

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.

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

December 31, 2013

Month / Day / Year

I, Ellis L. Gutshall

Reporter's Name, Street, and Mailing Address

Valley Financial Corporation

Name of the Holding Company Director and Official

President & CEO

Legal Title of Holding Company

P.O. Box 2740

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.

Roanoke VA 24001
City State Zip Code

36 Church Ave SW, Roanoke, VA 24011

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:

Ashley McGhee

AVP/ Controller

Name

Title

540-283-8020

Area Code / Phone Number / Extension

540-769-8560

Area Code / FAX Number

amcgree@myvalleybank.com

E-mail Address

www.myvalleybank.com

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

Signature of Holding Company Director and Official

03/31/2014

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 2314327
C.I.

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

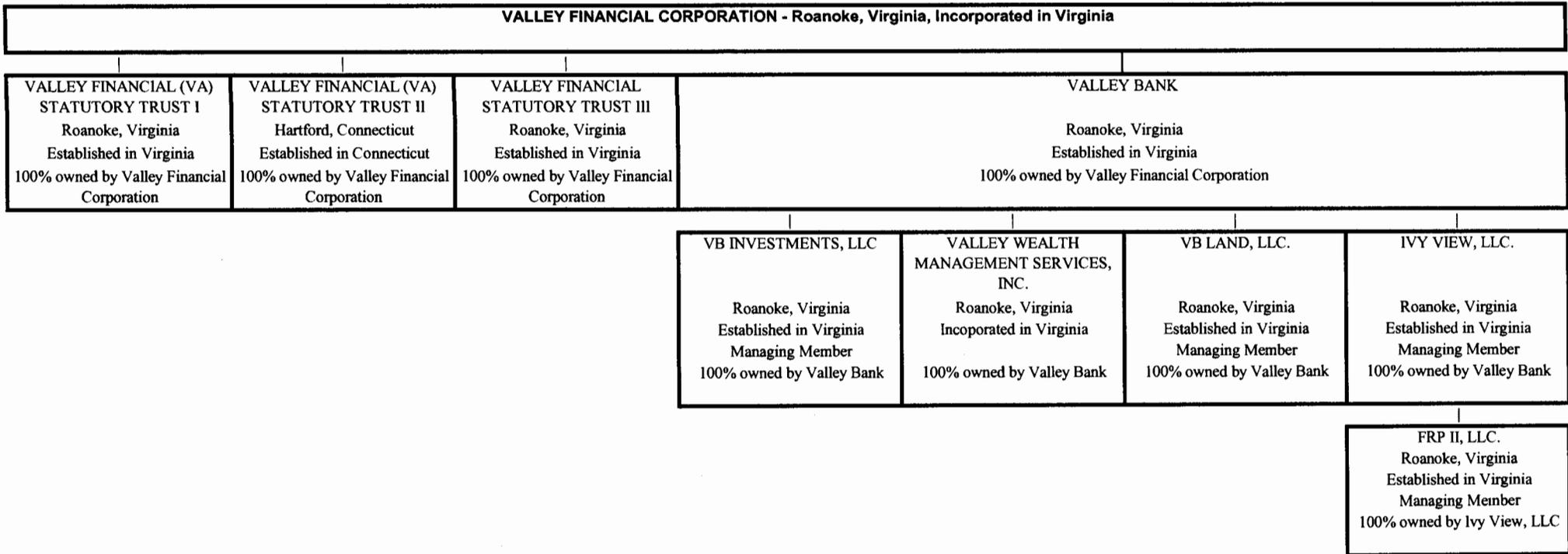
Yes Please identify the report items to which this request applies:

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 [Signature]

Report Item 2 : Organizational Chart



- (1) The Company has no direct holdings of domestic companies acquired pursuant to Regulation Y.
- (2) The Company has indirect holdings of companies through domestic subsidiaries
- (3) The Company has no investments in foreign companies acquired pursuant to Regulation K

As a supplement to the organization chart, the following information is submitted:

- (a) There are no companies in which in excess of 5 percent of the shares of any class of voting securities are controlled as a result of debts previously contracted.
- (b) There are no companies in which more than 5 percent of the shares of any class of voting securities are held in a fiduciary capacity.
- (c) There are no banks or bank holding companies in which more than 5 percent of the shares of any class of voting securities are held in a fiduciary capacity, directly or indirectly by a subsidiary bank.
- (d) There are no investments in shares of any class of non-voting equity of any bank or bank holding company that is not otherwise controlled.

