

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

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.

I, J. Daniel Speight, Jr.

Name of the Holding Company Director and Official

Vice Chairman & Chief Operating Officer

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

05/18/2015

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 4036324
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2014

Month / Day / Year

Not Applicable

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

Reporter's Name, Street, and Mailing Address

State Bank Financial Corporation

Legal Title of Holding Company

3399 Peachtree Rd NE, Suite 1900

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

Atlanta GA 30326
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Laura Finney Manager - Fin. Reporting

Name Title

478-796-6269

Area Code / Phone Number / Extension

478-796-6230

Area Code / FAX Number

laura.finney@statebt.com

E-mail Address

www.statebt.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

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.

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)

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)

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)

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)

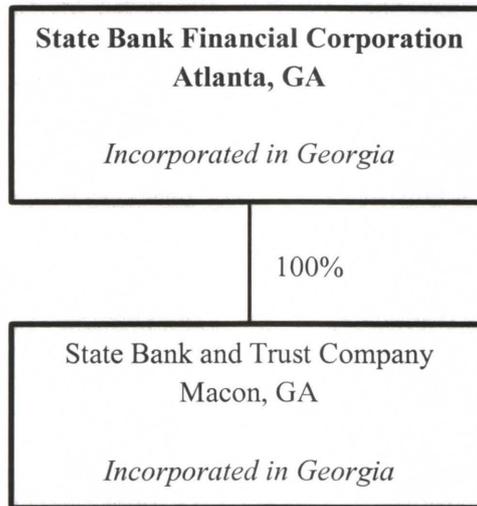
Form FR Y-6

**State Bank Financial Corporation
Atlanta, Georgia
Fiscal Year Ending December 31, 2014**

Report Item

1: The bank holding company is registered with the SEC.

2a: Organizational Chart



2b: Domestic branch listing submitted early via email on March 18, 2015.

Results: A list of branches for your depository institution: STATE BANK AND TRUST COMPANY (ID_RSSD: 3384318).

This depository institution is held by STATE BANK FINANCIAL CORPORATION (4036324) of ATLANTA, 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
OK		Full Service (Head Office)	3384318	STATE BANK AND TRUST COMPANY	4219 FORSYTH ROAD	MACON	GA	31210	BIBB	UNITED STATES	428584	0	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	3956117	ALPHARETTA BRANCH	2380 OLD MILTON PARKWAY	ALPHARETTA	GA	30009	FULTON	UNITED STATES	363539	22	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	4734273	BUCKHEAD TOWER BRANCH	3399 PEACHTREE ROAD, NE, SUITE 1100	ATLANTA	GA	30326	FULTON	UNITED STATES	Not Required	Not Required	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	4024095	EAST PACES FERRY ROAD BRANCH	415 EAST PACES FERRY ROAD	ATLANTA	GA	30305	FULTON	UNITED STATES	61115	25	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	518073	MIDTOWN BRANCH	1349 W PEACHTREE ST NW, SUITE 100	ATLANTA	GA	30309	FULTON	UNITED STATES	Not Required	Not Required	STATE BANK AND TRUST COMPANY	3384318	
Close	12/31/2014	Full Service	3403394	MIDTOWN BRANCH	860 PEACHTREE STREET, SUITE J	ATLANTA	GA	30308	FULTON	UNITED STATES	445002	29	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	3828353	GWINNETT OFFICE	1970 SATELLITE BOULEVARD	DULUTH	GA	30097	GWINNETT	UNITED STATES	Not Required	Not Required	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	3956108	GRAY BRANCH	282 WEST CLINTON STREET	GRAY	GA	31032	JONES	UNITED STATES	5400	18	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	3413094	BASS ROAD BRANCH	1535 BASS ROAD	MACON	GA	31210	BIBB	UNITED STATES	453355	11	STATE BANK AND TRUST COMPANY	3384318	
OK		Limited Service	3080348	CARLYLE PLACE BRANCH OFFICE	5300 ZEBULON ROAD	MACON	GA	31210	BIBB	UNITED STATES	363076	8	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	3956078	FORSYTH ROAD BRANCH	4219 FORSYTH ROAD	MACON	GA	31210	BIBB	UNITED STATES	Not Required	Not Required	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	2752974	HARTLEY BRIDGE ROAD BRANCH	4315 HARTLEY BRIDGE ROAD	MACON	GA	31216	BIBB	UNITED STATES	261889	7	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	2073174	LOG CABIN BRANCH	4699 LOG CABIN DRIVE	MACON	GA	31204	BIBB	UNITED STATES	261886	4	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	2358143	NORTHEAST BRANCH	614 SHURLING DRIVE	MACON	GA	31211	BIBB	UNITED STATES	261887	5	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	2606545	PIO NONO BRANCH	3945 PIO NONO AVENUE	MACON	GA	31206	BIBB	UNITED STATES	261888	6	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	3117767	RIVERSIDE BRANCH OFFICE	2918 RIVERSIDE DRIVE	MACON	GA	31204	BIBB	UNITED STATES	365243	9	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	1901814	WALNUT STREET BRANCH	700 WALNUT STREET	MACON	GA	31201	BIBB	UNITED STATES	261885	3	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	2581905	ZEBULON ROAD BRANCH	5980 ZEBULON ROAD	MACON	GA	31210	BIBB	UNITED STATES	57068	10	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	3729508	MARIETTA BRANCH	250 CHURCH STREET	MARIETTA	GA	30060	COBB	UNITED STATES	472698	38	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	4024107	PEACHTREE PARKWAY BRANCH	6170 PEACHTREE PARKWAY	NORCROSS	GA	30092	GWINNETT	UNITED STATES	32687	33	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	3956096	PERRY BRANCH	1208 WASHINGTON STREET	PERRY	GA	31069	HOUSTON	UNITED STATES	38560	13	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	3462159	UNADILLA BRANCH	2206 PINE STREET	UNADILLA	GA	31091	DOOLY	UNITED STATES	452375	1	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	3296019	HIGHWAY 96 BRANCH OFFICE	849 WARREN DRIVE	WARNER ROBINS	GA	31088	HOUSTON	UNITED STATES	432088	17	STATE BANK AND TRUST COMPANY	3384318	
OK		Full Service	2877475	HOUSTON LAKE ROAD OFFICE	119 SOUTH HOUSTON LAKE ROAD	WARNER ROBINS	GA	31088	HOUSTON	UNITED STATES	356818	16	STATE BANK AND TRUST COMPANY	3384318	

