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Board of Governors of the Federal Reserve System

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MAY 5 2015



# Annual Report of Holding Companies—FR Y-6 FAB 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, 2014**

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, **Jeffrey V. Haley**

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.

Reporter's Name, Street, and Mailing Address

**American National Bankshares Inc.**

Legal Title of Holding Company

**P.O. Box 191**

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

**Danville**

**VA**

**24543**

City

State

Zip Code

**628 Main Street**

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:

**James R. Jefferson**

**Assistant Treasurer**

Name

Title

**434-773-2247**

Area Code / Phone Number / Extension

**434-773-2277**

Area Code / FAX Number

**jeffersonj@amnb.com**

E-mail Address

**http://www.amnb.com**

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

Signature of Holding Company Director and Official

**4/21/2015**

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

**1076691**

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:

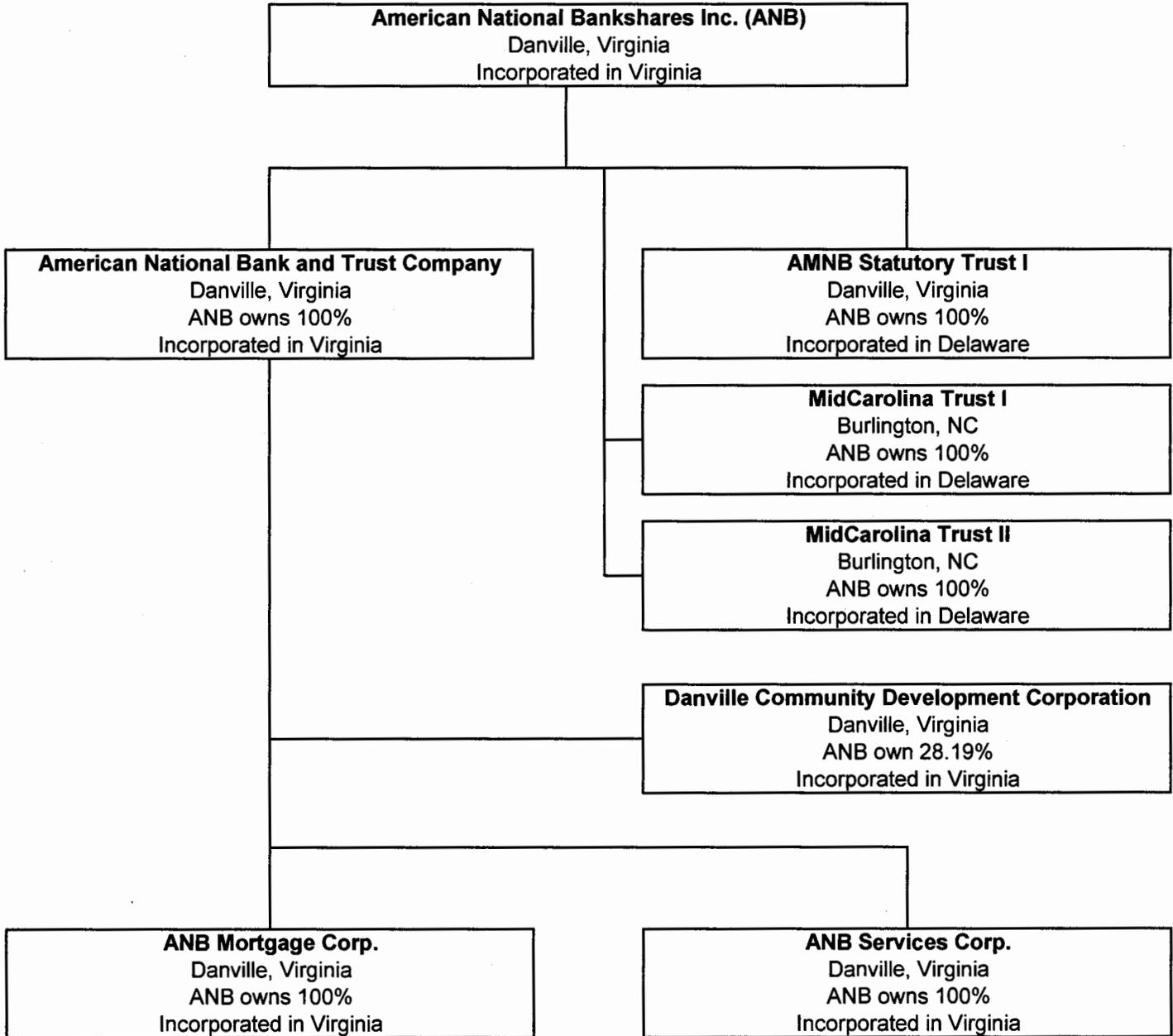
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Report Item 2.

