

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, 2014

Month / Day / Year

5493000VJNRKLN4L6748

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, Kenneth H. Maloy

Name of the Holding Company Director and Official

President and CEO

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

SouthCrest Financial Group, Inc.

Legal Title of Holding Company

403 Westpark Court, Suite 130

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

Peachtree City

GA

30269

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

David Andrew Borrmann

EVP & CFO

Name

Title

678-734-3505

Area Code / Phone Number / Extension

770-631-3280

Area Code / FAX Number

andy.borrmann@southcrestbank.com

E-mail Address

Signature of Holding Company Director and Official

03/31/2015

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 2497202

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

For Use By Tiered Holding Companies

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

N/A - not a tiered holding company

Legal Title of Subsidiary Holding Company _____

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

City _____ State _____ Zip Code _____

Physical Location (if different from mailing address) _____

Legal Title of Subsidiary Holding Company _____

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

City _____ State _____ Zip Code _____

Physical Location (if different from mailing address) _____

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Legal Title of Subsidiary Holding Company _____

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

City _____ State _____ Zip Code _____

Physical Location (if different from mailing address) _____

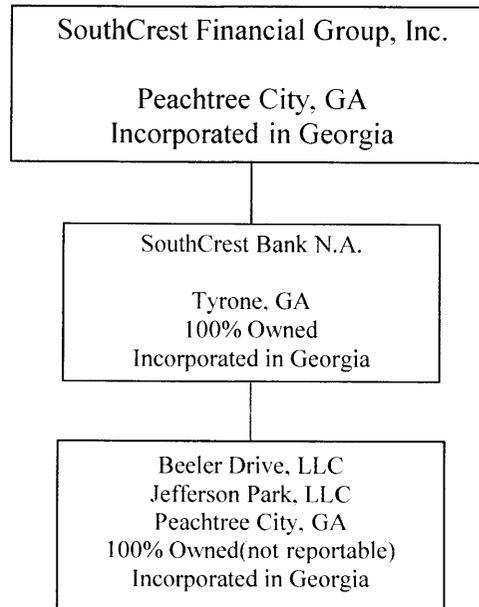
Form FRY 6

**SouthCrest Financial Group, Inc.
Peachtree City, Georgia**

Fiscal Year Ending December 31, 2014

Report Items

1. The bank holding company is not registered with the SEC. One copy of its audited financial statements will be sent under separate cover.
2. Organization Chart



