

COPY
 Board of Governors of the Federal Reserve System

MAR 28 2014



Annual Report of Holding Companies—FR Y-6
FRB RICHMOND

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, 2013

Month / Day / Year

I, **Richard D. Horn**

Reporter's Name, Street, and Mailing Address

WashingtonFirst Bankshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

General Counsel/Director

11921 Freedom Drive, Suite 250

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.

Reston VA 20190
 City State Zip Code

N/A

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:

E. Leroy Morris SVP- Accounting

Name Title

703-840-2412

Area Code / Phone Number / Extension

571-203-0837

Area Code / FAX Number

lmorris@wfbi.com

E-mail Address

www.wfbi.com

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

Signature of Holding Company Director and Official

03/25/2014

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 **3922466**
 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

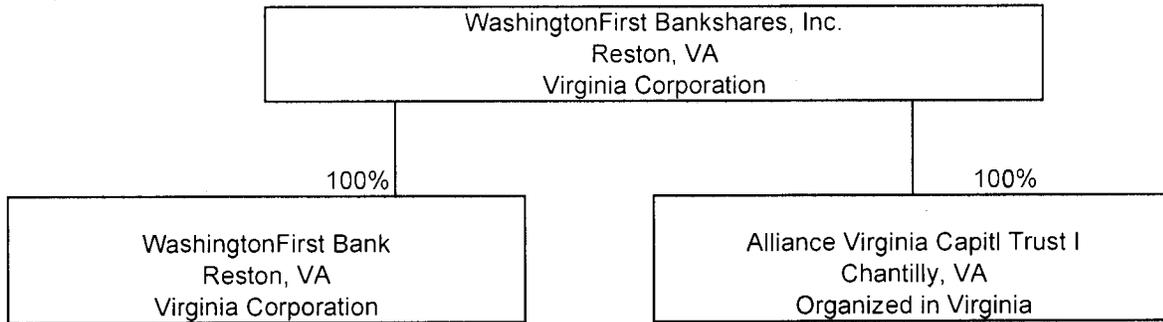
Amended May 28, 2013

WashingtonFirst Bankshares, Inc.
Reston, VA
Fiscal Year Ending December 31, 2012

Report Item

1. The bank holding company prepares an annual 10-K report for the SEC.

2a. Organizational Chart



Results: A list of branches for your holding company: WASHINGTONFIRST BANKSHARES, INC. (3922466) of RESTON, VA.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	3253571	WASHINGTONFIRST BANK	11921 FREEDOM DRIVE, SUITE 250	RESTON	VA	20190	FAIRFAX	UNITED STATES	420126		0 WASHINGTONFIRST BANK		3253571
OK		Full Service	1166453	19TH STREET BRANCH	1146 19TH STREET NW	WASHINGTON	DC	20036	DISTRICT OF COLUMBIA	UNITED STATES	39109		4 WASHINGTONFIRST BANK		3253571
OK		Full Service	3312843	CONNECTICUT AVENUE BRANCH	1025 CONNECTICUT AVE NW	WASHINGTON	DC	20036	DISTRICT OF COLUMBIA	UNITED STATES	288392		1 WASHINGTONFIRST BANK		3253571
OK		Full Service	3174966	K STREET BRANCH	1500 K STREET NW	WASHINGTON	DC	20005	DISTRICT OF COLUMBIA	UNITED STATES	475501		9 WASHINGTONFIRST BANK		3253571
OK		Full Service	4204196	BETHESDA BRANCH	7708 WOODMONT AVENUE	BETHESDA	MD	20814	MONTGOMERY	UNITED STATES	510431		10 WASHINGTONFIRST BANK		3253571
OK		Full Service	2560562	GREENBELT BRANCH	6329 GREENBELT ROAD	COLLEGE PARK	MD	20740	PRINCE GEORGES	UNITED STATES	422575		7 WASHINGTONFIRST BANK		3253571
OK		Full Service	3174957	OXON HILL ROAD BRANCH	6089 OXON HILL RD	OXON HILL	MD	20745	PRINCE GEORGES	UNITED STATES	55327		5 WASHINGTONFIRST BANK		3253571
OK		Full Service	3843589	ANNANDALE BRANCH	7023 LITTLE RIVER TURNPIKE	ANNANDALE	VA	22003	FAIRFAX	UNITED STATES	Not Required	Not Required	WASHINGTONFIRST BANK		3253571
OK		Full Service	3200212	BALLSTON BRANCH	4501 N FAIRFAX DRIVE	ARLINGTON	VA	22203	ARLINGTON	UNITED STATES	Not Required	Not Required	WASHINGTONFIRST BANK		3253571
OK		Full Service	4204150	FAIRFAX BRANCH	10777 MAIN STREET, SUITE 105	FAIRFAX	VA	22030	FAIRFAX CITY	UNITED STATES	516704		11 WASHINGTONFIRST BANK		3253571
OK		Full Service	3648261	GREAT FALLS BRANCH	9851 GEORGETOWN PIKE	GREAT FALLS	VA	22066	FAIRFAX	UNITED STATES	468205		8 WASHINGTONFIRST BANK		3253571
OK		Full Service	3069325	MANASSAS PARK BRANCH	9113 MANASSAS DRIVE	MANASSAS PARK	VA	20111	MANASSAS PARK CITY	UNITED STATES	Not Required	Not Required	WASHINGTONFIRST BANK		3253571
OK		Full Service	3461750	RESTON BRANCH	11636 PLAZA AMERICA DRIVE	RESTON	VA	20190	FAIRFAX	UNITED STATES	Not Required	Not Required	WASHINGTONFIRST BANK		3253571
OK		Full Service	3134241	RESTON BRANCH	11730 PLAZA AMERICA DRIVE, SUITE 130	RESTON	VA	20190	FAIRFAX	UNITED STATES	Not Required	Not Required	WASHINGTONFIRST BANK		3253571
OK		Full Service	3348392	STERLING BRANCH	46901 CEDAR LAKES PLAZA	STERLING	VA	20164	LOUDOUN	UNITED STATES	433854		2 WASHINGTONFIRST BANK		3253571
OK		Full Service	3230750	TYSONS CORNER BRANCH	2095 CHAIN BRIDGE ROAD	VIENNA	VA	22182	FAIRFAX	UNITED STATES	Not Required	Not Required	WASHINGTONFIRST BANK		3253571

