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FR Y-6
OMB Number 7100-0297
December 31, 2015
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Board of Governors of the Federal Reserve System

MAR 31 2014



Annual Report of Holding Companies — 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.

I, Dean W. Withers

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.

Dean W. Withers

Signature of Holding Company Director and Official

03/28/2014

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 1076495
C.I. _____

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

December 31, 2013

Month / Day / Year

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 SVP/CFO

Name Title

540-896-8941

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

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

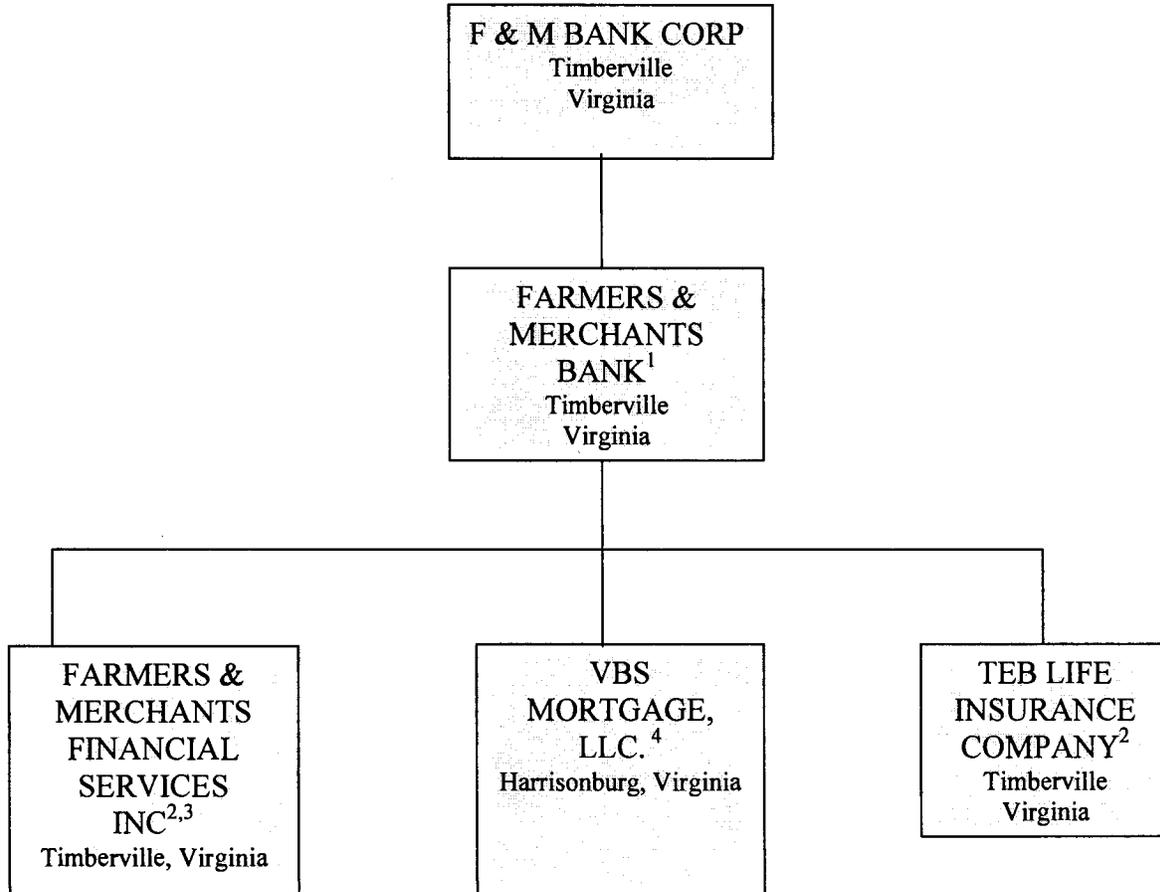
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

F & M BANK CORP.
ANNUAL REPORT OF BANK HOLDING COMPANIES-FRY-6
Item 2

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

³Sells securities thru BI Investment Services, title insurance thru Shenandoah Title, LLC & insurance through Bankers Insurance, LLC.

