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 6(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. § 221.13(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.

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.

J. Peter Clements
Name of the Holding Company Director and Official
Chairman/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 “Rule Regarding Availability of Information,” 12 C.F.R. Part 281, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official
March 25, 2015
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 10741665
C.l.

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.

Date of Report (top-tier holding company’s fiscal year-end):
12/31/14
Month / Day / Year

Report’s Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter’s Name, Street, and Mailing Address
The Bank of Southside Virginia Corporation

Legal Title of Holding Company
P.O. Box 40
(Mailing Address of the Holding Company) Street / P.O. Box

Carson VA 23830
City State Zip Code

17208 Halligan Park Road
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Joy C. Burroughs AVP/Controller

Name Title
434-246-1126
Area Code / Phone Number / Extension
434-246-8402
Area Code / FAX Number

joy.burroughs@bsvnet.com
E-mail Address

www.bsvnet.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

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, NW, Washington, DC 20551; and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
ITEM 1: ANNUAL REPORT TO SHAREHOLDERS

ENCLOSED

ITEM 2: ORGANIZATION CHART AND BRANCH LISTING

SEE ATTACHED

ITEM 3: SECURITIES HOLDERS

(1) J. PETER CLEMENTS  
CARSON, VIRGINIA  
USA  
74,945 SHARES -13.94%

CEDE AND CO  
NEW YORK, NY  
USA  
51,544 SHARES-9.59%

(2) NONE

ITEM 4: DIRECTORS AND OFFICERS

LISTING ENCLOSED
ITEM 2a.

THE BANK OF SOUTHSIDE VIRGINIA CORPORATION
Incorporated in Virginia
CARSON, VIRGINIA USA

THE BANK OF SOUTHSIDE VIRGINIA
CARSON, VIRGINIA/USA
Incorporated in Virginia
100%

BSV INSURANCE SERVICES, INC.
CARSON, VIRGINIA/USA
Incorporated in Virginia
100%

BANK OF MCKENNEY
MCKENNEY, VIRGINIA/USA
Incorporated in Virginia
8.61%

MCKENNEY GROUP LLC
MCKENNEY, VIRGINIA/USA
Incorporated in Virginia
Managing Member
100%

BANKER'S TITLE, L.L.C.
RICHMOND, VIRGINIA/USA
Incorporated in Virginia
Non-Managing Member

ITEM 2b.
Submitted via email on 3/06/15
<table>
<thead>
<tr>
<th>NAME/ADDRESS</th>
<th>PRINCIPAL OCCUPATION</th>
<th>TITLE/POSITION WITH DH/RANDUR SUBS</th>
<th>TITLE/POSITION OTHER COMPANIES</th>
<th>BSV PERCENT OWNERSHIP</th>
<th>PERCENT OWNERSHIP IN SUBS</th>
<th>PERCENT OWNERSHIP</th>
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<tr>
<td>TAYLOR TIPTON BAIRD CARSON, VA USA</td>
<td>FORMER OWNER/OPERATOR, THE STORK SHOP</td>
<td>DIRECTOR (The Bank of Southside VA)</td>
<td>DIRECTOR</td>
<td>The Petersburg Home for Ladies</td>
<td>0.23%</td>
<td>NONE</td>
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<tr>
<td>JAMES T. BUREN PRINCE GEORGE, VA USA</td>
<td>EXEC. VICE-PRES. THE BANK OF SOUTHSIDE VIRGINIA</td>
<td>EXEC. VICE-PRES. (The Bank of Southside VA)</td>
<td>BOARD OF TRUSTEES</td>
<td>John Randolph Foundation</td>
<td>1.17%</td>
<td>NONE</td>
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<tr>
<td>CAROL C. CHAPPELL CARSON, VA USA</td>
<td>1ST VICE-PRES/CASHIER THE BANK OF SOUTHSIDE VIRGINIA</td>
<td>FIRST VICE-PRES/ CASHIER (The Bank of Southside VA)</td>
<td>VICE PRESIDENT/DIRECTOR</td>
<td>Clayskeel Farms</td>
<td>0.98%</td>
<td>NONE</td>
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<tr>
<td>A. SAMUEL CLAY, JR STONY CREEK, VA USA</td>
<td>PRESIDENT CLAY HOME MEDICAL INC</td>
<td>DIRECTOR (The Bank of Southside VA)</td>
<td>VICE PRESIDENT/DIRECTOR</td>
<td>Home Care Alliance of Virginia</td>
<td>0.001%</td>
<td>50% CLAY HOME MEDICAL INC</td>
</tr>
<tr>
<td>J. PETER CLEMENTS CARSON, VA USA</td>
<td>CHAIRMAN/PRES/CEO THE BANK OF SOUTHSIDE VIRGINIA</td>
<td>CHAIRMAN/ PRESIDENT/CEO (The Bank of Southside VA)</td>
<td>PRESIDENT/SECRETARY</td>
<td>Clements Land Holdings Inc.</td>
<td>13.54%</td>
<td>NONE</td>
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<td>M. KIRKLAND COX COLONIAL HEIGHTS VA USA</td>
<td>RETIRED EDUCATOR MEMBER OF VIRGINIA HOUSE OF DELEGATES</td>
<td>DIRECTOR (The Bank of Southside VA)</td>
<td>NONE</td>
<td>33 1/3% CLEMENTS LAND HOLDINGS LLC</td>
<td>0.03%</td>
<td>NONE</td>
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<tr>
<td>GORDON S. JARRATT HERNDON, VA USA</td>
<td>DIRECTOR, APPL. SERVICES, COUNTY OF FAIRFAX</td>
<td>DIRECTOR (The Bank of Southside VA)</td>
<td>NONE</td>
<td>Virginia Pharmacists Association</td>
<td>4.61%</td>
<td>NONE</td>
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<td>C. BISHOP KNOTT, JR PRINCE GEORGE, VA USA</td>
<td>CLERK OF CIRCUIT COURT PRINCE GEORGE COUNTY</td>
<td>DIRECTOR (The Bank of Southside VA)</td>
<td>OWNER</td>
<td>100% SEAWITCH FISHING LLC</td>
<td>0.03%</td>
<td>100% SEAWITCH FISHING LLC</td>
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<td>MICHAEL B. MAYES PETERSBURG, VA USA</td>
<td>MANAGER THE SOUTHLAND CO</td>
<td>DIRECTOR (The Bank of Southside VA)</td>
<td>NONE</td>
<td>0.98%</td>
<td>NONE</td>
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<td>DR. JOHN S. PRINCE, JR. RICHMOND, VA USA</td>
<td>PHYSICIAN</td>
<td>DIRECTOR (The Bank of Southside VA)</td>
<td>PARTNER</td>
<td>Prince Holdings, Inc.</td>
<td>1.27%</td>
<td>NONE</td>
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<tr>
<td>SHIRLEY O. WILKINSON CARSON, VA USA</td>
<td>1ST VP/CFO THE BANK OF SOUTHSIDE VIRGINIA</td>
<td>FIRST VICE-PRES/CHIEF FINANCIAL OFFICER (The Bank of Southside VA)</td>
<td>NONE</td>
<td>0.47%</td>
<td>NONE</td>
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<td>Branch Service Type</td>
<td>Branch ID #</td>
<td>Regular Name</td>
<td>Street Address</td>
<td>City</td>
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<td>BOVINGTON OFFICE</td>
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<td>17280 MALIGANIN PARK ROAD</td>
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