

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Mark C. Hanna

Name of the Holding Company Director and Official

President / 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.

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

03/30/2021

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

C.I.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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.

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

December 31, 2020

Month / Day / Year

549300V2TLC1I721HE07

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

Reporter's Name, Street, and Mailing Address

F&M Bank Corp.

Legal Title of Holding Company

PO Box 1111

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

Timberville

VA

22853

City

State

Zip Code

205 S. Main Street

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Carrie A. Comer

CFO / EVP

Name

Title

540-896-1705

Area Code / Phone Number / Extension

540-896-1796

Area Code / FAX Number

ccomer@fmbankva.com

E-mail Address

www.fmbankva.com

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

Is confidential treatment requested for any portion of this report submission?

0=No

1=Yes

0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report..... ☐

2. a letter justifying this request has been provided separately ... ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

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.

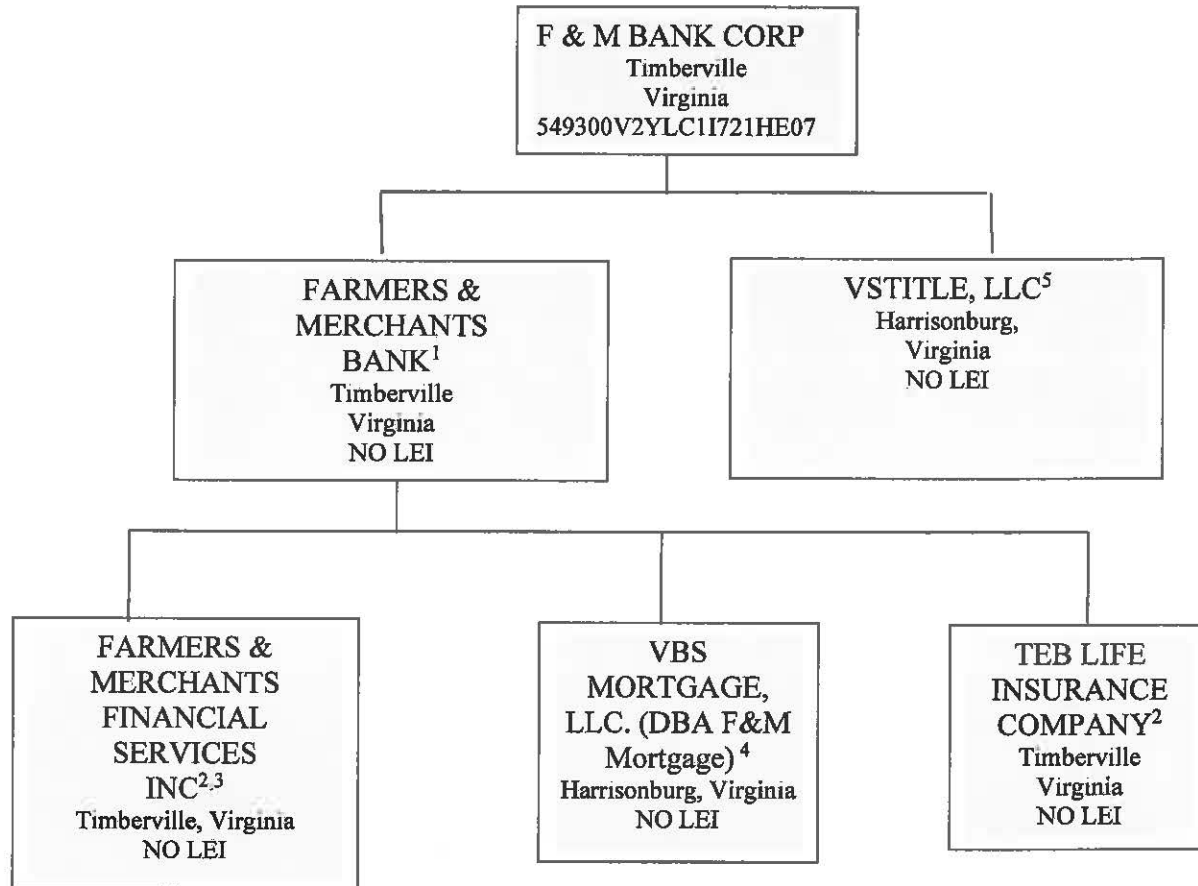
<div>Legal Title of Subsidiary Holding Company</div> <div>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</div> <div>CityStateZip Code</div> <div>Physical Location (if different from mailing address)</div>	<div>Legal Title of Subsidiary Holding Company</div> <div>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</div> <div>CityStateZip Code</div> <div>Physical Location (if different from mailing address)</div>
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F & M BANK CORP
FR Y-6