Report Item 2b:Domestic Branch Listing

Results: A list of branches for your depository institution: VALLEY BANK (ID_RSSD: 2303086).

This depository institution is held by VALLEY FINANCIAL CORPORATION (2314327) of ROANOKE, 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)	2303086	VALLEY BANK	36 CHURCH AVENUE, SW	ROANOKE	VA	24011	ROANOKE CITY	UNITED STATES	55597	0	VALLEY BANK	2303086	
Ok.		Full Service	4573810	BONSACK BRANCH	4003 CHALLENGER AVENUE	ROANOKE	VA	24012	ROANOKE	UNITED STATES	Not Required	Not Required	VALLEY BANK	2303086	
OK		Full Service	3350685	GRANDIN VILLAGE BRANCH	1323 GRANDIN ROAD	ROANOKE	VA	24015	ROANOKE CITY	UNITED STATES	440230	7	VALLEY BANK	2303086	
OK		Full Service	3025125	HERSHBERGER BRANCH	1518 HERSHBERGER RD NORTHWEST	ROANOKE	VA	24012	ROANOKE CITY	UNITED STATES	361214	4	VALLEY BANK	2303086	
OK		Full Service	3226874	LEWIS-GALE OFFICE	3850 KEAGY ROAD	ROANOKE	VA	24018	ROANOKE CITY	UNITED STATES	430908	6	VALLEY BANK	2303086	
OK		Full Service	2535216	SOUTH ROANOKE BRANCH	110 MCCLANAHAN STREET, SW	ROANOKE	VA	24014	ROANOKE CITY	UNITED STATES	290311	2	VALLEY BANK	2303086	
OK		Full Service	2348144	TANGLEWOOD OFFICE	4467 STARKEY ROAD, SW	ROANOKE	VA	24018	ROANOKE	UNITED STATES	290310	1	VALLEY BANK	2303086	
OK		Full Service	3281976	SALEM BRANCH	8 EAST MAIN STREET	SALEM	VA	24153	SALEM CITY	UNITED STATES	290312	3	VALLEY BANK	2303086	
OK		Full Service	3117299	HARDY ROAD BRANCH	1003 HARDY ROAD	VINTON	VA	24179	ROANOKE	UNITED STATES	364509	5	VALLEY BANK	2303086	

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VALLEY FINANCIAL CORPORATION

For The Year Ended December 31, 2013

Report Item 3: Shareholders

(1)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ended 12/31/2013		
(1)(a) Name & address (City, State, Country)	(1)(b) Country of citizenship Or incorporation	(1)(c) Number and percentage of each class of voting securities
George W. Logan Salem, VA	USA	474,000 – 9.90% Common stock Held no options, warrants or other securities or rights.
Nicholas F. Taubman Roanoke, VA	USA	404,022 – 8.44% Common stock Held no options, warrants or other securities or rights.
The Banc Funds Company, LLC Chicago, IL	USA	305,393 – 6.54% Common stock Held no options, warrants or other securities or rights.
Wellington Management Company, LLP Boston, MA	USA	242,700 – 5.07% Common stock Held no options, warrants or other securities or rights.

Report Item 3: Shareholders

(2)(a)(b)(c)

Shareholders 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 ended 12/31/2013		
(2)(a) Name & address (City, State, Country)	(2)(b) Country of citizenship Or incorporation	(2)(c) Number and percentage of each class of voting securities
No shareholder not listed in section 3(1) above owned or controlled 5 percent or more of any class of voting securities of the Company during the fiscal year ended December 31, 2012. Additionally, no shareholder during the fiscal year ended December 31, 2012 held options, warrants or other securities or rights that could have been converted into or exercised for voting securities which, in their aggregate, and including voting securities held, would have equaled or exceeded 5 percent of any such class of voting securities.		