⁴70% owned subsidiary of Farmers & Merchants Bank, which is a non-managing partner.

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

Results: A list of branches for your holding company: F & M BANK CORP. (1076495) of TIMBERVILLE, 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)	713926	FARMERS & MERCHANTS BANK	205 SOUTH MAIN STREET	TIMBERVILLE	VA	22853	ROCKINGHAM	UNITED STATES	5526	0	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	2611071	BRIDGEWATER OFFICE	100 PLAZA DRIVE	BRIDGEWATER	VA	22812	ROCKINGHAM	UNITED STATES	218827	4	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	785222	BROADWAY BRANCH	126 NORTH TIMBERWAY	BROADWAY	VA	22815	ROCKINGHAM	UNITED STATES	218825	2	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	787020	EDINBURG BRANCH	120 SOUTH MAIN STREET	EDINBURG	VA	22824	SHENANDOAH	UNITED STATES	6105	5	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	909626	ELKTON BRANCH	127 WEST ROCKINGHAM STREET	ELKTON	VA	22827	ROCKINGHAM	UNITED STATES	218824	1	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	3468722	CROSSROADS BRANCH	80 CROSS KEYS ROAD	HARRISONBURG	VA	22801	HARRISONBURG CITY	UNITED STATES	466117	8	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	3444557	HARRISONBURG BRANCH	1085 PORT REPUBLIC ROAD	HARRISONBURG	VA	22801	HARRISONBURG CITY	UNITED STATES	453973	7	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	3458554	LURAY BRANCH	700 EAST MAIN STREET	LURAY	VA	22835	PAGE	UNITED STATES	466118	9	FARMERS & MERCHANTS BANK	713926	
OK		Full Service	964728	WOODSTOCK BRANCH	161 SOUTH MAIN STREET	WOODSTOCK	VA	22664	SHENANDOAH	UNITED STATES	220288	6	FARMERS & MERCHANTS BANK	713926	

F & M Bank Corp
Item 3.1 and 3.2
Security Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/13

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 12/31/13

<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>
Larry A. Caplinger Broadway, VA, USA	USA	Personal 9,464 Shares or .38% ESOP 176,485 Shares or 7.02% Total 185,949 Shares or 7.40%
Neil W. Hayslett McGaheysville, VA, USA	USA	Personal 807 Shares or .03% ESOP 176,485 Shares or 7.03% Total 177,292 Shares or 7.06%

