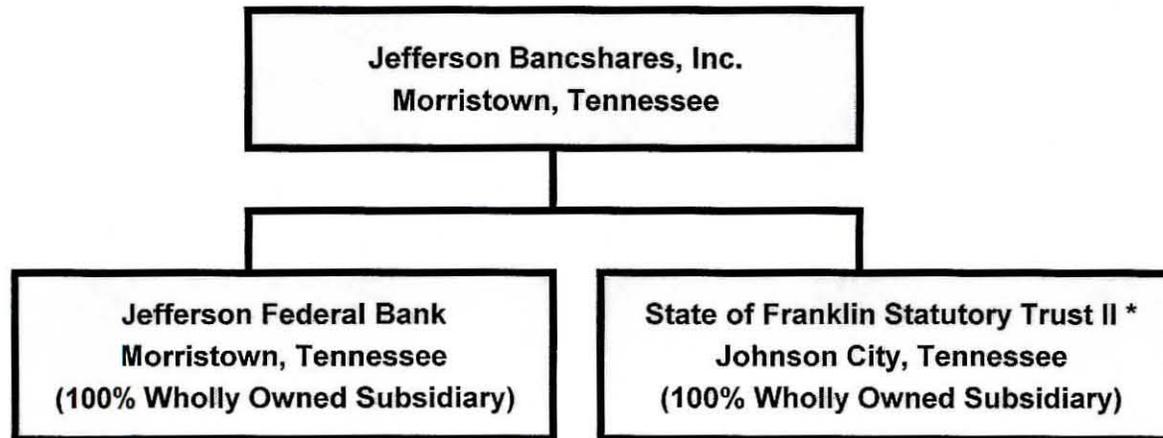
 3. **Shareholders**

 4. **Directors, Officers and Principal Shareholders**
-

Report item: 2

Jefferson Bancshares, Inc.
Organization Chart

June 30, 2012



* State of Franklin Statutory Trust II is a trust subsidiary of Jefferson Bancshares, Inc. with Wilmington Trust Company, Wilmington, Delaware, as the Trustee, Jefferson Bancshares, Inc. as Sponsor, and Anderson L. Smith as Administrator.

Form FR Y-6
Jefferson Bancshares, Inc.
Fiscal Year Ending June 30, 2012

Report Item 3: Securities Holders

Current securities holders with ownership, control or holdings of 5%
or more with power to vote as of fiscal year ending June 30, 2012

(1)a Name city, State	(1)b Country of Citizenship	(1)c Number and Percent of common Stock Outstanding
Jefferson Federal Bank Employee Stock Ownership Plan Morristown, TN	USA	637,356 - 9.61%
Friendlander & Co., Inc. Milwaukee, Wisconsin	USA	403,683 - 6.09%

* 3.2 -

Enterprise Financial, Inc. USA - 376,972 - 5.68%
Minneapolis, Minnesota

Form FR Y-6
Jefferson Bancshares, Inc.
Fiscal Year Ending June 30, 2012

Report Item 4: Insiders

<u>Name</u>	<u>Position with Jefferson Bancshares, Inc.</u>	<u>Position with Jefferson Federal Bank</u>	<u>Position with State of Franklin Statutory Trust</u>	<u>Principal Occupation</u>	<u>% of voting shares in Jefferson Bancshares, Inc.</u>	<u>Names of companies or partnerships if 25% or more of voting securities are held</u>
Terry Brimer Morristown, TN	Director	Director	None	President and majority owner Doctor's Hospital Pharmacy, Inc.	2.04%	Doctor's Hospital Pharmacy, Inc. - 100%
Jack Campbell Whitesburg, TN	Director	Director	None	President Emeritus Walters State Community College	1.49%	NA
William Hale Morristown, TN	Director	Director	None	Employed by PFG-Hale, Inc.	1.26%	NA
Scott Reams Morristown, TN	Director and Chairman	Director and Chairman	None	Partner in the law firm of Taylor, Reams, Tilson and Harison	2.13%	Taylor, Reams, Tilson & Harrison - 38% RTA (partnership) - 38%
Anderson Smith Morritown, TN	President and CEO, Director	President and CEO, director	Administrator	Banking	2.23%	NA
Janet Ketner Morristown, TN	None	EVP of Retail Banking	None	Banking	0.24%	NA
Douglas Rouse Morristown, TN	None	SVP - Lending	None	Banking	1.12%	NA
Jane Hutton Greeneville, TN	Corp. Sec. and Treas.	SVP and CFO	None	Banking	0.79%	NA
Eric McDaniel Jefferson City, TN	None	SVP - Chief Information Officer	None	Banking	0.72%	NA
Anthony J. Carasso Knoxville, TN	None	President - Knoxville Region	None	Banking	0.27%	NA
John W. Beard, Jr. Kingsport, TN	None	Executive Vice President and Chief Credit Officer	None	Banking	0.00%	NA
Gary L. Keys Kingsport, TN	None	Executive Vice President and Manager, Special Assets	None	Banking	0.00%	NA

