

COPY

Board of Governors of the Federal Reserve System

MAR 31 2016



Annual Report of Holding Companies — ~~FR Y-6~~ 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, Glenn W. Rust

Reporter's Name, Street, and Mailing Address
Virginia National Bankshares Corporation

Name of the Holding Company Director and Official
President and CEO, and Director

Legal Title of Holding Company
404 People Place

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.

Charlottesville VA 22911
City State Zip Code

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:

Ronald E. Baron EVP & CFO
Name Title

434-817-8510
Area Code / Phone Number / Extension

434-817-8526
Area Code / FAX Number
ronald.baron@vnb.com

E-mail Address
www.vnb.com

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

Signature of Holding Company Director and Official

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 4517261
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

Virginia National Bankshares Corporation
 404 People Place
 Charlottesville, Virginia 22911

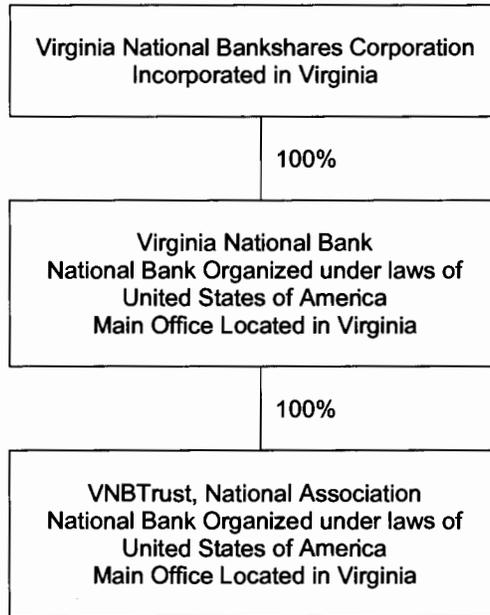
Fiscal Year Ending December 31, 2013

Report Item

1: Annual Report

The bank holding company prepares an annual report for its shareholders which is filed with the Securities and Exchange Commission (SEC). A copy of the report can be obtained from the SEC website or at www.vnb.com, under the "Investors" tab.

2a: Organizational Chart



2b: Branch listing verified and provided to the Federal Reserve Bank of Richmond by email on March 25, 2014.

3: Security Holders

(1) Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2013.

| (1)(a) Name City, State, Country | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Shares of Common Stock | |
|--|---|--|----|
| Hunter E. Craig Charlottesville, Virginia, USA | USA | 258,236 7,878 Options | 9% |
| Union First Market Bankshares Corporation and Union First Market Bank Richmond, Virginia, USA | USA | 190,152.5 | 7% |
| William D. Dittmar, Jr. Charlottesville, Virginia, USA | USA | 148,427 7,878 Options | 5% |

(2) Securities holders not listed in 3(1) above with ownership, control or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2013.

None

Results: A list of branches for your holding company: VIRGINIA NATIONAL BANKSHARES CORPORATION (4517261) of CHARLOTTESVILLE, 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) | 2708122 | VIRGINIA NATIONAL BANK | 222 EAST MAIN STREET | CHARLOTTESVILLE | VA | 22902 | CHARLOTTESVILLE CITY | UNITED STATES | 61527 | 0 | VIRGINIA NATIONAL BANK | 2708122 | |
| OK | | Full Service | 3299234 | ARLINGTON BOULEVARD BRANCH | 1900 ARLINGTON BOULEVARD | CHARLOTTESVILLE | VA | 22903 | CHARLOTTESVILLE CITY | UNITED STATES | 357430 | 2 | VIRGINIA NATIONAL BANK | 2708122 | |
| OK | | Full Service | 3967391 | PANTOPS PARK BRANCH | 404 PEOPLE PLACE | CHARLOTTESVILLE | VA | 22911 | ALBEMARLE | UNITED STATES | 479880 | 10 | VIRGINIA NATIONAL BANK | 2708122 | |
| OK | | Full Service | 2748883 | SEMINOLE BRANCH | 1580 SEMINOLE TRAIL | CHARLOTTESVILLE | VA | 22901-145 | ALBEMARLE | UNITED STATES | 290801 | 1 | VIRGINIA NATIONAL BANK | 2708122 | |
| OK | | Full Service | 2963583 | ORANGE BRANCH | 102 EAST MAIN ST | ORANGE | VA | 22960 | ORANGE | UNITED STATES | 361526 | 3 | VIRGINIA NATIONAL BANK | 2708122 | |
| OK | | Full Service | 3231663 | CREEKSIDE OFFICE BRANCH | 3119 VALLEY AVENUE #102 | WINCHESTER | VA | 22601 | WINCHESTER CITY | UNITED STATES | 426589 | 6 | VIRGINIA NATIONAL BANK | 2708122 | |
| OK | | Full Service | 3091858 | WINCHESTER BRANCH | 186 NORTH LOUDOUN STREET | WINCHESTER | VA | 22601 | WINCHESTER CITY | UNITED STATES | 363111 | 4 | VIRGINIA NATIONAL BANK | 2708122 | |

