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

APR -1 2014



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, R. Arthur Seaver, Jr.

Reporter's Name, Street, and Mailing Address

Southern First Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chief Executive Officer and Director

PO Box 17465

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.

Greenville SC 29606

City State Zip Code

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.

100 Verdae Blvd, Suite 100, Greenville, SC 29607

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Julie A. Fairchild SVP, Controller

Name Title

864-679-9024

Area Code / Phone Number / Extension

864-679-9403

Area Code / FAX Number

jfairchild@southernfirst.com

E-mail Address

www.southernfirst.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 **2849799**
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

Southern First Bancshares, Inc.

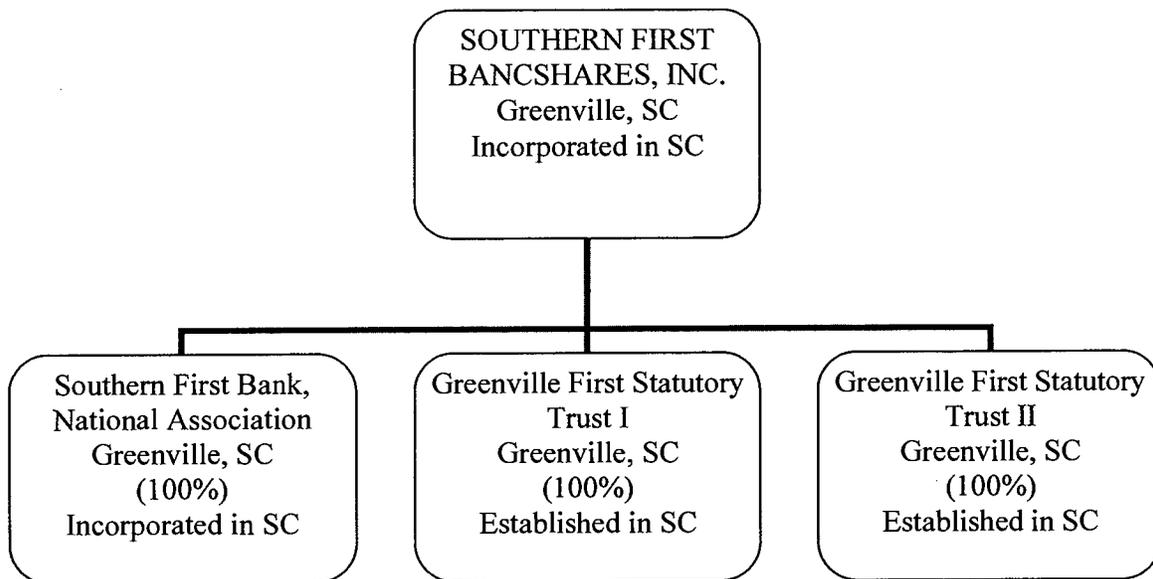
Greenville, South Carolina

Fiscal Year Ending December 31, 2013

Report Item

1: The Bank Holding Company is required to file form 10-K with the SEC. Three copies are enclosed.

2a: Organization Chart



3: Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			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 during the fiscal year ending 12-31-2013		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Wellington Management Company, LLP Boston, MA, USA	USA	356,143 – 7.40% Common Stock	none		
Banc Funds Company, LLC Chicago, IL, USA	USA	393,404 – 8.18% Common Stock			

4: Insiders

(1) Name, 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. Cajka Greenville, SC	Businessman	Director	Director (Southern First Bank)	President, Southern Hospitality Group	0.4%	None	Southern Hospitality Group, LLC - 100% BFH, LLC - 70%
Mark A. Cothran Greenville, SC	Real Estate Developer	Director	Director (Southern First Bank)	President, Cothran Properties, LLC	2.3%	None	Augusta Road Holdings, LLC - 100% Cothran Properties LLC - 100% Caledon Wood Professional Park IV - 50% Roper Mountain Business Center, LLC - 50% Woodruff Road Real Properties, LLC - 100% KOB Enterprises, LLC - 100% Butler Cove, LLC - 50% Brookwood Townes, LLC - 50% Greene Villas, LLC - 50% JoCo Holdings, LLC - 50% Laurel Oaks Holding, LLC - 50% Recovery Properties, LLC - 50% Spring Street Coffee, LLC - 50%
Leighton M. Cabbage Greenville, SC	Private Investor	Director	Director (Southern First Bank)	Private Investor	2.7%	None	Rhinos Automotive, Inc. - 70% E&C Transportation - 30%
Michael D. Dowling Greenville, SC	N/A	CFO	CFO (Southern First Bank)	N/A	0.6%	None	None
Anne S. Ellefson Greenville, SC	Attorney	Director	Director (Southern First Bank)	Managing Director, Haynsworth, Sinkler, Boyd, PA	0.5%	None	None