Item 1: Annual Report to Shareholders	Filed with the SEC on March 18, 2021
Item 2a: Organization Chart	Attached
Item 2b: Domestic Branch Listing	Attached
Item 3.1: Securities Holders	Attached
Item 3.2: Securities Holders	Attached
Item 4: Insiders	Attached

F & M BANK CORP.
Timberville, Virginia
Fiscal Year Ending December 31, 2020

Item 2a: ORGANIZATION CHART



Supplemental information, items (a) through (d) – Not Applicable

¹100% owned subsidiaries of F & M Bank Corp.

²100% owned subsidiary of Farmers & Merchants Bank.

³ Sells securities thru Infinex Financial Group and insurance through Bankers Insurance, LLC.

⁴ 100% owned subsidiary of Farmers & Merchants Bank.

⁵ 76% owned subsidiary of F & M Bank Corp. and 24% owned subsidiary of VBS Mortgage, LLC.

All entities are incorporated in the State of Virginia except TEB Life Insurance Company which is incorporated in the State of Arizona.

F & M Bank Corp
Item 2b: List of Branches
Fiscal Year Ending December 31, 2020

Results: A list of branches for your depository institution: FARMERS & MERCHANTS BANK (ID_RSSD: 713926).
This depository institution is held by F & M BANK CORP. (1076495) of TIMBERVILLE, VA.
The data are as of 12/31/2020. Data reflects information that was received and processed through 01/05/2021.

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)	713926	FARMERS & MERCHANTS BANK	165 NEW MARKET	TIMBERVILLE	VA	22853	ROCKINGHAM	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
ok		Full Service	2611071	BRIDGEWATER OFFICE	100 PLAZA DRIVE	BRIDGEWATER	VA	22812	ROCKINGHAM	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
ok		Full Service	785222	BROADWAY BRANCH	126 NORTH TIMBERWAY	BROADWAY	VA	22815	ROCKINGHAM	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
ok		Full Service	787020	EDINBURG BRANCH	320 STONEY CREEK BLVD	EDINBURG	VA	22824	SHENANDOAH	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
ok		Full Service	909626	ELKTON BRANCH	127 WEST ROCKINGHAM STREET	ELKTON	VA	22827	ROCKINGHAM	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
ok		Full Service	3444557	COFFMAN'S CORNER BRANCH	2030 LEGACY LANE	HARRISONBURG	VA	22801	HARRISONBURG CITY	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
ok		Full Service	3468722	CROSSROADS BRANCH	80 CROSS KEYS ROAD	HARRISONBURG	VA	22801	HARRISONBURG CITY	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
ok		Full Service	5115365	MYERS CORNER BRANCH	30 GOSNELL CROSSING	STAUNTON	VA	24401	AUGUSTA	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
ok		Full Service	4978611	NORTH AUGUSTA BRANCH	2813 N. AUGUSTA STREET	STAUNTON	VA	24401	STAUNTON CITY	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
ok		Full Service	5425868	STUARTS DRAFT BRANCH	2782 STUARTS DRAFT HIGHWAY	STUARTS DRAFT	VA	24477	AUGUSTA	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	
ok		Full Service	964728	WOODSTOCK BRANCH	161 SOUTH MAIN STREET	WOODSTOCK	VA	22664	SHENANDOAH	UNITED STATES	Not Required	Not Required	FARMERS & MERCHANTS BANK	713926	

F & M Bank Corp
Item 3.1 and 3.2: Security Holders
Fiscal Year Ending December 31, 2020