JR

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

Securities holders 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 ended 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	(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) * Number and Percentage of each Class of Voting Securities
Franklin Mutual Advisers, LLC Short Hills, NJ, USA	USA	2,037,860 6.32% Common Stock	Eaton Vance Management Atlanta Capital Boston, MA, USA	USA	1,610,626 4.99% Common Stock
The Vanguard Group Malvern, PA, USA	USA	1,980,005 6.14% Common Stock	Maltese Capital Management, formerly Sandler O'Neill Asset Management, LLC New York, NY, USA	USA	1,277,800 3.96% Common Stock

*Percentages based on actual shares outstanding at 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 with 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)	(4)(a) ** Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names)	(4)(c) List names of other companies if 25% or more of voting securities are held
James R. Balkcom, Jr. Atlanta, GA USA	Chairman of Board, EndoChoice, Inc.	Director	Director State Bank and Trust Company	Operating Partner, Council Ventures, Inc. Chairman of Board, TMG Gases Inc.	.02%	N/A	N/A
Kelly H. Barrett Atlanta, GA USA	Vice President, Internal Audit & Corporate Compliance, The Home Depot, Inc.	Director	Director State Bank and Trust Company	N/A	.03%	N/A	N/A
Archie L. Bransford, Jr. Alpharetta, GA USA	President, Bransford & Associates, LLC	Director	Director State Bank and Trust Company	N/A	.04%	N/A	N/A
Thomas L. Callicutt, Jr. Atlanta, GA USA	N/A	Chief Financial Officer	Chief Financial Officer State Bank and Trust Company	N/A	.07%	N/A	N/A
Kim M. Childers Atlanta, GA USA	N/A	Vice Chairman & Executive Risk Officer	Vice Chairman & Executive Risk Officer State Bank and Trust Company	Managing Principal, Bankers' Capital Group, LLC	.44%	N/A	N/A
Anne Q. Curry Atlanta, GA USA	President, Coxe Curry & Associates	Director	Director State Bank and Trust Company	N/A	.02%	N/A	N/A
Stephen W. Doughty Atlanta, GA USA	N/A	Corporate Development Officer	Vice Chairman & Corporate Development Officer State Bank and Trust Company	Managing Principal, Bankers' Capital Group, LLC	1.60%	N/A	N/A

** Percentages based on diluted shares outstanding which includes unexercised stock warrants and stock options.

Report Item 4: Insiders (continued)

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with 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)	(4)(a) ** Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names)	(4)(c) List names of other companies if 25% or more of voting securities are held
Joseph W. Evans Atlanta, GA USA	N/A	Chairman & Chief Executive Officer	Chairman & Chief Executive Officer State Bank and Trust Company	Managing Principal, Bankers' Capital Group, LLC President & Chief Executive Officer, Rosebub Farm, Inc.	1.92%	N/A	N/A
Virginia A. Hepner Atlanta, GA USA	President & Chief Executive Officer Woodruff Arts Center	Director	Director State Bank and Trust Company	General Partner, Howell, Dexter, Evans Family Partnership Principal Investor, GHL, LLC	.01%	N/A	N/A
John D. Houser Macon, GA USA	President & Chief Executive Officer, Southern Trust Corporation	Director	Director State Bank and Trust Company	President & Chief Executive Officer Southern Trust Ins. Co. Member, Southern Specialty Underwriters, LLC	.36%	N/A	N/A
Major General (Retired) Robert H. McMahon Warner Robins, GA USA	Director of C-17 Field Operations, Boeing	Director	Director State Bank and Trust Company	N/A	.01%	N/A	N/A
J. Daniel Speight, Jr. Atlanta, GA USA	N/A	Vice Chairman & Chief Operating Officer	Vice Chairman & Chief Operating Officer State Bank and Trust Company	Managing Principal, Bankers' Capital Group, LLC	1.58%	N/A	N/A
J. Thomas Wiley, Jr. Atlanta, GA USA	N/A	Vice Chairman & President	Vice Chairman & President State Bank and Trust Company	Managing Principal, Bankers' Capital Group, LLC	1.53%	N/A	N/A

** Percentages based on diluted shares outstanding which includes unexercised stock warrants and stock options.