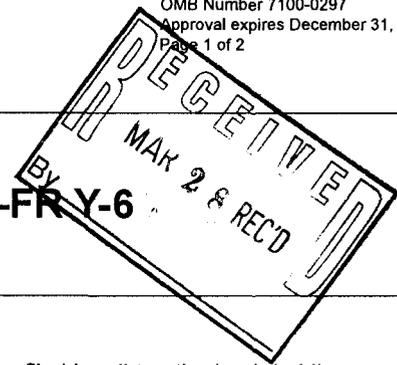


Board of Governors of the Federal Reserve System



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, 2012

Month / Day / Year

I, R. Blake Chatelain

Reporter's Name, Street, and Mailing Address

Red River Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President and CEO

Post Office Box 12558

Title of the Holding Company Director and Official

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

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.

Alexandria LA 71315-2598

City State Zip Code

1412 Centre Court Drive, Suite 101, Alexandria, LA 71301

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:

Amanda W. Barnett VP, Corp. Counsel & Sec.

Name Title

318-561-5028

Area Code / Phone Number / Extension

318-561-5002

Area Code / FAX Number

abarnett@redriverbank.net

E-mail Address

R. Blake Chatelain
Signature of Holding Company Director and Official

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

Date of Signature

3/27/13 pub per AWB

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 -rec
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 2743235
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:
4(3) (c), 4(4) (c)
- 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

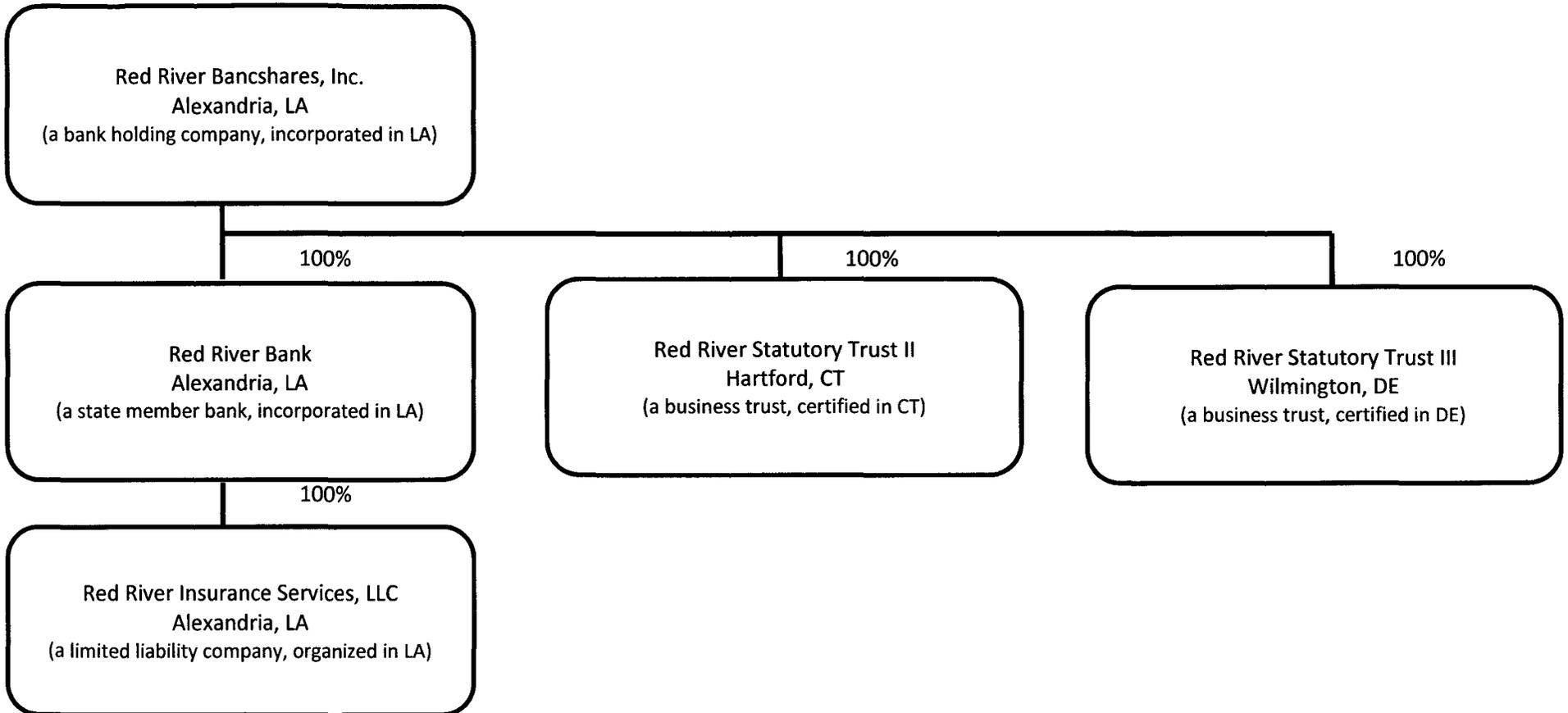
Form FR Y-6
Red River Bancshares, Inc.
Alexandria, Louisiana
Fiscal Year Ending December 31, 2012

Report Item 1:

The BHC a privately-held company and thus is not registered with the Securities and Exchange Commission, and therefore does not prepare an annual report on Form 10-K.