David G. Ellison Greenville, SC	Financial Planning	Director	Director (Southern First Bank)	Wealth Management Advisor, Northwestern Mutual Financial Network	0.9%	None	David G. Ellison Ins. Agency - 100% Group Benefit Strategies, LLC - 50%
Fred Gilmer, Jr. Greenville, SC	Retired Banker	Director	Director (Southern First Bank)	Retiree	1.4%	None	None
Tecumseh Hooper, Jr. Greenville, SC	Businessman	Director	Director (Southern First Bank)	President, South Carolina Air, LLC	1.1%	None	South Carolina Air, LLC - 60% FGP International Inc. - 56% Sign Crafters, USA - 69%
Rudolph G. Johnstone, III Greenville, SC	Physician	Director	Director (Southern First Bank)	Allergy Partners	0.9%	None	Clemson Medical Offices, LLC - 36% Simpsonville Medical Offices LLC - 53%
James B. Orders, III Greenville, SC	Businessman	Director & Chairman	Director & Chairman (Southern First Bank)	President, Park Place Corporation	1%	None	Park Place Corporation - 34% Comfortaire Corporation - 34% Boardwalk Development - 33.3%
R. Arthur Seaver, Jr. Greenville, SC	N/A	Director, CEO	Director, CEO (Southern First Bank)	N/A	3.3%	None	None
F. Justin Strickland Lexington, SC	N/A	President	President (Southern First Bank)	N/A	1.9%	None	None
William B. Sturgis Greenville, SC	Retired	Director	Director (Southern First Bank)	Retired	1.9%	None	None

Results: A list of branches for your holding company: SOUTHERN FIRST BANCSHARES, INC. (2849799) of GREENVILLE, SC.
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)	2849801	SOUTHERN FIRST BANK	100 VERDAE BOULEVARD	GREENVILLE	SC	29607	GREENVILLE	UNITED STATES	77685	0	SOUTHERN FIRST BANK	2849801	
OK		Full Service	3962958	KNOX ABBOTT BRANCH	190 KNOX ABBOTT DRIVE	CAYCE	SC	29033	LEXINGTON	UNITED STATES	509360	6	SOUTHERN FIRST BANK	2849801	
OK		Full Service	4497037	EAST BAY BRANCH	480 EAST BAY STREET, SUITE F	CHARLESTON	SC	29403	CHARLESTON	UNITED STATES	Not Required	Not Required	SOUTHERN FIRST BANK	2849801	
OK		Full Service	4497046	FOREST DRIVE BRANCH	4018 FOREST DRIVE	COLUMBIA	SC	29204	RICHLAND	UNITED STATES	Not Required	Not Required	SOUTHERN FIRST BANK	2849801	
OK		Full Service	3395967	AUGUSTA ROAD BRANCH	2121 AUGUSTA ROAD	GREENVILLE	SC	29605	GREENVILLE	UNITED STATES	446095	2	SOUTHERN FIRST BANK	2849801	
OK		Full Service	3937769	WOODRUFF ROAD BRANCH	1900 WOODRUFF ROAD	GREENVILLE	SC	29607	GREENVILLE	UNITED STATES	482931	4	SOUTHERN FIRST BANK	2849801	
OK		Full Service	3373938	PARKWAY DRIVE BRANCH	307 PARKWAY	GREER	SC	29650	GREENVILLE	UNITED STATES	442250	1	SOUTHERN FIRST BANK	2849801	
OK		Full Service	3937778	LEXINGTON BRANCH	5346 SUNSET BOULEVARD	LEXINGTON	SC	29072	LEXINGTON	UNITED STATES	482934	5	SOUTHERN FIRST BANK	2849801	