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FR Y-6
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Approval expires December 31, 2014
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Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

3650255

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):
December 31, 2011

Month / Day / Year

I, Thomas P. Wilbourne

Name of the Bank Holding Company Director and Official

EVP/CFO

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Metro Bancshares, Inc.

Legal Title of Bank Holding Company

P.O. Box 5369

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

Douglasville GA 30154

City State Zip Code

7475 Douglas Blvd., Suite 205, Douglasville, GA. 30135

Physical location (if different from mailing address)

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.

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:

Thomas P. Wilbourne EVP/CFO

Name Title

770-489-5025

Area Code / Phone Number / Extension

678-715-8172

Area Code / FAX Number

twilbourne@metrobankga.com

E-mail Address

metrobankga.com

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

Signature of Bank Holding Company Director and Official

04/16/2012

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

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."

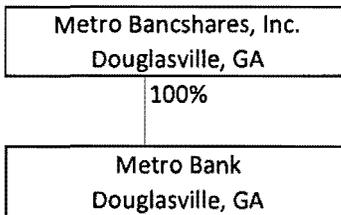
No

Form FR Y-6
Metro Bancshares, Inc.
Fiscal Year Ending December 31, 2011

Report Item

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

2a: Organizational Chart



2b: Branches

Popular name	Douglasville Branch
Opening date	1/28/2008
Street address	7475 Douglas Blvd.
City	Douglasville
County	Douglas
State	Georgia
Country	USA
Zip code	30135
Service type	Full Service

Popular name	Kennesaw Branch
Opening date	12/12/2011
Street address	2454 Kennesaw Due West Rd.
City	Kennesaw
County	Cobb
State	GA
Country	USA
Zip code	30144
Service type	Full Service

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Metro Bancshares, Inc.
Fiscal Year Ending December 31, 2011

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 12/31/11			Securities holders not listed in 3(1a) through 3(1c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ended 12/31/11		
(1a)	(1b)	(1c)	(2a)	(2b)	(2c)
Name, City, State Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name, City, State Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
Kenneth Barber, Villa Rica, GA	USA	273,000 shrs / 11.13% common stk 372,000 shrs / 13.17% common stk warrants	NONE		
Johnny Blankenship, Douglasville, GA	USA	150,000 shrs / 6.12% common stk 150,000 shrs / 5.76% common stk warrants			
Eric Johnson, Atlanta, GA	USA	104,500 shrs / 4.26% common stk 100,000 shrs / 3.92% common stk warrants			
Douglas Davidson, Atlanta, GA	USA	100,000 shrs / 4.08% common stk 100,000 shrs / 3.92% common stk warrants			
Eric Wilhelm, Marietta, GA	USA	100,000 shrs / 4.08% common stk 100,000 shrs / 3.92% common stk warrants			
Allen DeNyse, Douglasville, GA	USA	75,000 shrs / 3.06% common stk 75,000 shrs / 2.97% common stk warrants			

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Fiscal Year Ending December 31, 2011

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

(1)	(2)	(3a)	(3b)	(3c)	(4a)	(4b)	(4c)
Name, City & State/Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	Other companies (includes partnerships), if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Kenneth Barber, Villa Rica, GA	None	Chairman & CEO	President & CEO (Metro Bank)	President (Wedowee Ventures)	13.17	None	Wedowee Ventures (100%)
Johnny Blankenship, Douglasville, GA	Real Estate Developer	Director	Chairman (Metro Bank)	President (Accurate Builders Inc.) President (Blankenship Homes, Inc.) President (JLB Development Inc.) President (B&J Homes Inc. F/K/A Crown Homes Inc.) President (Abby Brooke Realty)	5.76	None	Accurate Builders Inc. (100%) Blankenship Homes Inc. (100%) JLB Development (100%) B&J Homes Inc. F/K/A Crown Homes Inc. (100%) Abby Brooke Realty (100%)
Eric Johnson, Atlanta, GA	Program Management	Director	None	President (CPS) Vice President (Strategic Facility Solutions) President (Stratus Development) Vice President (NSC Investments) Partner (Randall Mill I) Partner (Randall Mill II)	3.92	None	CPS (100%) Strategic Facility Solutions (50%) Stratus Development (100%) NSC Investments (50%) Randall Mill I (33%) Randall Mill II (33%)
Douglas Davidson, Atlanta, GA	Construction	Director	None	President (New South Construction) Partner (Streetside Developers) Partner (SCD Ventures) Partner (Portico Properties) Partner (DBT Ventures) Partner (United Property Investments, LLC) Owner (Streetside Tampa, LLC)	3.92	None	New South Construction (58%) Streetside Developers (33%) SCD Ventures (50%) Portico Properties (25%) DBT Ventures (40%) United Property Investments, LLC (33%) Streetside Tampa, LLC (100%)
Eric J. Wilhelm, Marietta, GA	Entrepreneur	Director	None	Partner (Del Cavallo, LLC) Owner (Freedom Power Sports) CEO (IAM Acquisition, LLC)	3.92	None	Del Cavallo, LLC (50%) Freedom Power Sports (100%) IAM Acquisition, LLC (80%)
Allen DeNyse, Douglasville, GA	Entrepreneur	Director	None	Owner (Firm Design) Investor (CIP Pressley Partners) Owner (DeNyse Companies) Owner (DeNyse Installations) Owner (NW GA Recycling)	2.97	None	Firm Design (37.5%) CIP Pressley Partners (1%) DeNyse Companies (40%) DeNyse Installations (50%) NW GA Recycling (20%)
Paul David Orr, Douglasville, GA	CPA	Director	None	Partner (Martin & Orr LLC) Partner (MIOR Properties LLC) Partner (Providence Ventures, LLC) Owner (Mountain River Builders, Inc) CFO (SocialTerrain, Inc.)	1.01	None	Martin & Orr LLC (50%) MIOR Properties LLC (50%) Providence Ventures, LLC (50%) Mountain River Builders, Inc. (33.33%)
Dudley W. Spruill, Douglasville, GA	Public Education	Director	None	Chief Operating Officer (Douglas County School System)	1.21	None	None
Neil Warren, Marietta, GA	Sheriff - Cobb County GA	Director	None	None	1.60	None	None
Thomas P. Wilbourne, Villa Rica, GA	None	EVP/CFO	EVP/CFO (Metro Bank)	None	1.49	None	None
Christopher C. Houtchens, Villa Rica, GA	None	EVP/Senior Risk Officer	EVP Senior Risk Officer (Metro Bank)	None	1.21	None	None