

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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FEDERAL RESERVE BANK RICHMOND

FILE ROOM

SUPERVISION, REGULATION & CREDIT DEPARTMENT

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):

June 30, 2014

Month / Day / Year

I, Dana L. Stonestreet

Reporter's Name, Street, and Mailing Address

HomeTrust Bancshares, Inc.

Name of the Holding Company Director and Official

Chairman, President and CEO

Legal Title of Holding Company

10 Woodfin Street

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.

Asheville

NC

28801

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Tony J. VunCannon

SVP, CFO and Treasurer

Name

Title

828-350-3049

Area Code / Phone Number / Extension

828-259-3934

Area Code / FAX Number

tony.vuncannon@hometrustbanking.com

E-mail Address

Signature of Holding Company Director and Official

www.hometrustbancshares.com

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

Date of Signature

09/26/14

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

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

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C.I. _____

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.

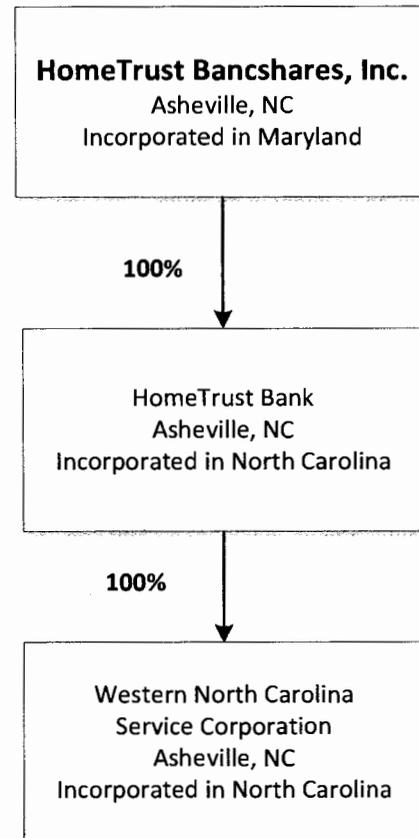
Form FR Y-6

HomeTrust Bancshares, Inc.
Asheville, NC
Fiscal Year Ending June 30, 2014

Report Item:

1: The bank holding company prepares an annual report for its securities holders and is registered with the SEC.

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank.

Results: A list of branches for your depository institution: **HOMETRUST BANK (ID_RSSD: 212577)**.
 This depository institution is held by **HOMETRUST BANCSHARES, INC. (4366003)** of **ASHEVILLE, NC**.
 The data are as of **06/30/2014**. Data reflects information that was received and processed through **07/06/2014**.

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
Change		Full Service (Head Office)	212577	HOMETRUST BANK	10 WOODFIN STREET	ASHEVILLE	NC	28801	BUNCOMBE	UNITED STATES	40511	0	HOMETRUST BANK	212577	Duplicate for the Downtown Asheville Office; Please remove from list
OK		Full Service	4464365	ARDEN OFFICE	140 AIRPORT ROAD, SUITE P	ARDEN	NC	28704	BUNCOMBE	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	
Change		Full Service	4464356	ASHEVILLE MAIN DOWNTOWN ASHEVILLE OFFICE	10 WOODFIN STREET	ASHEVILLE	NC	28801	BUNCOMBE	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	Data not transcribed as entered on FR Y-10
OK		Full Service	4162997	EAST ASHEVILLE OFFICE	1011 TUNNEL RD, SUITE 180	ASHEVILLE	NC	28805	BUNCOMBE	UNITED STATES	518303	123	HOMETRUST BANK	212577	
OK		Full Service	4163051	SOUTH ASHEVILLE OFFICE	1825 HENDERSONVILLE ROAD	ASHEVILLE	NC	28803	BUNCOMBE	UNITED STATES	495162	118	HOMETRUST BANK	212577	
OK		Full Service	784579	CHERRYVILLE OFFICE	100 WEST MAIN STREET	CHERRYVILLE	NC	28021	GASTON	UNITED STATES	43849	122	HOMETRUST BANK	212577	
OK		Full Service	4163613	ARCADIA OFFICE	8759 NORTH NC HIGHWAY 150	CLEMMONS	NC	27012	DAVIDSON	UNITED STATES	498688	121	HOMETRUST BANK	212577	
OK		Full Service	2133292	CLYDE OFFICE	8583 CAROLINA BOULEVARD	CLYDE	NC	28721	HAYWOOD	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	
OK		Full Service	4163060	COLUMBUS OFFICE	685 WEST MILLS STREET	COLUMBUS	NC	28722	POLK	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	
OK		Full Service	2439734	EDEN OFFICE	106 SOUTH VAN BUREN ROAD	EDEN	NC	27288	ROCKINGHAM	UNITED STATES	264506	113	HOMETRUST BANK	212577	
OK		Full Service	4464347	LEAKSVILLE OFFICE	722 WASHINGTON STREET	EDEN	NC	27288	ROCKINGHAM	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	
OK		Full Service	4163033	FOREST CITY OFFICE	351 BUTLER RD	FOREST CITY	NC	28043	RUTHERFORD	UNITED STATES	518304	124	HOMETRUST BANK	212577	
OK		Full Service	2133322	HENDERSONVILLE OFFICE	228 6TH AVENUE EAST	HENDERSONVILLE	NC	28792	HENDERSON	UNITED STATES	464220	115	HOMETRUST BANK	212577	
OK		Full Service	531474	LEXINGTON OFFICE	107 WEST CENTER STREET	LEXINGTON	NC	27292	DAVIDSON	UNITED STATES	41274	119	HOMETRUST BANK	212577	
OK		Full Service	4464338	REIDSVILLE OFFICE	2805 REID SCHOOL ROAD	REIDSVILLE	NC	27320	ROCKINGHAM	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	
OK		Full Service	2663463	CLEVELAND MALL OFFICE	2007 EAST DIXON BOULEVARD	SHELBY	NC	28152	CLEVELAND	UNITED STATES	262810	109	HOMETRUST BANK	212577	
OK		Full Service	362977	SHELBY MAIN OFFICE	224 EAST WARREN STREET	SHELBY	NC	28150	CLEVELAND	UNITED STATES	41407	108	HOMETRUST BANK	212577	