Results: A list of branches for your holding company: **SOUTHCREST FINANCIAL GROUP, INC. (2497202)** of **PEACHTREE CITY, GA**.
 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
CHANGE	3/1/2014	Full Service	512839	SOUTHCREST BANK, N.A. - Chickamauga (formerly BANK OF CHICKAMAUGA)	201 GORDON STREET	CHICKAMAUGA	GA	30707	WALKER	UNITED STATES	3894	0	SOUTHCREST BANK, N.A.	512839	
CLOSE	6/20/2014	Full Service	451134	SOUTHCREST BANK, N.A. - Highway 27 (formerly BANK OF CHICKAMAUGA - HIGHWAY 27)	12691 NORTH HIGHWAY 27	CHICKAMAUGA	GA	30707	WALKER	UNITED STATES	208057	1	SOUTHCREST BANK, N.A.	512839	
CHANGE	3/1/2014	Full Service	165039	SOUTHCREST BANK, N.A. - Cedartown Main Street (formerly FIRST NATIONAL BANK OF POLK COUNTY, THE)	967 NORTH MAIN STREET	CEDARTOWN	GA	30125	POLK	UNITED STATES	1399	0	SOUTHCREST BANK, N.A.	165039	
CHANGE	7/25/2014	Drive-Thru and ATM Only, Lobby Closed	1848740	SOUTHCREST BANK, N.A. - Cedartown Downtown (formerly FIRST NATIONAL BANK OF POLK COUNTY - DOWNTOWN OFFICE)	117 WEST AVE	CEDARTOWN	GA	30125	POLK	UNITED STATES	6434	3	SOUTHCREST BANK, N.A.	165039	
CHANGE	3/1/2014	Full Service	448835	SOUTHCREST BANK, N.A. - Rockmart (formerly FIRST NATIONAL BANK OF POLK COUNTY - ROCKMART OFFICE)	131 WEST ELM STREET	ROCKMART	GA	30153	POLK	UNITED STATES	191619	1	SOUTHCREST BANK, N.A.	165039	
CHANGE	3/1/2014	Full Service	572338	SOUTHCREST BANK, N.A. - Maplesville (formerly PEACHTREE BANK)	9411 AL HIGHWAY 22	MAPLESVILLE	AL	36750	CHILTON	UNITED STATES	48	0	SOUTHCREST BANK, N.A.	572338	
CHANGE	3/1/2014	Full Service	2179898	SOUTHCREST BANK, N.A. - Clanton (formerly PEACHTREE BANK - CLANTON OFFICE)	1501 7TH STREET NORTH	CLANTON	AL	35045	CHILTON	UNITED STATES	180968	1	SOUTHCREST BANK, N.A.	572338	
CHANGE	3/1/2014	Full Service	436131	SOUTHCREST BANK, N.A. - Thomaston Downtown (formerly SOUTHCREST BANK)	108 SOUTH CHURCH STREET	THOMASTON	GA	30286	UPSON	UNITED STATES	11104	0	SOUTHCREST BANK, N.A.	436131	
CHANGE	3/1/2014	Full Service	4102546	SOUTHCREST BANK, N.A. - Johns Creek (formerly SOUTHCREST BANK - JOHNS CREEK BRANCH)	11675 MEDLOCK BRIDGE ROAD	DULUTH	GA	30097	FULTON	UNITED STATES	Not Required	Not Required	SOUTHCREST BANK, N.A.	436131	
CHANGE	3/1/2014	Full Service	1958555	SOUTHCREST BANK, N.A. - Luthersville (formerly SOUTHCREST BANK - LUTHERSVILLE BRANCH)	14 NORTH MAIN STREET	LUTHERSVILLE	GA	30251	MERIWETHER	UNITED STATES	365775	4	SOUTHCREST BANK, N.A.	436131	
CHANGE	3/1/2014	Full Service	688837	SOUTHCREST BANK, N.A. - Manchester (formerly - SOUTHCREST BANK - MANCHESTER BRANCH)	406 WEST MAIN STREET	MANCHESTER	GA	31816	MERIWETHER	UNITED STATES	3879	2	SOUTHCREST BANK, N.A.	436131	
CHANGE	3/1/2014	Full Service	278331	SOUTHCREST BANK, N.A. - Thomaston Northside (formerly SOUTHCREST BANK - NORTHSIDE BRANCH)	943 NORTH CHURCH STREET	THOMASTON	GA	30286	UPSON	UNITED STATES	240219	1	SOUTHCREST BANK, N.A.	436131	
CHANGE	3/1/2014	Full Service	3635887	SOUTHCREST BANK, N.A. - Tyrone (formerly SOUTHCREST BANK - TYRONE BRANCH OFFICE)	105 SAINT STEPHENS COURT, SUITE A, SUITE A	TYRONE	GA	30290	FAYETTE	UNITED STATES	478874	7	SOUTHCREST BANK, N.A.	436131	
CLOSE	2/1/2014	Full Service	899530	WARM SPRINGS BRANCH	121 BROAD STREET	WARM SPRINGS	GA	31830	MERIWETHER	UNITED STATES	5113	3	SOUTHCREST BANK	436131	

Form FRY-6

SouthCrest Financial Group, Inc.
 Peachtree City, Georgia
 Fiscal Year Ending December 31, 2014

Report Item 3. Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2014.			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 12-31-2014.		
(1)(a) Name and address (City, State, Country)	(1)(b) Country of Citizenship	(1)(c) Number and Percent Of Each Class of Voting Security	(2)(a) Name and address (City, State, Country)	(2)(b) Country of Citizenship	(2)(c) Number and Percent Of Each Class of Voting Security
Castle Creek Capital Partners V, LP Rancho SanteFe, CA	USA	505,000 9.52%	None		
Investment Vehicles Advised by EJF Capital Arlington, VA	USA	505,000 9.54%			

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SouthCrest Financial Group, Inc.
Peachtree City, Georgia
Fiscal Year Ending December 31, 2014