Organizational Chart



**FORM FR Y-6  
December 31, 2014**

**Report Item 3: Shareholders**

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2014.

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 12-31-2014.

(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, New York 10022	USA	6.60% 519,677	None		

**FORM FR Y-6**  
**December 31, 2014**

**Report Item 4: Directors and Officers**

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

(1) Name & Address (City, State, County)	(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 name of companies and percentage of voting securities held)
Fred A. Blair Gretna, VA	Contractor	Director	N/A	President (Blair Const. Company)	0.18	None	Blair Holdings 100% New Dominion Development Inc. 50%
Dr. Frank C. Crist, Jr. Forest, VA	Dentist	Director	N/A	President (Brady & Crist Dentists, Inc.)	1.34	None	Crist Properties 50% Brady & Crist Dentists, Inc. 86% Woodside Associates 50% CC&B Partnership 25%
Ben J. Davenport, Jr. Chatham, VA	Waste management and petroleum distribution Executive	Director	N/A	Chairman (First Piedmont Corporation and Davenport Energy Inc.)	0.59	None	First Piedmont Corp. 100% Davenport Energy 63% SCD, Inc. 50%
Jeffrey V. Haley Danville, VA	N/A	Director President & CEO	Director President & CEO (ANB)	N/A	0.41	None	N/A
Michael P. Haley Martinsville, VA	Advisor Transportation	Director	N/A	Advisor to Fenway Partners, Inc. Managing Director Fenway Consulting Partners, LLC	0.05	None	N/A
Charles S. Harris Greensboro, NC	Education Administrator	Director	N/A	Exec. Vice Pres. Averett University	0.05	None	N/A
F.D. Hornaday, III Snowcamp, NC	Textiles Executive	Director	N/A	Pres. & CEO Knit Wear Fabrics, Inc.	0.30	None	Knit Wear Fabrics 50%
John H. Love Burlington, NC	Insurance Broker	Director	N/A	Pres. & CEO W.E. Love & Assoc.	0.23	None	W.E. Love & Associates 100% Truck Claims, Inc. 50% Hawks & Love, LLC 100%

**FORM FR Y-6  
December 31, 2014**

**Report Item 4: Directores and Officers**

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

(1) Name & Address (City, State, County)	(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 name of companies and percentage of voting securities held)
Dr. Franklin W. Maddux Danville, VA	Physician	Director	N/A	Exec. Vice Pres. Fresenius Medical Care North Amer. Chairman Gamewood, Inc.	0.12	None	Gamewood Technology Group 30% Deer Run Road LLC 30%
Charles H. Majors Danville, VA	N/A	Director Executive Chairman	Director Executive Chairman (ANB)	N/A	0.79	None	Majors-Templeton Investments 50%
Claude B. Owen, Jr. Glen Allen, VA	Retired tobacco Executive	Director	N/A	Retired CEO of (DIMON Inc.)	0.30	None	CLO, LLC 100%
Dan M. Pleasant Danville, VA	Engineer	Director	N/A	CEO The Dewberry Companies, Inc.	0.06	None	DBP Properties LLC 100%
William W. Traynham Danville, VA	N/A	Sr. Vice President/CFO Sec. / Treasurer	Exec. Vice President Cashier & CFO (ANB)	N/A	0.20	None	N/A
Robert A. Ward Burlington, NC	Retired textile Executive	Director	N/A	Retired EVP & CFO Unifi, Inc.	0.30	None	N/A

Note: ANB - American National Bank & Trust Company

Results: A list of branches for your holding company: AMERICAN NATIONAL BANKSHARES INC. (1076891) of DANVILLE, VA. The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