Change	Full Service	4163024	TYRON TRYON OFFICE	341 NORTH TRADE STREET	TRYON	NC	28782	POLK	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	Data not transcribed as entered on FR Y-10
OK	Full Service	2133395	WAYNESVILLE OFFICE	800 RUSS AVENUE	WAYNESVILLE	NC	28786	HAYWOOD	UNITED STATES	464219	114	HOMETRUST BANK	212577	
Change	Full Service	2133434	WEAVERVILLE OFFICE BRANCH	5 NORTHRIDGE COMMONS PARKWAY	WEAVERVILLE	NC	28787	BUNCOMBE	UNITED STATES	262805	101	HOMETRUST BANK	212577	Data not transcribed as entered on FR Y-10
OK	Full Service	4163640	MIDWAY OFFICE	11564 OLD US HIGHWAY 52	WINSTON SALEM	NC	27107	DAVIDSON	UNITED STATES	267650	120	HOMETRUST BANK	212577	
Change	Full Service	3387159	GREENVILLE BRANCH WOODRUFF ROAD OFFICE	499 WOODRUFF ROAD	GREENVILLE	SC	29607	GREENVILLE	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	Popular name change
OK	Full Service	4675143	PELHAM ROAD OFFICE	8599 PELHAM ROAD	GREENVILLE	SC	29615	GREENVILLE	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	
Change	Full Service	3831586	FARRAGUT BRANCH OFFICE	11916 KINGSTOWN PIKE	FARRAGUT	TN	37934	KNOX	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	Data not transcribed as entered on FR Y-10
Change	Full Service	3740192	BOONES CREEK BRANCH OFFICE	4718 NORTH ROAN STREET	JOHNSON CITY	TN	37615	WASHINGTON	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	Data not transcribed as entered on FR Y-10
OK	Full Service	2409997	JOHNSON CITY OFFICE	1907 NORTH ROAN STREET	JOHNSON CITY	TN	37601	WASHINGTON	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	
Change	Full Service	2652908	WEST OAKLAND BRANCH OFFICE	1000 WEST OAKLAND AVENUE	JOHNSON CITY	TN	37604	WASHINGTON	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	Data not transcribed as entered on FR Y-10
Change	Full Service	2530172	WEST WALNUT BRANCH OFFICE	612 WEST WALNUT STREET	JOHNSON CITY	TN	37604	WASHINGTON	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	Data not transcribed as entered on FR Y-10
Change	Full Service	2978402	COLONIAL HEIGHTS BRANCH OFFICE	4409 FORT HENRY DRIVE	KINGSPORT	TN	37663	SULLIVAN	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	Data not transcribed as entered on FR Y-10
Change	Full Service	2530181	WEST CENTER BRANCH OFFICE	240 WEST CENTER STREET	KINGSPORT	TN	37660	SULLIVAN	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	Data not transcribed as entered on FR Y-10
OK	Full Service	3831616	BEARDEN OFFICE	6501 KINGSTON PIKE	KNOXVILLE	TN	37919	KNOX	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	
Change	Limited Service	3831531	EAST MAIN STREET BRANCH OFFICE	143 EAST MAIN STREET	MORRISTOWN	TN	37814	HAMBLEN	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	Data not transcribed as entered on FR Y-10
Change	Full Service	3831595	MERCHANTS GREENE BRANCH OFFICE	123 MERCHANTS GREENE BOULEVARD	MORRISTOWN	TN	37814	HAMBLEN	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	Data not transcribed as entered on FR Y-10
OK	Full Service	983671	MORRISTOWN MAIN OFFICE	120 EVANS AVENUE	MORRISTOWN	TN	37814	HAMBLEN	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	
Change	Limited Service	3831540	WEST MORRIS BOULEVARD BRANCH OFFICE	1960 WEST MORRIS BOULEVARD	MORRISTOWN	TN	37814	HAMBLEN	UNITED STATES	Not Required	Not Required	HOMETRUST BANK	212577	Data not transcribed as entered on FR Y-10

