

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, Robert W. Walker

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.

Robert W. Walker

Signature of Holding Company Director and Official

3-21-14

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 2007647
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

Premier Financial Bancorp, Inc.

Legal Title of Holding Company

2883 5th Avenue

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

Huntington

WV

25702

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Arlene Napier

Sr. Accountant

Name

Title

304-525-1600

Area Code / Phone Number / Extension

304-525-9701

Area Code / FAX Number

arlene.napier@pfbivv.com

E-mail Address

n/a

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

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

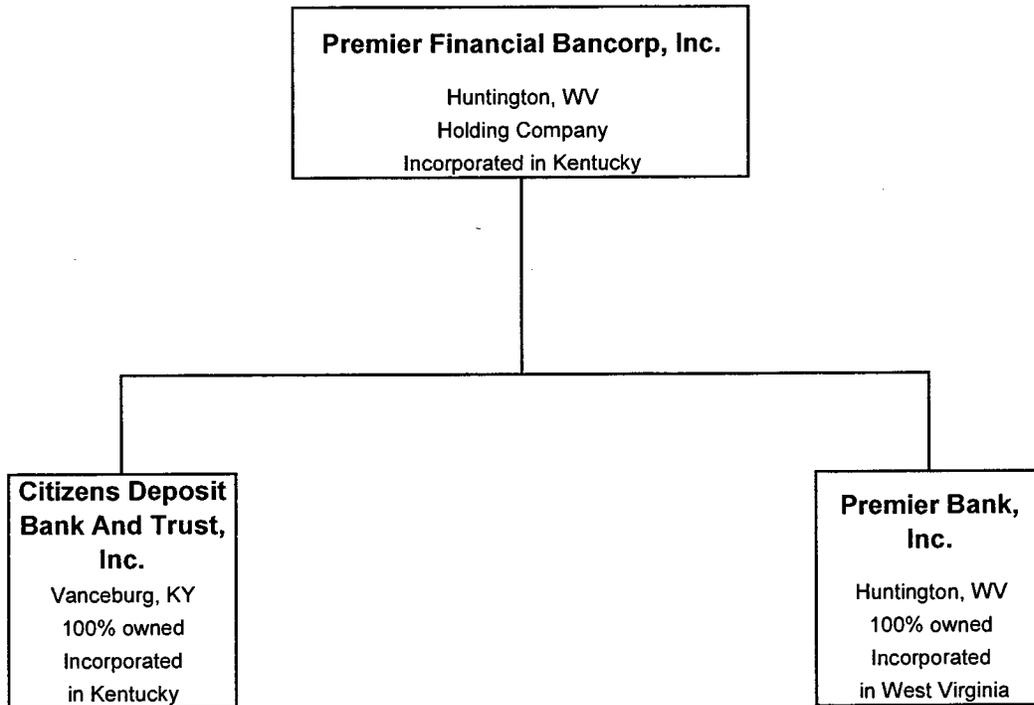
Yes Please identify the report items to which this request applies:

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

**PREMIER FINANCIAL BANCORP, INC.
ORGANIZATION CHART
AS OF DECEMBER 2013**



Results: A list of branches for your depository institution: PREMIER BANK, INC. (ID_RSSD: 2692753).
 This depository institution is held by PREMIER FINANCIAL BANCORP, INC. (2007647) of HUNTINGTON, WV.
 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
CHANGE	3/12/2013	Limited Service	2692753	PREMIER BANK, INC.	2883 FIFTH AVENUE	HUNTINGTON	WV	25702	CABELL	UNITED STATES	61749	0	PREMIER BANK, INC.	2692753	
OK		Full Service	659622	CONNECTICUT AVENUE BRANCH	1130 CONNECTICUT AVE NW, SUITE 200	WASHINGTON	DC	20036	DISTRICT OF COLUMBIA	UNITED STATES	15812	16	PREMIER BANK, INC.	2692753	
OK		Full Service	2515227	DUPONT CIRCLE EAST BRANCH	1604 17TH STREET, NW	WASHINGTON	DC	20009	DISTRICT OF COLUMBIA	UNITED STATES	255097	19	PREMIER BANK, INC.	2692753	
OK		Full Service	3148006	K STREET BRANCH	1501 K STREET NW	WASHINGTON	DC	20005	DISTRICT OF COLUMBIA	UNITED STATES	365987	21	PREMIER BANK, INC.	2692753	
OK		Full Service	746625	UNION STATION BRANCH	50 MASSACHUSETTS AVE, NE	WASHINGTON	DC	20002	DISTRICT OF COLUMBIA	UNITED STATES	255096	18	PREMIER BANK, INC.	2692753	
OK		Full Service	845920	CHEVY CHASE BRANCH	5530 WISCONSIN AVENUE, SUITE 105	CHEVY CHASE	MD	20815	MONTGOMERY	UNITED STATES	255095	17	PREMIER BANK, INC.	2692753	
OK		Full Service	3213717	SILVER SPRING BRANCH	8121 GEORGIA AVE	SILVER SPRING	MD	20910	MONTGOMERY	UNITED STATES	422883	22	PREMIER BANK, INC.	2692753	
OK		Full Service	1466564	DOWNTOWN HAMPTON BRANCH	101 NORTH ARMISTEAD AVENUE	HAMPTON	VA	23669	HAMPTON CITY	UNITED STATES	41212	15	PREMIER BANK, INC.	2692753	
OK		Full Service	517423	RICHMOND BRANCH	320 NORTH FIRST STREET	RICHMOND	VA	23219	RICHMOND CITY	UNITED STATES	7401	14	PREMIER BANK, INC.	2692753	
OK		Full Service	4256896	BRIDGEPORT BRANCH	25 OAKMONT LANE	BRIDGEPORT	WV	26330	HARRISON	UNITED STATES	512932	7	PREMIER BANK, INC.	2692753	
OK		Full Service	3633258	BUCKHANNON BRANCH	14 NORTH LOCUST STREET	BUCKHANNON	WV	26201	UPSHUR	UNITED STATES	290826	6	PREMIER BANK, INC.	2692753	
OK		Full Service	3633221	LOGAN BRANCH	307 HUDGINS STREET	LOGAN	WV	25601	LOGAN	UNITED STATES	334311	3	PREMIER BANK, INC.	2692753	
OK		Full Service	4391171	MAIN BRANCH MADISON	300 STATE STREET	MADISON	WV	25130	BOONE	UNITED STATES	Not Required	Not Required	PREMIER BANK, INC.	2692753	
OK		Full Service	2791179	MINERAL WELLS BRANCH	1397 ELIZABETH PIKE	MINERAL WELLS	WV	26150	WOOD	UNITED STATES	186150	11	PREMIER BANK, INC.	2692753	
OK		Full Service	2692762	PHILIPPI BRANCH	2 SOUTH MAIN STREET	PHILIPPI	WV	26416	BARBOUR	UNITED STATES	61750	5	PREMIER BANK, INC.	2692753	
OK		Full Service	13037	RAVENSWOOD BRANCH	601 WASHINGTON STREET	RAVENSWOOD	WV	26164	JACKSON	UNITED STATES	534	8	PREMIER BANK, INC.	2692753	
OK		Full Service	1369496	RIPLEY CHURCH STREET BRANCH	606 SOUTH CHURCH STREET	RIPLEY	WV	25271	JACKSON	UNITED STATES	186149	10	PREMIER BANK, INC.	2692753	
OK		Full Service	3288322	RIPLEY MILLER DRIVE BRANCH	103 MILLER DRIVE	RIPLEY	WV	25271	JACKSON	UNITED STATES	418741	13	PREMIER BANK, INC.	2692753	
OK		Limited Service	3741041	ROCK CAVE BRANCH	INTERSECTION OF ROUTES 4 AND 20	ROCK CAVE	WV	26234	UPSHUR	UNITED STATES	Not Required	Not Required	PREMIER BANK, INC.	2692753	
OK		Full Service	846833	DRIVE-IN FACILITY BRANCH	406 MAIN STREET	SPENCER	WV	25276	ROANE	UNITED STATES	186148	9	PREMIER BANK, INC.	2692753	
OK		Full Service	4102649	SPENCER BRANCH	303 MAIN STREET	SPENCER	WV	25276	ROANE	UNITED STATES	358757	12	PREMIER BANK, INC.	2692753	
OK		Full Service	106331	VAN BRANCH	18854 POND FORK ROAD	VAN	WV	25206	BOONE	UNITED STATES	212150	2	PREMIER BANK, INC.	2692753	
OK		Full Service	3633230	WEST HAMLIN BRANCH	40 LINCOLN PLAZA	WEST HAMLIN	WV	25571	LINCOLN	UNITED STATES	362065	4	PREMIER BANK, INC.	2692753	