<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>
N/A	N/A	N/A

F & M Bank Corp
Item 4
Directors and Officers

<u>Executive Officers</u> <u>/Address</u>	<u>Principal</u> <u>Occupation</u>	<u>Title/Position</u> <u>With BHC</u>	<u>Title/Position</u> <u>With</u> <u>Subsidiaries</u>	<u>Title/Position</u> <u>With Other</u> <u>Businesses</u>	<u>Amount</u> <u>Beneficially</u> <u>Owned</u>	<u>Percent</u> <u>of</u> <u>Class in</u> <u>BHC</u>	<u>Percent of</u> <u>Class in</u> <u>Subsidiaries</u>	<u>25% Ownership</u> <u>in Other Business</u>
Larry A. Caplinger Broadway, VA	N/A	Executive Vice President	Executive Vice President (Farmers & Merchants Bank)	None	185,949 Shares	7.40% ¹	None	None
Neil W. Hayslett McGaheysville, VA	N/A	Executive Vice President/CAO	Executive Vice President (Farmers & Merchants Bank)	None	177,292 Shares	7.06% ¹	None	None
Carrie A. Comer Elkton, VA	N/A	Senior Vice President/CFO	Senior Vice President (Farmers & Merchants Bank)	None	2,192 Shares	.09%	None	None
Stephanie Shillingburg Woodstock, VA	N/A	Executive Vice President/Retail Sales	Executive Vice President (Farmers & Merchants Bank)	Secretary/Treasurer	3,464 Shares	.14%	None	Creekside Plain & Fancy, Inc. 100%,
<u>Directors</u> <u>/Address</u>	<u>Principal</u> <u>Occupation</u>	<u>Title/Position</u> <u>with BHC</u>	<u>Title/Position</u> <u>with</u> <u>Subsidiaries</u>	<u>Title/Position With</u> <u>Other</u> <u>Businesses</u>	<u>Amount</u> <u>Beneficially</u> <u>Owned</u>	<u>Percent</u> <u>of</u> <u>Class in</u> <u>BHC</u>	<u>Percent of</u> <u>Class in</u> <u>Subsidiaries</u>	<u>25% Ownership</u> <u>in Other Business</u>
Thomas L. Cline Timberville, VA	Chairman of the Board of Truck & Equipment Corp. and Mac Lease, Inc	Chairman	Chairman (Farmers & Merchants Bank)	See Principal Occupation	14,125 Shares	.56%	None	None
John N. Crist Broadway, VA	Attorney, Partner in Hoover Penrod PLC	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	22,256 Shares	.890%	None	VA/Valley Title Agency 30%
Ellen R. Fitzwater Broadway, VA	Partner/Financial Manager of F & R Leasing, L.L.C.	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	5,991 Shares	.238%	None	F & R Leasing, LLC 50%

F & M Bank Corp
Item 4
Directors and Officers

<u>Directors /Address</u>	<u>Principal Occupation</u>	<u>Title/Position with BHC</u>	<u>Title/Position with Subsidiaries</u>	<u>Title/Position With Other Businesses</u>	<u>Amount Beneficially Owned</u>	<u>Percent of Class in BHC</u>	<u>Percent of Class in Subsidiaries</u>	<u>25% Ownership in Other Business</u>
Daniel J. Harshman Edinburg, VA	Mayor of the Town of Edinburg	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	733 Shares	.029%	None	None
Richard S. Myers Harrisonburg, VA	President of Dick Myers Chrysler Dodge Jeep	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	17,542 Shares	.698%	None	Dick Myers Chrysler Dodge Jeep 76%, N & P LC, 33 1/3%, & TrAndy at Tidewater, LC 100%
Michael W. Pugh Harrisonburg, VA	President of Old Dominion Realty, Inc. and Colonial Appraisal Service, Inc.	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	4,662 Shares	.186%	17% (VBS Mortgage)	N & P LC, 33 1/3%, Old Dominion, Inc., 100%, Colonial Appraisals Service, Inc., 50%, Broken Arrow LC 100%, West Properties, LC 25%, JCM LC 33 1/3%, & ODR WV LC 50%, Old Furnace LC 33 1/3%.
Christopher S. Runion, Bridgewater, VA	President Eddie Edwards Signs, Inc	Direct	Director (Farmers & Merchants Bank)	See Principal Occupation	3,801 Shares	.151%	None	Eddie Edward Signs, Inc. 100%, Heifer Investment, LLC 100%
Ronald E. Wampler Timberville, VA	Retired Salesman; Retired farmer; partner in Dove Ohio Farms, L.L.C. and WWTD Ohio Farms, L.L.C.	Director	Director (Farmers & Merchants Bank)	See Principal Occupation	20,553 Shares	.818%	None	Dove Ohio Farms, LC, 30%. WWTD Ohio Farms 25%
Dean W. Withers Timberville, VA	N/A	President/CEO/ Director	President/CEO/ Director (Farmers & Merchants Bank)	None	15,672 Shares	.624%	None	None

¹ Includes 176,485 shares owned by the Company's stock bonus plan over which Mr. Caplinger and Mr. Hayslett have voting power in their capacity as plan trustees.