Form FR Y-6
WashingtonFirst Bankshares, Inc.
Fiscal Year Ending December 31, 2013

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 12/31/2013

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 ending 12/31/2013

(1)(a) Name, City, State	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Endicott Opportunity Partners III, L.P. New York, NY	USA	634,043 - 9.66% Common Stock
Joseph S. Bracewell Washington, DC	USA	341,544 - 5.18% Common Stock

(2)(a) Name, City, State	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
None		

Form FR Y-6
WashingtonFirst Bankshares, Inc.
Fiscal Year Ending December 31, 20123

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 Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (included 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)
Shaza L. Andersen Great Falls, VA USA	N/A	Director and Chief Executive Office	Director & CEO WashingtonFirst Bank	N/A	1.85%	N/A	See attached for item 4.4.c
Charles E. Andrews Vienna, VA USA	CPA	Director	Director	NVR, Inc. Director	0.07%	N/A	
Joseph S. Bracewell Washington, DC, USA	Attorney	Director and Chairman of the Board	Director and Chairman of the Board	Of Counsel Bingham McCutchen	5.18%	N/A	
Madhu K. Mohan Potomac, MD, USA	Doctor	Director	Director	President Riverside Medical	3.89%	N/A	
George W. Connors, IV Arlington, VA, USA	N/A	Director, Officer	Director, President & CLO WashingtonFirst Bank	N/A	0.97%	N/A	
Josephine S. Cooper Washington, DC, USA	Association Consultant	Director	Director	Josephine Cooper, LLC Public Affairs Consultant	0.53%	N/A	
John H. Dalton Washington, DC, USA	Association Executive	Director	Director	President, Housing Policy Council Financial Services Roundtable	1.11%	N/A	
Donald W. Fisher, Ph.D Alexandria, VA, USA	Medicine	Director	Director	President/CEO American Medical Group Association	0.01	N/A	

Form FR Y-6
WashingtonFirst Bankshares, Inc.
Fiscal Year Ending December 31, 2013