Results: A list of branches for your depository institution: CITIZENS DEPOSIT BANK & TRUST, INC. (ID_RSSD: 344816).
 This depository institution is held by PREMIER FINANCIAL BANCORP, INC. (2007647) of HUNTINGTON, WV.
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* 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)	344816	CITIZENS DEPOSIT BANK & TRUST, INC.	SECOND & MAIN STREET	VANCEBURG	KY	41179	LEWIS	UNITED STATES	7726	0	CITIZENS DEPOSIT BANK & TRUST, INC.	344816	
OK		Full Service	2836753	BROOKSVILLE BRANCH	111 POWELL STREET	BROOKSVILLE	KY	41004	BRACKEN	UNITED STATES	229233	7	CITIZENS DEPOSIT BANK & TRUST, INC.	344816	
OK		Full Service	792743	FARMERS DEPOSIT BANK	5230 SOUTH MAIN STREET	EMINENCE	KY	40019	HENRY	UNITED STATES	Not Required	Not Required	CITIZENS DEPOSIT BANK & TRUST, INC.	344816	
OK		Full Service	416115	GARRISON BRANCH	9234 EAST KY 8	GARRISON	KY	41141	LEWIS	UNITED STATES	226388	2	CITIZENS DEPOSIT BANK & TRUST, INC.	344816	
OK		Full Service	153326	MAYSVILLE BRANCH	1201 U.S. 68	MAYSVILLE	KY	41056	MASON	UNITED STATES	4480	9	CITIZENS DEPOSIT BANK & TRUST, INC.	344816	
OK		Full Service	720915	MOUNT OLIVET BRANCH	17 WEST WALNUT STREET	MOUNT OLIVET	KY	41064	ROBERTSON	UNITED STATES	243113	12	CITIZENS DEPOSIT BANK & TRUST, INC.	344816	
OK		Full Service	3358597	TOLLESBORO BRANCH	2954 WEST KY 10	TOLLESBORO	KY	41189	LEWIS	UNITED STATES	226387	1	CITIZENS DEPOSIT BANK & TRUST, INC.	344816	
OK		Full Service	3358618	AA BRANCH	67 COMMERCIAL DRIVE	VANCEBURG	KY	41179	LEWIS	UNITED STATES	226391	5	CITIZENS DEPOSIT BANK & TRUST, INC.	344816	
OK		Full Service	152824	ABERDEEN BRANCH	130 STIVERS ROAD	ABERDEEN	OH	45101	BROWN	UNITED STATES	211874	10	CITIZENS DEPOSIT BANK & TRUST, INC.	344816	
OK		Full Service	2304234	OHIO RIVER BANK	221 RAILROAD STREET	IRONTON	OH	45638	LAWRENCE	UNITED STATES	Not Required	Not Required	CITIZENS DEPOSIT BANK & TRUST, INC.	344816	
OK		Full Service	3641682	ROME BRANCH	7604 STATE ROUTE 7	PROCTORVILLE	OH	45669	LAWRENCE	UNITED STATES	Not Required	Not Required	CITIZENS DEPOSIT BANK & TRUST, INC.	344816	
OK		Full Service	659510	RIPLEY BRANCH	104 EAST MAIN STREET	RIPLEY	OH	45167	BROWN	UNITED STATES	6734	11	CITIZENS DEPOSIT BANK & TRUST, INC.	344816	
OK		Full Service	3641691	110 NORTH JACKSON STREET BRANCH	110 NORTH JACKSON STREET	SOUTH WEBSTER	OH	45682	SCIO TO	UNITED STATES	Not Required	Not Required	CITIZENS DEPOSIT BANK & TRUST, INC.	344816	

Form FR Y-6

Premier Financial Bancorp, Inc.
Huntington, WV
Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders

- (1) Premier issued and sold to the United States Department of the U.S. Treasury 22,252 of Premier's Fixed Rate Cumulative Perpetual Preferred Shares, Series A, and a ten-year warrant to purchase 628,588 Premier common shares at an exercise price of \$5.31 per share, for an aggregate purchase price of \$22,252,000 in cash on October 2, 2009.

On August 10, 2012, The U.S. Treasury sold the 22,252 shares using a dutch auction to determine the selling value per share. However, the Warrants still remain held by the U.S. Treasury.

Current shareholders with ownership, control or holdings of 5% or more with the power to vote as of fiscal year ending 12-31-13.

(a) <u>Name & Address</u>	(b) <u>Citizenship</u>	(c) <u>Number of Common Shares</u>	<u>Options</u>		<u>%</u>
Marshall T. Reynolds Huntington, WV	USA	830,990	0	(x)	10.5%
United States Treasury	USA	0	628,588	(y)	7.9% *
John Sheldon Clark New York, NY	USA	506,095	0		6.4%

* If exercised

- (2) Shareholders not listed in 3(1)(c) that had ownership, control, or holdings of 5% or more with power to vote during the fiscal year ending 12/31/13.