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HomeTrust Bancshares, Inc.
Fiscal Year Ending June 30, 2014

Report Item 3: Securities holders

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 06-30-14			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 06-30-14		
(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
HomeTrust Bancshares, Inc. Employee Stock Ownership Trust* Asheville, NC, USA Delaware Charter Guarantee & Trust Company, conducting business as Principal Trust Company - Trustee Wilmington, DE, USA	USA	1,058,000 shares 5% Common Stock	Keeley Asset Management Corp Chicago, IL, USA	USA	1,083,295 shares 5% Common Stock

*HomeTrust Bancshares, Inc. Employee Stock Ownership Trust provisions provided on separate attachment.

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Fiscal Year Ending June 30, 2014

Report Item 4: Insiders

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

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 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)
Dana L. Stonestreet Asheville, NC USA	N/A	Chairman of the Board, President & CEO	Chairman of the Board, President & CEO (HomeTrust Bank)	Director (Asheville Area Chamber of Commerce) Director (United Way) Director (HUB Community Economic Development Alliance Board)	1%	None	None
Tony J. VunCannon Asheville, NC USA	N/A	SVP, Chief Financial Officer & Treasurer	SVP, Chief Financial Officer & Treasurer (HomeTrust Bank)	None	<1%	None	None
Howard L. Sellinger Candler, NC USA	N/A	SVP & Chief Information Officer	SVP & Chief Information Officer (HomeTrust Bank)	None	<1%	None	None
Teresa White Candler, NC USA	N/A	SVP, Chief Administration Officer & Corporate Secretary	SVP, Chief Administration Officer & Corporate Secretary (HomeTrust Bank)	None	<1%	None	None
C. Hunter Westbrook Arden, NC USA	N/A	SVP & Chief Banking Officer	SVP & Chief Banking Officer (HomeTrust Bank)	None	<1%	None	None
Keith Houghton Black Mountain, NC USA	N/A	SVP & Chief Credit Officer	SVP & Chief Credit Officer (HomeTrust Bank)	None	<1%	None	None

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Fiscal Year Ending June 30, 2014

Report Item 4: Insiders

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

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 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)
J. Steven Goforth Shelby, NC USA	President SouthCo Industries, Inc.	Director	Director (HomeTrust Bank)	President (SouthCo Industries, Inc.)	<1%	None	SouthCo Industries, Inc. (35%) Mid-South Management, Inc. (35%) Post Road Properties (35%) Goforth Properties (35%) Goforth Investments (35%) G & G Associates (35%)
Anderson L. Smith Morristown, TN USA	Market President, HomeTrust Bank, Tennessee	Director	SVP, Market President, Tennessee & Director (HomeTrust Bank)	Director (Hamblen County Foundation for Educational Excellence & Achievement) President (Jefferson Federal Charitable Foundation) Director (Industrial Development Board, City of Morristown)	<1%	None	None
Larry S. McDevitt Asheville, NC USA	Attorney Van Winkle Law Firm	Vice Chairman and Lead Director	Director (HomeTrust Bank)	Director (Van Winkle Law Firm) Director (Deweese Island POA)	<1%	None	None
Robert G. Dinsmore, Jr. Charlotte, NC USA	None	Director	Director (HomeTrust Bank)	None	<1%	None	None

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Fiscal Year Ending June 30, 2014

Report Item 4: Insiders

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

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 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)
Sidney A. Biesecker Lexington, NC USA	Market President, HomeTrust Bank, Lexington	Director	SVP, Market President & Director (HomeTrust Bank)	None	<1%	None	None
Craig C. Koontz Lexington, NC USA	IT Director Atrium Windows and Doors, Inc.	Director	Director (HomeTrust Bank)	None	<1%	None	None
F. Edward Broadwell, Jr. Biltmore Forest, NC USA	None	Director	Director	Vice chairman of the Board of Trustees (Western Carolina University) Chairman of the Board of Trustees (North Carolina State Bar IOLTA) Director (Mission Rathbun Hospitality House)	1%	None	None
Delaware Charter Guarantee & Trust Company, conducting business as Principal Trust Company Wilmington, DE USA	N/A	Trustee for Employee Stock Ownership Plan	N/A	N/A	5%	None	N/A