4: Insiders

The following table sets forth certain information as of December 31, 2013 concerning beneficial ownership of the Company's common stock by each director and executive officer.

| (1) Name City, State Country | (2) Principal Occupation if other than with Holding Company | (3)(a) Title and Position with Holding Company | (3)(b) Title and Position with Subsidiaries | (3)(b) Title and Position with Other Businesses | (4)(a) Percentage of Voting Shares in Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries | (4)(c) Percentage of Voting Shares in Other Companies if 25% or more | |
|---|--|---|---|---|--|---|--|------|
| Ronald E. Baron Charlottesville, VA USA | N/A | EVP & Chief Financial Officer | EVP & Chief Financial Officer, Virginia National Bank, VNBTrust, N.A. | N/A | 1% * | N/A | N/A | |
| Virginia R. Bayes Charlottesville, VA USA | N/A | Executive Officer | EVP & Chief Credit Officer Virginia National Bank | N/A | 1% * | N/A | N/A | |
| Steven W. Blaine Charlottesville, VA USA | Attorney | Director | Director, Virginia National Bank, VNBTrust, N.A. | Partner, LeClairRyan, Charlottesville, VA | 1% * | N/A | N/A | |
| Nancy L. Brody Charlottesville, VA USA | Executive of office supply manufacturing and distributing company | Director | Director, Virginia National Bank, VNBTrust, N.A. | Executive Officer, Block & Company, Inc. Wheeling, IL | 4% | N/A | MMF Holdings, Inc. | 33% |
| | | | | | | | Greenwood Partners, | 33% |
| | | | | | | | Health Data Services, Inc. | 37% |
| John J. Davies, III Culpeper, VA USA | Attorney | Director | Director, Virginia National Bank, VNBTrust, N.A. | Partner, Davies, Barrell, Will, Lewellyn & Edwards, PLC Culpeper, VA | 1% * | N/A | Renewal Associates, LLC | 33% |
| | | | | | | | Yowell-Davies Joint Venture | 50% |
| | | | | | | | CUD, Inc. | 33% |
| William D. Dittmar, Jr. Charlottesville, VA USA | Executive of company that manages and develops of commercial properties | Chairman of the Board | Director, Virginia National Bank, VNBTrust, N.A. | President and Chief Executive Officer, Enterprise Holdings, Inc. Charlottesville, VA | 5% | N/A | Enterprise Holdings, Inc. | 100% |
| | | | | | | | Enterprise Properties, LLC | 100% |
| | | | | | | | OMD, LLC | 100% |
| | | | | | | | BHN, LLC | 50% |
| | | | | | | | Pantops Park, LLC | 100% |
| | | | | | | | 401 East Market St., LLC | 100% |
| | | | | | | | BHE | 100% |

| (1) Name City, State Country | (2) Principal Occupation if other than with Holding Company | (3)(a) Title and Position with Holding Company | (3)(b) Title and Position with Subsidiaries | (3)(b) Title and Position with Other Businesses | (4)(a) Percentage of Voting Shares in Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries | Percentage of Voting Shares in Other Companies if 25% or more | (4)(c) |
|--|--|---|---|---|--|---|--|--------|
| James T. Holland Winchester, VA USA | Consultant and Author | Director | Director, Virginia National Bank, VNBTrust, N.A | Independent Contractor Winchester, VA | 1% * | N/A | JSJ Partnership | 33% |
| William Bolling Izard, Jr. Charlottesville, VA USA | Executive of corporate insurance firm | Director | Director, Virginia National Bank, VNBTrust, N.A | Vice President, James A. Scott & Son, Incorporated t/a Scott Risk Capital & Scott Insurance Charlottesville, VA | 1% | N/A | N/A | |
| Glenn W. Rust Charlottesville, VA USA | N/A | President, Chief Executive Officer, Director | President and Chief Executive Officer, Director, Virginia National Bank, VNBTrust, N.A. | N/A | 1% | N/A | N/A | |
| Donna G. Shewmake Charlottesville, VA USA | N/A | EVP & General Counsel, and Secretary to the Board, | EVP & General Counsel, and Secretary to the Board, Virginia National Bank; Secretary to the Board, VNBTrust, N.A. | N/A | 1% * | N/A | Beagle Holdings, LLC | 47% |
| Gregory L. Wells Charlottesville, VA USA | Executive of company operating fitness & wellness centers | Director | Director, Virginia National Bank, VNBTrust, N.A | Chief Executive Officer, ACAC Fitness & Wellness Centers Charlottesville, VA | 1% * | N/A | N/A | |

* Each of these individuals owns less than 1% of the common stock of Virginia National Bankshares Corporation.

NOTE: (4)(b) -- Percentage of Voting Shares in Subsidiaries
Virginia National Bank is a wholly owned subsidiary of Virginia National Bankshares Corporation, and VNBTrust, N.A. is a wholly owned subsidiary of Virginia National Bank; therefore, there are no individuals or other entities with shares in the subsidiaries.