**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 data 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>.

\* FOIC 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)	958727	AMERICAN NATIONAL BANK AND TRUST COMPANY	628 MAIN STREET	DANVILLE	VA	24541	DANVILLE CITY	UNITED STATES	4597	0	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	2602220	BURLINGTON BRANCH	3101 SOUTH CHURCH STREET	BURLINGTON	NC	27215	ALAMANCE	UNITED STATES	57218	28	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	3294846	CUM-PARK PLAZA BRANCH	2214 NORTH CHURCH ST	BURLINGTON	NC	27217	ALAMANCE	UNITED STATES	357708	31	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	3294864	VILLAGE AT BROOKWOOD BRANCH	1840 BROOKWOOD AVE	BURLINGTON	NC	27215	ALAMANCE	UNITED STATES	430064	32	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	3294873	SOUTH MAIN STREET BR	842 SOUTH MAIN ST	GRAHAM	NC	27253	ALAMANCE	UNITED STATES	290653	29	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	3678222	GREEN VALLEY BRANCH	703 GREEN VALLEY ROAD	GREENSBORO	NC	27408	GUILFORD	UNITED STATES	433607	33	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	3678231	GUILFORD COLLEGE BRANCH	5509 W FRIENDLY AVENUE	GREENSBORO	NC	27410	GUILFORD	UNITED STATES	447387	34	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	3678213	MEBANE BRANCH	1008 MEBANE OAKES ROAD	MEBANE	NC	27302	ALAMANCE	UNITED STATES	456800	35	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	621227	YANCEYVILLE OFFICE	173 MAIN STREET	YANCEYVILLE	NC	27379	CASWELL	UNITED STATES	190805	13	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	3760831	BEDFORD BRANCH	207 NORTH BRIDGE STREET	BEDFORD	VA	24523	BEDFORD CITY	UNITED STATES	479107	25	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	2841854	CHATHAM OFFICE	13880 US HWY 29	CHATHAM	VA	24531	PITTSYLVANIA	UNITED STATES	212336	15	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	2427580	COLLINSVILLE OFFICE	2484 VIRGINIA AVE	COLLINSVILLE	VA	24078	HENRY	UNITED STATES	279052	11	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	1486858	AIRPORT OFFICE	1407 SOUTH BOSTON ROAD	DANVILLE	VA	24540	DANVILLE CITY	UNITED STATES	212334	7	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Limited Service	4296230	ALAMANCE COUNTY MESSENGER SERVICE BRANCH	628 MAIN STREET	DANVILLE	VA	24541	DANVILLE CITY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Limited Service	4189482	DANVILLE MESSENGER SERVICE MOBILE BRANCH	628 MAIN STREET	DANVILLE	VA	24541	DANVILLE CITY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Limited Service	4296221	GUILFORD COUNTY MESSENGER SERVICE BRANCH	628 MAIN STREET	DANVILLE	VA	24541	DANVILLE CITY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Limited Service	4189473	MARTINSVILLE MESSENGER SERVICE MOBILE BRANCH	628 MAIN STREET	DANVILLE	VA	24540	DANVILLE CITY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	227928	NOR DAN OFFICE	239 NOR DAN DRIVE	DANVILLE	VA	24540	DANVILLE CITY	UNITED STATES	212330	3	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	3918320	PIEDMONT DRIVE BRANCH	445 MOUNT CROSS ROAD	DANVILLE	VA	24540	DANVILLE CITY	UNITED STATES	492837	26	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	833824	WEST MAIN OFFICE	2016 WEST MAIN STREET	DANVILLE	VA	24541	DANVILLE CITY	UNITED STATES	212332	5	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	141828	GRETNA OFFICE	109 MAIN STREET	GRETNA	VA	24557	PITTSYLVANIA	UNITED STATES	8031	8	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	3109128	LOVINGSTON BRANCH	150 FRONT ST	LOVINGSTON	VA	22949	NELSON	UNITED STATES	363501	21	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	2813790	GRAVES MILL ROAD BRANCH	1646 GRAVES MILL ROAD	LYNCHBURG	VA	24502	LYNCHBURG CITY	UNITED STATES	77242	20	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	3010484	LANGHORNE ROAD BRANCH	2301 LANGHORNE RD	LYNCHBURG	VA	24501	LYNCHBURG CITY	UNITED STATES	365356	22	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	3212318	TIMBERLAKE ROAD BRANCH	20479 TIMBERLAKE ROAD	LYNCHBURG	VA	24502	CAMPBELL	UNITED STATES	430138	23	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	3138584	MARTINSVILLE BRANCH	900 LIBERTY STREET	MARTINSVILLE	VA	24112	MARTINSVILLE CITY	UNITED STATES	212337	16	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	3102521	220 SOUTH BRANCH	3810 GREENSBORO ROAD	RIDGEWAY	VA	24148	HENRY	UNITED STATES	363300	18	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
OK		Full Service	2971225	SOUTH BOSTON BRANCH	3609 OLD HALIFAX ROAD	SOUTH BOSTON	VA	24592	HALIFAX	UNITED STATES	361097	17	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	