Report Item 4. Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, Country)	Principal Occupation if other than Bank Holding Company	Title and Position with Holding Company	Title and Position with Subsidiaries (include names of subsidiaries)	Titles and Position with Other Business (include names of other businesses)	Percentage of Voting Shares in Bank Holding	Percentage of Voting Shares in Subsidiaries (include names of Subsidiaries)	List names of Other Companies if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Danny Brinks Greensboro, GA USA	N/A	Director	Director, SouthCrest Bank N.A.	N/A	2.82%	N/A	N/A
Harvey N. Clapp Selma, AL USA	N/A	Director	Director, SouthCrest Bank N.A.	N/A	1.94%	N/A	Clap Family Investments, LLC, 100%
Joan Cravey Atlanta, GA USA	N/A	Director, Chairman	Director, Chairman, SouthCrest Bank N.A.	N/A	1.74%	N/A	N/A
Larry T. Kuglar Cedartown, GA USA	N/A	Director	Director, SouthCrest Bank N.A.	N/A	0.87%	N/A	N/A
Kenneth H. Maloy Marietta, GA USA	N/A	Director, President and CEO	Director, President and CEO of SouthCrest Bank, N.A.	N/A	1.63%	N/A	N/A
Robert D. Baker Cedar Bluff, AL USA	Construction Company Owner	Director	Director, SouthCrest Bank N.A.	President, Duffey Southeast, Inc. Owner, Baker Timber Property, LLC	0.97%	N/A	Duffey Southeast, Inc., 93.04% Baker Timber Property, LLC, 100%

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SouthCrest Financial Group, Inc.
 Peachtree City, Georgia
 Fiscal Year Ending December 31, 2014

Report Item 4. Insiders (Continued)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, County)	Principal Occupation if other than Bank Holding Company	Title and Position with Holding Company	Title and Position with Subsidiaries (include names of subsidiaries)	Titles and Position with Other Business (include names of other businesses)	Percentage of Voting Shares in Bank Holding	Percentage of Voting Shares in Subsidiaries (include names of Subsidiaries)	List names of Other Companies if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Michael D. McRae Cedartown, GA USA	Attorney	Director	Director, SouthCrest Bank N.A.	Attorney, McRae, Stegall, Peek, Harman, Smith, & Manning, LLP Cedartown, GA Director & Secretary, Pinetree Properties, Cedartown, GA Seven Springs, LLC	0.27%	N/A	Pinetree Properites, 50% McRae Family Limited Partnership, 50%
Tony Scavuzzo SanDiego, CA USA	Investments	Director	Director, SouthCrest Bank N.A.	Principal, Castle Creek Capital	0.00%	N/A	N/A
Harold W. Wyatt, III Atlanta, GA USA	Real Estate	Director, Vice Chairman	N/A	Owner, Wyatt Realty Company. Owner, Wyatt Capital, LLC. Member, Wyatt Investment Group, Inc.	0.13%	N/A	Wyatt Realty Company, 100%; Wyatt Capital, LLC 100%; Wyatt & Knox Investments, LLC 50%. Defoors Crossing Partners, LLC 33%

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SouthCrest Financial Group, Inc.
 Peachtree City, Georgia
 Fiscal Year Ending December 31, 2014

Report Item 4. Insiders (Continued)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, County)	Principal Occupation if other than Bank Holding Company	Title and Position with Holding Company	Title and Position with Subsidiaries (include names of subsidiaries)	Titles and Position with Other Business (include names of other businesses)	Percentage of Voting Shares in Bank Holding	Percentage of Voting Shares in Subsidiaries (include names of Subsidiaries)	List names of Other Companies if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
David Andrew Borrmann Dunwoody, GA USA	N/A	Executive VP, Chief Financial Officer	Executive VP, Chief Financial Officer SouthCrest Bank N.A.	N/A	1.42%	N/A	N/A
Rebecca Bell Senoia, GA USA	N/A	Executive VP, Chief Accounting Officer	Executive VP, Chief Accounting Officer SouthCrest Bank N.A.	N/A	0.19%	N/A	N/A
Russell Holland Atlanta, GA USA	N/A	Executive VP, Chief Credit Officer	Executive VP, Chief Credit Officer SouthCrest Bank N.A.	N/A	0.47%	N/A	N/A