

Board of Governors of the Federal Reserve System

MAR 31 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, Bernard H. Clineburg
Name of the Holding Company Director and Official
Chairman and Chief Executive Officer
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Cardinal Financial Corporation
Legal Title of Holding Company
8270 Greensboro Drive, Suite 500
(Mailing Address of the Holding Company) Street / P.O. Box
McLean VA 22102
City State Zip Code

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.

Physical location (if different from mailing address)
Person to whom questions about this report should be directed:
Jennifer L. Deacon EVP/Chief Accounting Officer
Name Title
703-584-3496
Area Code / Phone Number / Extension
703-584-3410
Area Code / FAX Number
jennifer.deacon@cardinalbank.com
E-mail Address
www.cardinalbank.com
Address (URL) for the Holding Company's web page

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.

[Signature]
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 2682996
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Form FR Y-6

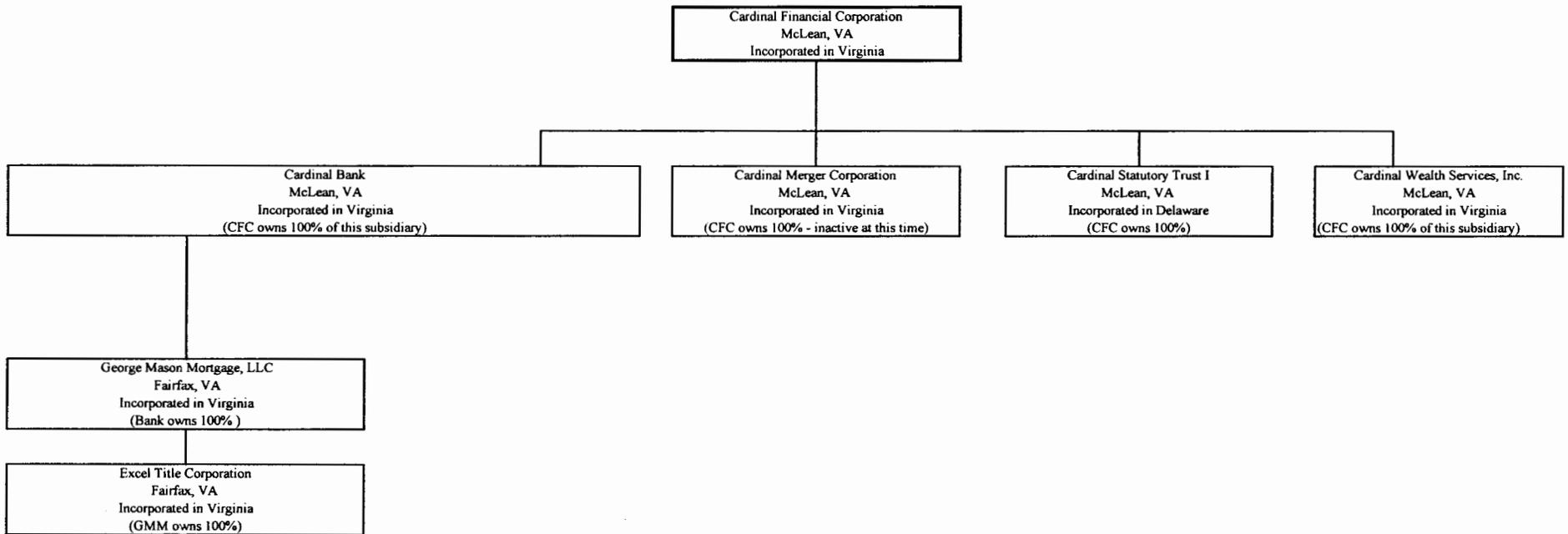
**Cardinal Financial Corporation
McLean, Virginia
Fiscal Year Ending December 31, 2013**

Report Item

1. Cardinal Financial Corporation is registered with the U.S. Securities and Exchange Commission.
2.
 - a. Organizational Chart (See Page 2).
 - b. Domestic Branch Listing – Submitted Early Via Email on 3/25/2014
3.
 - (1) See Page 3.
 - (2) See Page 3.
4. Insiders (See Pages 4 & 5).

Cardinal Financial Corporation
12/31/2013
Organizational Chart

Report Item 2a. Organizational Chart.



The Company and its subsidiaries are incorporated in the Commonwealth of Virginia, with the exception of Cardinal Statutory Trust I, which is incorporated in Delaware.

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CARDINAL FINANCIAL CORPORATION
Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders
(1)(a)(b)(c) and (2)(a)(b)

| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2013. | | | 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 ending December 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 | (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 |
| BlackRock, Inc. New York, NY 10022 | USA | 2,880,275 9.50% Common Stock | The Vanguard Group, Inc. Malvern, PA 19355 | USA | 1,585,437 5.41% Common Stock |
| Eagle Asset Management, Inc. St. Petersburg, FL 33716 | USA | 2,657,291 8.77% Common Stock | | | |
| Forest Hill Capital, LLC Little Rock, Arkansas 72202 | USA | 2,021,582 6.66% Common Stock | | | |
| State Street Corp Boston, MA 02111 | USA | 1,709,941 5.64% Common Stock | | | |
| National Rural Electric Cooperative Assn. Arlington, VA 22203 | USA | 1,551,941 5.12% Common Stock | | | |