Although it is under no obligation to do so, the BHC does prepare an annual review for its shareholders which is similar to an annual report. The annual review is typically not sent to the shareholders of the BHC until early May, and thus, is not prepared by the deadline for submitting this Report. Accordingly, the current annual review for this BHC will be sent under separate cover at such time as it has been prepared and sent to the shareholders of the BHC.

*Form FR Y-6
Red River Bancshares, Inc.
Alexandria, Louisiana
Fiscal year Ended December 31, 2012*



Results: A list of branches for your depository institution: RED RIVER BANK (ID_RSSD: 2743244).
 This depository institution is held by RED RIVER BANCSHARES, INC. (2743235) of ALEXANDRIA, LA.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

REPORT ITEM 2b: Domestic Branch Listing

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)	2743244	RED RIVER BANK	1412 CENTRE COURT DRIVE, SUITE 101	ALEXANDRIA	LA	71301	RAPIDES	UNITED STATES	62154	0	RED RIVER BANK	2743244	
OK		Full Service	3267345	DOWNTOWN BANKING CENTER	600 JACKSON STREET	ALEXANDRIA	LA	71301	RAPIDES	UNITED STATES	429961	7	RED RIVER BANK	2743244	
OK		Full Service	3726123	HIGHWAY 28 BANKING CENTER	5631 COLISEUM BLVD	ALEXANDRIA	LA	71303	RAPIDES	UNITED STATES	478511	13	RED RIVER BANK	2743244	
OK		Full Service	2917429	NORTH MALL BANKING CENTER	3422 NORTH BOULEVARD	ALEXANDRIA	LA	71301	RAPIDES	UNITED STATES	356734	1	RED RIVER BANK	2743244	
Close	02.02.12	Limited Service	3726105	RED RIVER MOBILE BANKING CENTER	1412 CENTER COURT DRIVE	ALEXANDRIA	LA	71301	RAPIDES	UNITED STATES	506566	16	RED RIVER BANK	2743244	Closure/Donation
OK		Full Service	3048599	NORTH RAPIDES BANKING CENTER	4425 MONROE HIGHWAY	BALL	LA	71405	RAPIDES	UNITED STATES	362718	3	RED RIVER BANK	2743244	
OK		Full Service	3922484	AIRLINE BANKING CENTER	3300 AIRLINE DRIVE	BOSSIER CITY	LA	71111	BOSSIER	UNITED STATES	492959	15	RED RIVER BANK	2743244	
OK		Full Service	3804487	EAST TEXAS BANKING CENTER	2931 EAST TEXAS STREET	BOSSIER CITY	LA	71111	BOSSIER	UNITED STATES	476972	12	RED RIVER BANK	2743244	
OK		Full Service	934833	FOREST HILL BANKING CENTER	4292 HIGHWAY 112	FOREST HILL	LA	71430	RAPIDES	UNITED STATES	219893	5	RED RIVER BANK	2743244	
OK		Full Service	984735	LECOMPTE BANKING CENTER	1210 WALL STREET	LECOMPTE	LA	71346	RAPIDES	UNITED STATES	5972	4	RED RIVER BANK	2743244	
Close	12.24.12	Limited Service	319234	LECOMPTE MOTOR BANKING	1718 HIGHWAY 71 SOUTH	LECOMPTE	LA	71346	RAPIDES	UNITED STATES	219894	6	RED RIVER BANK	2743244	Relocation
OK		Full Service	3770087	MARKSVILLE BANKING CENTER	447 EAST TUNICA DRIVE	MARKSVILLE	LA	71351	AVOUELLES	UNITED STATES	478512	14	RED RIVER BANK	2743244	
OK		Full Service	2856911	PINEVILLE BANKING CENTER	3120 HIGHWAY 28 EAST	PINEVILLE	LA	71360	RAPIDES	UNITED STATES	357162	2	RED RIVER BANK	2743244	
OK		Full Service	3614695	EAST KINGS BANKING CENTER	1753 EAST 70TH STREET	SHREVEPORT	LA	71105	CADDO	UNITED STATES	466354	10	RED RIVER BANK	2743244	
OK		Full Service	3470417	MARKET STREET BANKING CENTER	601 MARKET STREET	SHREVEPORT	LA	71101	CADDO	UNITED STATES	452343	8	RED RIVER BANK	2743244	
OK		Full Service	3726132	PROVENANCE BANKING CENTER	1020 BRIDGEWATER AVENUE	SHREVEPORT	LA	71106	CADDO	UNITED STATES	468819	11	RED RIVER BANK	2743244	
OK		Full Service	4251837	SHREVEPORT UPTOWN BANKING CENTER	5868 LINE AVENUE	SHREVEPORT	LA	71106	CADDO	UNITED STATES	515969	17	RED RIVER BANK	2743244	



✓ CSF

3. Securities Holders

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-12.

