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FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2015  
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Board of Governors of the Federal Reserve System

JUN 3- 2015



# 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.

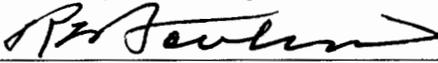
This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 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.

I, R. L. Bowling  
Name of the Holding Company Director and Official  
President and 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 "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 of Holding Company Director and Official  
5/29/15

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 1472211  
C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):  
December 31, 2014

Month / Day / Year  
None  
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address  
Peoples Bankshares, Inc.  
Legal Title of Holding Company  
PO Box 817  
(Mailing Address of the Holding Company) Street / P.O. Box  
Mullens, WV 25882  
City State Zip Code  
200 First Street  
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:  
R. L. Bowling President & CEO  
Name Title  
(304) 294-7115  
Area Code / Phone Number / Extension  
(304) 294-7147  
Area Code / FAX Number  
rlbowling@firstpeoplesbank.org  
E-mail Address

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

**Peoples Bankshares, Inc.**

**PO Box 817, 200 First Street**

**Mullens, WV 25882**

Incorporated in West Virginia

Peoples Bankshares, Inc. Owns 100% of First Peoples Bank, Inc.

**First Peoples Bank, Inc.**

**PO Box 817, 200 First Street**

**Mullens, WV 25882**

Incorporated in West Virginia

**First Peoples Bank**  
**Current Shareholders with Ownership, Control or Holdings of**  
**5% or More with Power to Vote as of December 31, 2014**  
**FR Y-6 Report Item 3.1: Securities Holders**

<b>Name and Address</b>	<b>Country</b>	<b>Number and Percentage of Each Class of Voting Securities</b>
Barbara Davis Pauley Gaithersburg, MD	USA	10.87% - 58,900 shares common stock
Susan D. Steele Dallas, TX	USA	5.53% - 30,000 shares common stock
Trust u/w of H. E. Lilly c/o First Peoples Bank Mullens, WV Ronald L. Bowling, Michael N. Wikel, and Barbara Lilly Howard, Trustees	USA	27.67% - 150,000 shares common stock

**REPORT ITEM 3.2 - 5% OR MORE DURING FISCAL YEAR BUT NOT AT YEAR-END**

**none**

**PEOPLES BANKSHARES, INC.**  
**REPORT OF BANK HOLDING COMPANIES**  
**FR Y-6 FOR PERIOD ENDING DECEMBER 31, 2014**  
**REPORT ITEM 4 - DIRECTORS AND OFFICERS**

QUESTION #1	QUESTION #2	QUESTION #3	QUESTION #4
NAME AND ADDRESS	PRINCIPAL OCCUPATION	TITLE OR POSITION a) Holding Co. b) Subsidiaries c) Other Business	PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN A) Holding Company; B) Direct and indirect subsidiaries of holding co.; and C) Other business
*****			
Ronald L. Bowling Mullens, WV USA		a) President and CEO, Chairman b) President, CEO, Director c) N/A	a) 1.29% b) N/A c) N/A
Robert Browning, Jr. Pineville, WV USA	Legal Services	a) Director b) Director c) Owner, Robert Browning, Jr., LC	a) 0.04% b) N/A c) 100%
Charles T. Feller Mullens, WV USA	Insurance Agent	a) Director b) Director c) Part Owner, C. V. Feller Insurance	a) 3.11% b) N/A c) 50%
Randy R. Hamilton Bud, WV USA		a) Executive VP & COO b) EVP, COO, Director c) N/A	a) 0.28% b) N/A c) N/A
Kenneth W. McBride, Jr. Mullens, WV USA	Independent Xerox Agent	a) Director b) Director c) Owner, Professional Business Products	a) 0.74% b) N/A c) 100%
Joseph G. Mason, III Cincinnati, OH USA	Founder of PetSuites of America, Inc.	a) Director b) Director c) Founder PetSuites of America, Inc.	a) 3.30% b) N/A c) 10%
Barbara Davis Pauley Gaithersburg, MD USA	Retired	a) Director b) Director c) N/A	a) 10.87% b) N/A c) N/A
Michael N. Wikel Mullens, WV USA	Retired Prep Plant Foreman, Eastern Assoc. Coal Co.	a) Director b) Director c) N/A	a) 1.75% b) N/A c) N/A
Trust u/w of H. E. Lilly Ronald L. Bowling, Trustee Mullens, WV USA	Trust	a) N/A b) N/A c) N/A	a) 27.67% b) N/A c) N/A
Michael N. Wikel, Trustee Mullens, WV USA			
Andrew J. Lilly, Trustee Blacksburg, VA USA			