None

(x) Marshall T. Reynolds 830,990 shares include Shirley A. Reynolds direct ownership of 67,830 shares, and 100,836 shares held jointly with Shirley A. Reynolds

(y) If exercised, the U.S. Treasury has agreed not to exercise its voting authority

FORM FR Y-6
Premier Financial Bancorp, Inc.
December 31, 2013

Report Item 4: Directors and Officers

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address	Principal Occupation if other than with Bank Holding Company (PFBI)	Title & position- bank holding co.	Title & position with banks	Other businesses Title & Position Name of business	% voting stock in bank holding co.	% voting stock in subs banks	Other Companies 25% or > voting % voting
Robert W. Walker Huntington, WV, USA	N/A	Director, President & CEO	Director, Premier Bank Director, Citizens Deposit Bank & Trust	President & Director Director Partner Director Trustee	Walker Ventures, Inc. Rocky Top Contracting, Inc. Jefferson Gas Company West Virginia Bankers Assoc. Emery Woodall Trust	< 1%	N/A Walker Ventures, Inc. 75.0% Rocky Top Contracting, Inc. 33.0% Jefferson Gas Company 25.0%
Marshall T. Reynolds Huntington, WV, USA	Chairman & CEO Champion Industries	Chairman	Director, Citizens Deposit Bank & Trust	Chairman Director Chairman & CEO Director Owner Partner Chairman Chairman Director Partner President Owner Owner Director Owner Owner Chairman	First Guaranty Bank Summit State Bank Champion Industries Champion Leasing Champion Farms Champion-Hill Farm McCorkle Machine & Engineering Prichard Electric River City Assoc., Inc. R-P Investments The Harrah & Reynolds Corp. Sabre Transportation Soloman Corporation American Babbitt Bearing, Inc. The Reynolds Corporation Printing Property Corp. Energy Services of America	10.5%	N/A First Guaranty Bank 27.6% Summit State Bank 27.0% Champion Industries 49.6% Champion Leasing 100.0% Champion Farms 100.0% Champion-Hill Farm 50.0% McCorkle Machine & Eng. 100.0% Prichard Electric 45.0% River City Assoc., Inc. 35.0% R-P Investments 50.0% The Harrah & Reynolds Co 99.0% Sabre Transportation 99.0% Soloman Corporation 100.0% American Babbitt Bearing, 100.0% The Reynolds Corporation 100.0% Printing Property Corp. 100.0% Energy Services of Americ 30.2%
Toney K. Adkins Genoa, WV, USA	Retired	Director & Secretary	Director, Citizens Deposit Bank & Trust			< 1%	N/A
Harry M. Hatfield Madison, WV, USA	Attorney-At-Law Hatfield & Hatfield, PLLC	Director	Chairman, Premier Bank, Inc.	Owner President Trustee	Hatfield & Hatfield, PLLC West Virginia Bar Foundation Madison Baptist Church Finance Board	< 1%	N/A Hatfield & Hatfield, PLLC 66%
Lloyd G. Jackson II Hamlin, WV, USA	CEO, Jackson Management Company	Director &	Director, Premier Bank, Inc. Secretary, Premier Bank, Inc.	President Partner President President Member President	Jackson Resources Co. Mountaineer Gas Co. Jackson Management Co. Jackson Gas Co. Lincoln Energy Associates LC&GB, Inc.	< 1%	N/A Jackson Resources Co. 50.0% Mountaineer Gas Co. 50.0% Jackson Management Co. 100.0% Jackson Gas Co. 25.0%

FORM FR Y-6
Premier Financial Bancorp, Inc.
December 31, 2013

Report Item 4: Directors and Officers

(1)	(2)	(3)(a)	(3)(b)	(3)(c)		(4)(a)	(4)(b)	(4)(c)	
Name & Address	Principal Occupation if other than with Bank Holding Company (PFBI)	Title & position- bank holding co.	Title & position with banks	Other businesses		% voting stock in bank holding co.	% voting stock in subs banks	Other Companies 25% or> voting	% voting
				Title & Position	Name of business				
Keith Molihan Ironton, OH, USA	Retired	Director	Director, Citizens Deposit Bank & Trust	Owner Director	New Departures Energy Services of America	< 1%	N/A	New Departures	100.0%
Neal Scaggs Logan, WV, USA	President, Baisden Brothers, Inc.	Director		Director President President President Partner Director Director	Champion Industries Bucane, Inc. Auto Machine & Parts Company Southern Equipment Company The Mt. Gay Company Osenton & Scaggs Energy Services of America Logan Corp.	> 1%	N/A		
Thomas W. Wright Ashland, KY, USA	Owner, Chairman of NexQuest, Inc.	Director		Co-Owner Co-Owner Owner	Venture LLC Venture Four, LLC Beuno Venture, LLC	< 1%	N/A	Venture LLC Venture Four, LLC Beuno Venture, LLC	90.0% 90.0% 90.0%