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Report Item 4: Directors and Officers

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

| (1) Names & Address | (2) Principal Occupation if other than with BHC | (3)(a) Title & Position with BHC | (3)(b) Title & Position with Subsidiaries (Include Subsidiary Name) | (3)(c) Title & Position with other Businesses (Include name of Business) | (4)(a) Percentage of Voting Shares in BHC | (4)(b) Percentage of Voting Shares in Subsidiaries (Include Subsidiary Name) | (4)(c) List names of other companies if 25% or more of voting securities are held (Name and Percentage) |
|--|--|---|--|--|---|---|--|
| Bernard H. Clineburg Arlington, VA | N/A | Chairman, Chief Executive Officer | Chairman, Cardinal Bank Director, George Mason Mortgage, LLC Director, Cardinal Wealth Services, Inc. | N/A | 0.94% | N/A | N/A |
| B. G. Beck Fairfax Station, VA | President Beck Foundation | Director | Director, Cardinal Bank Vice Chairman, Cardinal Wealth Services, Inc. Director, George Mason Mortgage, LLC | President Beck Foundation | 0.41% | N/A | Beck Foundation (100%) |
| William G. Buck Arlington, VA | President of William G. Buck & Associates, Inc. Real Estate Brokerage & Property Management | Director | Director, Cardinal Bank Chairman, George Mason Mortgage, LLC | President of William G. Buck & Associates, Inc. Real Estate Brokerage & Property Management | 0.60% | N/A | William G. Buck & Associates, Inc. (100%) |
| Sidney O. Dewberry Fairfax, VA | Chairman of the Dewberry Companies Architectural, Engineering Firm | Director | Director, Cardinal Bank | Chairman of the Dewberry Companies Architectural, Engineering Firm | 0.42% | N/A | N/A |
| Michael A. Garcia Woodbridge, VA | President and Owner Mike Garcia Construction, Inc. | Director | Director, Cardinal Bank | President and Owner Mike Garcia Construction, Inc. | 0.14% | N/A | Mike Garcia Construction, Inc. (100%) |
| J. Hamilton Lambert Great Falls, VA | President of J. Hamilton Lambert and Associates Business Consulting Firm | Director | Director, Cardinal Bank Chairman, Cardinal Wealth Services, Inc. | President J. Hamilton Lambert and Assoc. | 0.29% | N/A | J. Hamilton Lambert and Assoc. (100%) |
| William J. Nassetta McLean, VA | Founder & CEO of CORE, LLC, an occupational medical staffing and consultation company | Director | Director, Cardinal Bank | Founder, CEO and Medical Director CORE, LLC | 0.00% | N/A | CORE, LLC (100%) |
| William E. Peterson Fairfax, VA | Principal & Officer The Peterson Companies Real estate development and management company | Director | Director, Cardinal Bank | Principal & Officer The Peterson Companies | 0.14% | N/A | N/A |
| Alice M. Starr Waco, TX | President and CEO Starr Strategies Public relations consulting | Director | Director, Cardinal Bank | President and CEO Starr Strategies | 0.20% | N/A | Starr Strategies (100%) |
| Steven M. Wiltse Great Falls, VA | Partner with BDO USA, LLP Certified Public Accountant | Director | Director, Cardinal Bank | Partner with BDO USA, LLP Certified Public Accountant | 0.00% | N/A | N/A |
| Mark A. Wendel Potomac, MD | N/A | EVP and Chief Financial Officer | EVP and Chief Financial Officer, Cardinal Bank Director, Cardinal Wealth Services, Inc. | N/A | 0.04% | N/A | N/A |

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December 31, 2013

Report Item 4: Directors and Officers

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

| (1) Names & Address | (2) Principal Occupation If other than with BHC | (3)(a) Title & Position with BHC | (3)(b) Title & Position with Subsidiaries (Include Subsidiary Name) | (3)(c) Title & Position with other Businesses (Include name of Business) | (4)(a) Percentage of Voting Shares in BHC | (4)(b) Percentage of Voting Shares in Subsidiaries (Include Subsidiary Name) | (4)(c) List names of other companies if 25% or more of voting securities are held (Name and Percentage) |
|--|---|--|---|---|---|---|--|
| Christopher W. Bergstrom Manassas, VA | N/A | EVP and Chief Risk Officer | President and Chief Credit Officer, Cardinal Bank Executive Vice Chairman, George Mason Mortgage, LLC Executive Vice Chairman, Cardinal Wealth Services, Inc. | N/A | 0.18% | N/A | N/A |
| Alice P. Frazier Leesburg, VA | N/A | EVP and Chief Operating Officer | Executive Vice President, Chief Operations Officer Cardinal Bank Director, Cardinal Wealth Services, Inc. | N/A | 0.02% | N/A | N/A |

2683014

2683014

Results: A list of branches for your depository institution: CARDINAL BANK (ID_RSSD: 2683014). This depository institution is held by CARDINAL FINANCIAL CORPORATION (2682996) of MC LEAN, 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.

Table with columns: 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. Contains 40 rows of branch data.

Handwritten notes: 4614740 OK Set up in MIC