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VALLEY FINANCIAL CORPORATION

For The Year Ended December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include 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)
Andrew B. Agee Roanoke, VA	None	Executive Vice President and Chief Lending Officer	Executive Vice President and Chief Lending Officer – Valley Bank	None	0.42%	None	None
Abney S. Boxley, III Roanoke, VA	President & CEO – Boxley Materials Company	Director	Director – Valley Bank	Executive Officer – Boxley Aggregates of West Virginia, LLC Executive Officer - Boxley Concrete Products of VA, Inc. Executive Officer – Boxley Trucking Company, Inc. Executive Officer – Boxley Block Co. Executive Officer – L.H. Sawyer Paving LLC Executive Officer – Templeton Paving LLC Director – Roanoke Gas Company Director – RGC Resources Director – Carilion Clinic Director – Graham-White Manufacturing	1.46%	None	None

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include 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)
William D. Elliot Roanoke, VA	Chairman – Davis H. Elliot Company, Inc.	Director	Director – Valley Bank	Chairman – Davis H. Elliot Company, Inc Chairman – Davis H. Elliot Construction Company, Inc. Chairman – Oklahoma Locators, Inc. Chairman – Davis H. Elliot/Oklahoma Inc Member – Elliot IDICO LLC Member – OK, LLC Member – 24 Campbell LLC	4.33%	None	None
James S. Frantz, Jr Salem, VA	President & CEO, Graham- White Manufacturing Co.	Director	Director – Valley Bank	None	0.24%	None	None
Ellis L. Gutshall Roanoke, VA	None	Director, President & Chief Executive Officer	Director, President & Chief Executive Officer – Valley Bank	Director – VBA Benefits Corporation Director – VACB Director – Community Bankers Bank	4.18%	None	None
Mason Haynesworth Roanoke, VA	Retired	Director	Director – Valley Bank	Director & Executive Officer – Personal Administrative Enterprises, Inc.	0.24%	None	None
Eddie F. Hearp Roanoke, VA	CEO & Director – National Financial Services, Inc.	Director	Director – Valley Bank	None	2.85%	None	National Financial Services, Inc. – 100%
Anna L. Lawson Daleville, VA	Conservationist	Director	Director – Valley Bank	Director – H.L. Lawson & Son Executive Officer – Lawson Company	2.74%	None	None
Samuel L. Lionberger, Jr. Roanoke, VA	Manager – Lionberger Consulting LLC	Director	Director	Member – SLL Limited Co., LLC Member – SLL Northwest, LLC Member – SLL Southwest, LLC Member – Tradewinds Capital LLC	0.23%	None	None
George W. Logan Earlsville, VA	Lecturer, Darden Graduate School of Business Administration	Chairman of the Board	Director	Member and Partner – Pine Street Partners, LLC Member and Partner – Silesia LLC Director - RGC Resources, Inc. Director – Davis H. Elliot Company Director – H. L. Lawson Co Director – MariCal, Inc & Low Salinity Inc. Director – Cadence, Inc.	9.90%	None	Pine Street Partners, LLC - 98% Silesia, LLC – 74% Pecan Reserve Land – 37.5%

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include 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)
Kimberly B. Snyder Roanoke, VA	None	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer – Valley Bank	None	0.48%	None	None
John W. Starr, M.D. Roanoke, VA	Cardiologist – Carilion Clinic Associate Professor – VTC School of Medicine	Director	Director – Valley Bank	Partner – 127 McClanahan LLC	1.80%	None	None
Edward Walker Roanoke, VA	Managing Partner, Regeneration Partners, LLC	Director	Director – Valley Bank	Member – Commonwealth Capital Partners, LLC Member – Cotton Mill LLC Member – The Hancock Building, LLC Member – Colonial Partners, LLC Member – Commonwealth Partners, LLC Member – Mosaic Capital Partners, LLC Member – Ice House, LLC Member – Welton Ave Partners, LLC Member – 1802 Memorial Ave LLC Member – 601 Marshall LLC Member – Allende, LLC Member – Memorial Ave Partners, LLC Member – Village Outdoors, LLC Member – Third Berkley, LLC	0.07%	None	Commonwealth Capital Partners (100%) Cotton Mill LLC (100%) The Hancock Building, LLC (50%) Colonial Partners, LLC (99%) Commonwealth Partners, LLC (100%) Mosaic Capital Partners, LLC (100%) Ice House, LLC (100%) Welton Ave Partners, LLC (100%) 1802 Memorial Ave LLC (100%) 601 Marshall LLC (100%) Allende, LLC (100%) Memorial Ave Partners, LLC (100%) Village Outdoors, LLC (100%) Third Berkley, LLC (100%)