* % of ownership in subs - N/A for all

Results: A list of branches for your depository institution: JEFFERSON FEDERAL BANK (ID_RSSD: 983671).
 This depository institution is held by JEFFERSON BANCSHARES, INC. (3821756) of MORRISTOWN, TN.
 The data are as of 06/30/2012. Data reflects information that was received and processed through 07/05/2012.

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 **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
		Full Service (Head Office)	983671	JEFFERSON FEDERAL BANK	120 EVANS AVENUE	MORRISTOWN	TN	37814	HAMBLEN	UNITED STATES	56280	0	JEFFERSON FEDERAL BANK	983671	
		Full Service	3831586	FARRAGUT BRANCH	11916 KINGSTOWN PIKE	FARRAGUT	TN	37934	KNOX	UNITED STATES	479954	8	JEFFERSON FEDERAL BANK	983671	
		Full Service	3740192	BOONES CREEK BRANCH	4718 NORTH ROAN STREET	JOHNSON CITY	TN	37615	WASHINGTON	UNITED STATES	442500	5	JEFFERSON FEDERAL BANK	983671	
		Full Service	2652908	OAKLAND AVENUE BRANCH	1000 WEST OAKLAND AVENUE	JOHNSON CITY	TN	37604	WASHINGTON	UNITED STATES	490946	14	JEFFERSON FEDERAL BANK	983671	
		Full Service	2409997	TRI-CITIES REGIONAL HEADQUARTERS BRANCH	1907 NORTH ROAN STREET	JOHNSON CITY	TN	37601	WASHINGTON	UNITED STATES	482618	13	JEFFERSON FEDERAL BANK	983671	
		Full Service	2530172	WEST WALNUT BRANCH	612 WEST WALNUT STREET	JOHNSON CITY	TN	37604	WASHINGTON	UNITED STATES	290411	1	JEFFERSON FEDERAL BANK	983671	
		Full Service	2978402	COLONIAL HEIGHTS BRANCH	4409 FORT HENRY DRIVE	KINGSPORT	TN	37663	SULLIVAN	UNITED STATES	360975	4	JEFFERSON FEDERAL BANK	983671	
		Full Service	2530181	WEST CENTER BRANCH	240 WEST CENTER STREET	KINGSPORT	TN	37662	SULLIVAN	UNITED STATES	290412	2	JEFFERSON FEDERAL BANK	983671	
		Full Service	3831616	BEARDEN-KNOXVILLE REGIONAL HEADQUARTERS BR	6501 KINGSTON PIKE	KNOXVILLE	TN	37919	KNOX	UNITED STATES	481894	9	JEFFERSON FEDERAL BANK	983671	
		Limited Service	3831531	EAST MAIN STREET BRANCH	143 EAST MAIN STREET	MORRISTOWN	TN	37814	HAMBLEN	UNITED STATES	481897	12	JEFFERSON FEDERAL BANK	983671	
		Full Service	3831595	MERCHANTS GREENE BRANCH	123 MERCHANTS GREENE BOULEVARD	MORRISTOWN	TN	37814	HAMBLEN	UNITED STATES	479953	7	JEFFERSON FEDERAL BANK	983671	
		Limited Service	3831540	WEST MORRIS BOULEVARD BRANCH	1960 WEST MORRIS BOULEVARD	MORRISTOWN	TN	37814	HAMBLEN	UNITED STATES	481896	11	JEFFERSON FEDERAL BANK	983671	