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

(continued) Page 2

(1) Name, City, State Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (included names of subsidiaries)	(3)(c) Title & Position with other Businesses (include names or 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)
Richard D. Horn Potomac, MD, USA	Attorney	General Counsel/Director	General Counsel/Director WashingtonFirst Bank	Owner Dale Builders	0.98%	N/A	See attached for item 4.4.c
Matthew R. Johnson Potomac, MD, USA	N/A	EVP & CFO	EVP & CFO WashingtonFirst Bank	N/A	0.83%	N/A	
D. Mark Lowers Round Hill, VA, USA	Risk Mitigation	Director	Director	President/CEO Lowers Risk Group	0.01%	N/A	
John J. Mahoney Washington, DC, USA	Executive, Title company	Director	Director	President Regional Title	0.68%	N/A	
Juan A. Mencia Great Falls, VA, USA	Executive, IT	Director	Director	Chairman CubeCorp	1.74%	N/A	
Larry D. Meyers Alexandria, VA, USA	Consultant	Director	Director	President Meyers and Associates	0.72%	N/A	
Mark C. Michael Washington, DC, USA	Executive, catering	Director	Director	CEO Occasions Catering	1.43%	N/A	
Kenneth Morrisette McLean, VA, USA	Executive, moving company	Director	Director	CEO Interstate Service Group	1.45%	N/A	
James P. Muldoon Washington, DC, USA	IT Consultant	Director	Director	CEO METCOR	2.33%	N/A	
William C. Oldaker Potomac, MD, USA	Attorney	Director	Director	Partner Oldaker Belair & Wittie	2.64%	N/A	

Form FR Y-6
WashingtonFirst Bankshares, Inc.
Fiscal Year Ending December 31, 2013

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

(continued) Page 3

(1) Name, City, State Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (included names of subsidiaries)	(3)(c) Title & Position with other Businesses (include names or 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)
Jon M. Peterson Fairfax, VA, USA	Real Estate Developer	Director	Director	SVP of The Perteson Companies	0.01%	N/A	See attached for item 4.4.c
Randall S. Peyton Great Falls, VA, USA	Surgeon	Director	Director	President Arthritis & Sports Orthopaedics	0.38%	N/A	
Joe R. Reeder Alexandria, VA, USA	Attorney	Director	Director	Partner Greenberg Traurig	1.18%	N/A	
William G. Reilly Potomac Falls, VA, USA	Executive, title company	Director	Director	President Champion Title	1.00%	N/A	
Gail R. Steckler Chevy Chase, MD, USA	Consultant	Director	Director	Director Infrastructure Management Group	0.76%	N/A	
Gen. Ret. Johnnie E. Wilson Springfield, VA, USA	Retired 4-star General	Director	Director	Retired	0.50%	N/A	

Related Interests (Item 4.4.c)

December 31, 2013

Shaza L. Andersen

N/A

Charles E. Andrews

N/A

Joseph S. Bracewell

50% Bracewell Value Partnership

50% Bracewell Asset Management

George W. Connors, IV

N/A

Josephine S. Cooper

100% Josephine Cooper, LLC

John H. Dalton

N/A

Donald W. Fisher, Ph.D

N/A

Richard D. Horn

100% Dale Builders, LLC

Matthew R. Johnson

50% Drift Inn

D. Mark Lowers

35% Lowers Risk Group

John J. Mahoney

N/A

Related Interest (Item 4.4.c continued)

Kenneth Morrissette

25% Interstate Service Group
25% Ace Van & Storage
25% Interstate Group Holdings
25% Ambassador Worldwide Moving
25% Interstate Moving Systems, Inc.
25% Interstate Van Lines, Inc.
25% Interstate Relocation Service, Inc.
25% Interstate International Inc.
25% A World Wide Moving, Inc.
25% Ambassador Relocations, Inc.
25% Ambassador International, Ltd.
25% AEM, Inc.
25% Hetco Van Lines, Inc.
25% Hetco Moving Systems, Inc.
25% 5801 Rolling Road LLC
25% 5803 Rolling Road LLC
25% 3901 LLC
25% 8600 CM Tr LLC
25% 8601 Associates LLC
25% CM TR LLC
25% Denise Properties LLC
25% 14111 Midlothian Turnpike LLC

James P. Muldoon

N/A

William C. Oldaker

100% The Oldaker Group
100% The Oldaker Law Group

Jon M. Petersen

N/A

Randall S. Peyton, MD

100% Arthritis & Sports Orthopaedics
100% Randall S. Peyton, M.D>

Joe R. Reeder

N/A

Related Interest (Item 4.4.c continued)

William G. Reilly

67% Champion Title

67% Champion Holdings

48% CHC Title Agency

60% Expert Title LLC

67% HRC Title LLC

67% Champion Real Estate

67% CRV-1 LLC

Gail R. Steckler

N/A

Gen. (Ret) Johnnie E. Wilson

100% JWil, LLC