<u>Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/20</u>			<u>Current 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 as of fiscal year ending 12/31/20</u>		
<u>(1)(a) Name City, State, Country</u>	<u>(1)(b) Country of Citizenship or Incorporation</u>	<u>(1)(c) Number and Percentage of Voting Securities</u>	<u>(2)(a) Name City, State, Country</u>	<u>(2)(b) Country of Citizenship or Incorporation</u>	<u>(2)(c) Number and Percentage of Voting Securities</u>
Larry A. Caplinger Broadway, VA	USA	Personal 20,019 - .812% common stock ESOP 183,659 - 5.733% common stock Total 209,678 - 6.546% common stock	N/A	N/A	N/A
Carrie A. Comer, Elkton, VA	USA	Personal 4,250 - .133% common stock ESOP 183,659 - 5.733% common stock Total 187,909 - 5.866% common stock			
Barton Black, Richmond, VA	USA	Personal 311 - .010% common stock ESOP 183,659 - 5.733% common stock Total 183,970 - 5.743% common stock			

F & M Bank Corp
Item 4: Insiders
Fiscal Year Ending December 31, 2020

<u>(1)</u> <u>Name, City,</u> <u>State, Country</u>	<u>(2)</u> <u>Principal</u> <u>Occupation if</u> <u>other than</u> <u>with Holding</u> <u>Company</u>	<u>(3)(a)</u> <u>Title & Position</u> <u>with Holding</u> <u>Company</u>	<u>(3)(b)</u> <u>Title & Position</u> <u>with Subsidiaries</u>	<u>(3)(c)</u> <u>Title & Position</u> <u>with Other</u> <u>Businesses</u>	<u>(4)(a)</u> <u>Percentage of</u> <u>Voting Shares in</u> <u>Holding</u> <u>Company</u>	<u>(4)(b)</u> <u>Percentage of</u> <u>Voting Shares</u> <u>in Subsidiaries</u>	<u>(4)(c) List names of</u> <u>other companies if 25%</u> <u>or more of voting</u> <u>securities are held</u>
Mark C. Hanna, Harrisonburg, VA USA	N/A	CEO / President / Director of Farmers & Merchants Bank	President (Farmers & Merchants Bank)	None	0.200%	None	N/A
Barton Black, Richmond, VA USA	N/A	Executive Vice President/Chief Operating Officer	Executive Vice President (Farmers & Merchants Bank)	None	5.743%	None	N/A
Carrie A. Comer, Elkton, VA USA	N/A	Executive Vice President / CFO	Executive Vice President (Farmers & Merchants Bank)	None	5.866%	None	N/A
Paul Eberly, Rockingham, VA, USA	N/A	Executive Vice President/Chief Credit Officer	Executive Vice President (Farmers & Merchants Bank)	None	0.005%	None	N/A
F. Garth Knight, Rockingham, VA USA	N/A	Executive Vice President/Chief Lending Officer	Executive Vice President (Farmers & Merchants Bank)	None	0.012%	None	N/A

F & M Bank Corp
Item 4: Insiders
Fiscal Year Ending December 31, 2020

<u>(1) Name, City, State, Country</u>	<u>(2) Principal Occupation if other than with Holding Company</u>	<u>(3)(a) Title & Position with Holding Company</u>	<u>(3)(b) Title & Position with Subsidiaries</u>	<u>(3)(c) Title & Position with Other Businesses</u>	<u>(4)(a) Percentage of Voting Shares in Holding Company</u>	<u>(4)(b) Percentage of Voting Shares in Subsidiaries</u>	<u>(4)(c) List names of other companies if 25% or more of voting securities are held</u>
Kevin Russell, Harrisonburg, VA USA	N/A	Executive Vice President/President of Mortgage, Title and Financial Services	Executive Vice President (Farmers & Merchants Bank) & President (VBS Mortgage)	None	0.092%	None	Running Bear Acres LLC 33.3%
Stephanie Shillingburg Woodstock, VA, USA	N/A	Executive Vice President/Chief Banking Officer	Executive Vice President (Farmers & Merchants Bank)	None	0.236%	None	N/A
Aubrey "Mike" Wilkerson, Winchester, VA USA	N/A	Executive Vice President/Chief Strategy Officer & Northern Market Executive	Executive Vice President (Farmers & Merchants Bank)	None	None	None	N/A
Edward Ray Burkholder Staunton, VA, USA	Landscape Architect Balzer & Associates	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	0.027%	None	Rebb LLC 50%
Larry A. Caplinger Broadway, VA, USA	N/A	Director	Retired Executive Vice President / Director (Farmers & Merchants Bank)	None	6.546%	None	N/A