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of <u>Voting Securities</u>
John C. Simpson New Orleans, LA	USA	607,120 (20.03%) ¹
Teddy R. Price Winnfield, LA	USA	194,548 (6.42%)
Simeon A. Thibeaux Trustee of the Angela Katherine Simpson Irrevocable Trust U/A DTD 11/25/03	USA	178,850 (5.90%)
Simeon A. Thibeaux Trustee of the John Charles Simpson, Jr. Irrevocable Trust U/A DTD 11/25/03	USA	178,850 (5.90%)

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 12-31-12.

(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of <u>Voting Securities</u>
None	N/A	N/A

¹ Includes 249,420 shares (8.23%) owned directly by Mr. Simpson, and 357,700 shares (11.80%) which are owned in equal portions (178,850 shares each) by two irrevocable trusts for the benefit of Mr. Simpson's children.

**Form FR Y-6
Red River Bancshares, Inc.
Alexandria, Louisiana
Fiscal Year Ending December 31, 2012**

Report Item 4: Insiders

(1) Names and 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).
Isabel V. Carriere Alexandria, LA, USA	N/A	Senior Vice President and Treasurer and CFO and Assistant Secretary	Executive Vice President and Controller and Assistant Secretary (Red River Bank); Administrator (Red River Statutory Trust II and III).	*	0.48%	0%	*
R. Blake Chatelain Alexandria, LA, USA	N/A	Director and President and CEO	Director and President and CEO (Red River Bank); Administrator (Red River Statutory Trust II, III); Manager (Red River Insurances Services LLC).	*	2.24%	0%	*
Kirk D. Cooper Pineville, LA, USA	Equipment Rental	Director	Director (Red River Bank).	*	1.18%	0%	*
F. William Hackmeyer, Jr. Memphis, TN, USA	Real Estate and Investments	Director	None.	*	3.30%	0%	*
Barry D. Hines Alexandria, LA, USA	Healthcare Business Consulting	Director	Director (Red River Bank).	*	0.36%	0%	*
Terry R. Howell Alexandria, LA, USA	N/A	N/A	Executive Vice President and COO (Red River Bank).	*	0.02%	0%	*
Robert A. Nichols Shreveport, LA, USA	Wholesale Beverage Distribution	Director	Director (Red River Bank).	*	0.65%	0%	*
Willie P. Obey Alexandria, LA, USA	Insurance Agent	Director	Director (Red River Bank).	*	0.25%	0%	*

*Data can be found in the Non-Public Confidential Volume

**Form FR Y-6
Red River Bancshares, Inc.
Alexandria, Louisiana
Fiscal Year Ending December 31, 2012**

Report Item 4: Insiders

(1) Names and 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).
Teddy R. Price Winnfield, LA, USA	Long Term Care Facilities Management	Director	Director (Red River Bank).	*	6.42%	0%	*
Christopher J. Rich, M.D. Alexandria, LA, USA	Orthopaedic Surgeon	Director	Director (Red River Bank).	*	0.82%	0%	*
Bryon C. Salazar Alexandria, LA, USA	N/A	None	Director and Executive Vice President (Red River Bank).	*	0.54%	0%	*
Tammi R. Salazar	N/A	None	Executive Vice President (Red River Bank).	*	0.47%	0%	*
John C. Simpson New Orleans, LA, USA	Private Investor	Director and Non - Executive Chairman	Director and Non-Executive Chairman (Red River Bank).	*	20.03%**	0%	*

*Data can be found in the Non-Public Confidential Volume

**Includes shares owned by children's trusts. See footnote to Report Item 3 in the Public Volume.

**Form FR Y-6
Red River Bancshares, Inc.
Alexandria, Louisiana
Fiscal Year Ending December 31, 2012**

Report Item 4: Insiders

(1) Names and 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).
James H. Smolenski Alexandria, LA, USA	N/A	None	Vice President (Red River Bank).	*	0.20%	0%	*
Don L. Thompson Woodworth, LA, USA	Private Investor	Director	Director (Red River Bank).	*	.92%	0%	*
H. Lindsey Torbett Alexandria, LA, USA	Accounting and Financial Planning	Director	Director (Red River Bank).	*	1.32%	0%	*
Debbie B. Triche Pineville, LA, USA	N/A	None	Senior Vice President (Red River Bank).	*	0.28%	0%	*
Harold W. Turner Shreveport, LA, USA	N/A	None	Director and President - Shreveport/Bossier City (Red River Bank).	*	0.42%	0%	*

*Data can be found in the Non-Public Confidential Volume