

MAR 28 2016

Board of Governors of the Federal Reserve System

FRB RICHMOND COPY



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, James S. Mahan, III

Name of the Holding Company Director and Official

Chairman of Board/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.

James S. Mahan, III

Signature of Holding Company Director and Official

Date of Signature

3/25/2016

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 3884863
C.I. _____

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

December 31, 2015

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Live Oak Bancshares, Inc.

Legal Title of Holding Company

1741 Tiburon Drive

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

Wilmington NC 28403
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

S. Brett Caines Chief Financial Officer

Name Title

910-796-1645

Area Code / Phone Number / Extension

910-799-7104

Area Code / FAX Number

brett.caines@liveoakbank.com

E-mail Address

www.liveoakbank.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

Form FR Y-6

LIVE OAK BANCSHARES, INC
Wilmington, North Carolina
Fiscal Year Ending December 31, 2015

Report Item 1: Annual Report to Shareholders

The bank holding company prepares an audited annual report for its shareholders and it is part of its annual SEC Form 10-K filing.

Report Item 2: Organization Chart

<u>ID RSSD</u>	<u>LEGAL NAME</u>	<u>ADDRESS</u>	<u>INTERCOMPANY OWNERSHIP</u>	<u>OWNERSHIP %</u>	<u>MANAGEMENT</u>
3884863	Live Oak Bancshares, Inc	Wilmington, North Carolina, US	Bank Holding Company		Managing Direct Holder of Live Oak Banking Company; Independence Aviation, LLC; Live Oak Grove, LLC and Government Loan Solutions, Inc
3650808	Live Oak Banking Company	Wilmington, North Carolina, US	Subsidiary-State Non-member Bank	100%	Managing Direct Holder of Live Oak #1; Live Oak Bancshares, Inc (Manager)
4558312	Government Loan Solutions, Inc	Wilmington, North Carolina, US	Subsidiary Non-Bank Other Company	100%	Live Oak Bancshares, Inc (Manager)
4905813	Live Oak Grove, LLC	Wilmington, North Carolina, US	Subsidiary Non-Bank Other Company	100%	Live Oak Bancshares, Inc. (Non-Managing Member)
4305301	Independence Aviation, LLC	Wilmington, North Carolina, US	Subsidiary Non-Bank Other Company	100%	Live Oak Bancshares, Inc. (Non-Managing Member)
4552673	504 Fund Advisors, LLC	Wilmington, North Carolina, US	Subsidiary Non-Bank Other Company	92%	Live Oak Bancshares, Inc (Non-Managing Member)

Report Item 2b: Depository Institution Branch Listing

Detail report enclosed.

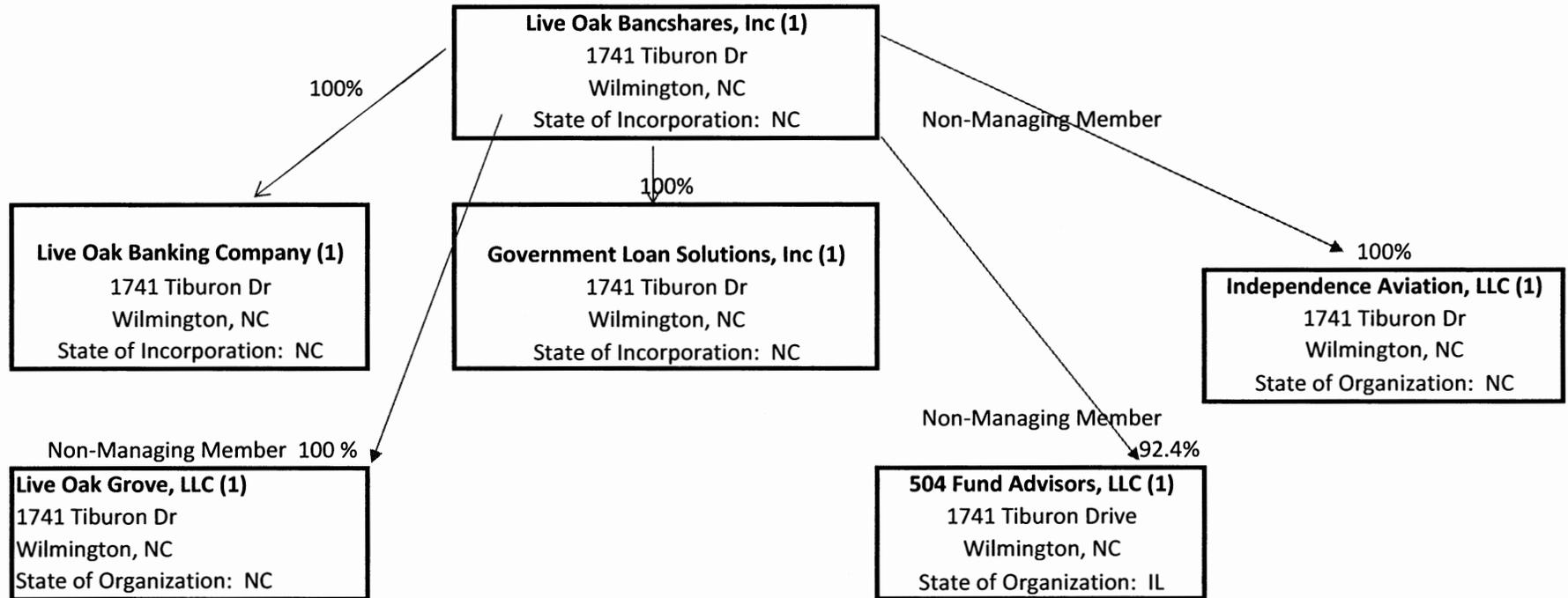
Report Item 3: Securities Holders

Detail report enclosed.