F & M Bank Corp
Item 4: Insiders
Fiscal Year Ending December 31, 2020

<u>(1)</u> <u>Name, City,</u> <u>State, Country</u>	<u>(2)</u> <u>Principal</u> <u>Occupation if</u> <u>other than</u> <u>with Holding</u> <u>Company</u>	<u>(3)(a)</u> <u>Title & Position</u> <u>with Holding</u> <u>Company</u>	<u>(3)(b)</u> <u>Title & Position</u> <u>with Subsidiaries</u>	<u>(3)(c)</u> <u>Title & Position</u> <u>with Other</u> <u>Businesses</u>	<u>(4)(a)</u> <u>Percentage of</u> <u>Voting Shares in</u> <u>Holding</u> <u>Company</u>	<u>(4)(b)</u> <u>Percentage of</u> <u>Voting Shares</u> <u>in Subsidiaries</u>	<u>(4)(c) List names of</u> <u>other companies if 25%</u> <u>or more of voting</u> <u>securities are held</u>
John N. Crist Broadway, VA, USA	Attorney, Partner in Hoover Penrod PLC	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	0.843%	None	N/A
Daniel J. Harshman Edinburg, VA, USA	Mayor of the Town of Edinburg	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	0.023%	None	N/A
Anne Keeler Staunton, VA USA	Vice President for Finance and Treasurer; Bridgewater College	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	0.006%	None	N/A
Michael W. Pugh Harrisonburg, VA, USA	President of Old Dominion Realty, Inc. and Colonial Appraisal Service, Inc.	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	0.275%	None	Old Dominion Realty, Inc., 100%, Pugh Investments 50%, Deer Creek Properties, LC 33.3%, N & P LC, 33.3%, Broken Arrow LC 100%, JCM LC 33.3%, ODR WV LC 50% & ODR REFERRAL LC 50%, Hunter Hills LLC 25%

F & M Bank Corp
Item 4: Insiders
Fiscal Year Ending December 31, 2020

<u>(1)</u> <u>Name, City,</u> <u>State, Country</u>	<u>(2)</u> <u>Principal</u> <u>Occupation if</u> <u>other than</u> <u>with Holding</u> <u>Company</u>	<u>(3)(a)</u> <u>Title & Position</u> <u>with Holding</u> <u>Company</u>	<u>(3)(b)</u> <u>Title & Position</u> <u>with Subsidiaries</u>	<u>(3)(c)</u> <u>Title & Position</u> <u>with Other</u> <u>Businesses</u>	<u>(4)(a)</u> <u>Percentage of</u> <u>Voting Shares in</u> <u>Holding</u> <u>Company</u>	<u>(4)(b)</u> <u>Percentage of</u> <u>Voting Shares</u> <u>in Subsidiaries</u>	<u>(4)(c) List names of</u> <u>other companies if 25%</u> <u>or more of voting</u> <u>securities are held</u>
Christopher S. Runion, Bridgewater, VA, USA	President Eddie Edwards Signs, Inc	Chairman Director	Director (Farmers & Merchants Bank)	See Principal Occupation	0.117%	None	Eddie Edward Signs, Inc. 100%, Heifer Investment, LLC 100%, Heifer Investment II, LLC 50%
Peter H. Wray Crozet, VA, USA	Principal Broker; Triangle Realtors	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	0.028%	None	DWG, LLC 25%, TAP Investments LLC, 25%, OHME, LLC 25%, SS-Pete Joint Venture 25%, TPA, LLC 25%, Staunton Crossing Partners, LLC 25%, PKW LLC 90%, PHW LLC 90%, Wray Realty, LLC 90%, PTAP Investment, LLC 27%, DCW LLC 25%
Dean W. Withers Harrisonburg, VA, USA	N/A	Director	Retired CEO / Director (Farmers & Merchants Bank)	None	1.542%	None	N/A