Report Item 4: Insiders

Detail report enclosed.

Live Oak Bancshares, Inc.
Organization Chart
12/31/2015



(1) No Entities have an LEI.

Live Oak Bancshares, Inc.
 2015 FR Y-6
 Item 2b.

Results: A list of branches for your depository institution: LIVE OAK BANKING COMPANY (ID_RSSD: 3650808).
 This depository institution is held by LIVE OAK BANCSHARES, INC. (3884863) of WILMINGTON, NC.
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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)	3650808	LIVE OAK BANKING COMPANY	1741 TIBURON DRIVE	WILMINGTON	NC	28403	NEW HANOVER	UNITED STATES	462249	0	LIVE OAK BANKING COMPANY	3650808	

Report Item 4: Insiders

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

Name, City, State, Country	Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with Other Businesses (include names of other businesses)	Voting Shares/Percentage in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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
William L. Williams, III Wilmington, NC USA	n/a	Vice Chairman and Director	EVP, Corporate Relationship Officer and Director-Live Oak Banking Company Director-504 Fund Advisors Director-GLS, Inc.	n/a	1,266,520 / 4.30% Common Stock	n/a	Medical Park Hotels, LLC – 25% Billee, LLC – 50% WLW Family Holdings, LLC – 60% Eucallee, LLC – 25%
Glen F. Hoffsis Westerville, OH USA	Dean of the College of Veterinary Medicine – Lincoln Memorial University	Director	Director-Live Oak Banking Company	Partner – Greenbriar Veterinary Services	76,090 / 0.26% Common Stock 3,000 / 0.01% Options on Common Stock	n/a	Greenbriar Veterinary Services – 50%
James S. Mahan, III, Trustee of the James S. Mahan Revocable Trust under Agreement dated 8/22/2006 Wilmington, NC USA	n/a	Chairman, CEO and Director	Chairman, CEO and Director-Live Oak Banking Company Director-504 Fund Advisors Director-GLS, Inc.	Director – Plexus Capital Management, LLC Chairman/Director- nCino, Inc.	3,101,708 / 10.53% Common Stock	n/a	Peapod II, LLC – 100%
Marguerite D. Mahan, Trustee of the Marguerite D. Mahan Revocable Trust under	n/a	n/a	n/a	n/a	2,998,770 / 10.18% Common Stock	n/a	n/a

Agreement dated 8/22/2006 Wilmington, NC USA							
H. Kel Landis, III Raleigh, NC USA	Principal – Plexus Capital Management, LLC	Director	Director-Live Oak Banking Company	Principal – Plexus Capital Management, LLC	199,493 / 0.68% Common Stock 3,000 / 0.01% Options on Common Stock	n/a	n/a
David G. Lucht Wilmington, NC USA	n/a	Chief Risk Officer and Director	EVP, Chief Risk Officer and Director-Live Oak Banking Company Director-504 Fund Advisors Director-GLS, Inc. Manager- Independence Aviation, LLC	n/a	277,800 / 0.94% Common Stock	n/a	n/a
William H. Cameron Wilmington, NC USA	Partner and Principal of Cameron family businesses	Director	Director-Live Oak Banking Company	President of Cameron Management, Inc.	174,445 / 0.59% Common Stock 3,000 / 0.01% Options on Common Stock	n/a	Cameron Management, Inc. – 50% Cameron HR, LLC – 58.34% WHC Holdings LLC – 100% TriState Properties – 100%
Neil L. Underwood Wilmington, NC USA	n/a	President and Director	President and Director-Live Oak Banking Company Managing Member – Independence Aviation, LLC	Sole Owner – Underwood Ventures Sole Owner – NuEquity	1,050,010 / 3.57% Common Stock	n/a	Underwood Ventures – 100% NuEquity – 100%

Miltom E. Petty Burlington, NC USA	Chief Financial Officer-Carolina Hosiery Mills, Inc.	Director	Director-Live Oak Banking Company	Chief Financial Officer-Carolina Hosiery Mills, Inc.	83,410 / 0.28% Common Stock 3,000 / 0.01% Options on Common Stock	n/a	n/a
Jerald L. Pullins New Canaan, CT USA	Consultant and Manager/Direct or of healthcare companies	Director	Director-Live Oak Banking Company	Managing Member, SeniorCare Homes LLC; Chairman of the Board of Directors, US Physical Therapy, Inc; Chairman of the Board of Baldwin Brothers Memorial Cremation Society, Inc.	235,380 / 0.80% Common Stock 3,000 / 0.01% Options on Common Stock	n/a	SeniorCare Homes, LLC- 60% voting control Baldwin Brothers Cremation Society, Inc. – 43%
Diane B. Glossman New Hope, PA USA	Retired Investment Analyst and Consultant	Director	Director- Live Oak Banking Company	Director – Ambac Assurance Director—Powa Technologies Director – WMI Holdings Director – QBE NA	19,000 / 0.06% Common Stock 3,000 / 0.01% Options on Common Stock	n/a	n/a
Donald W Jackson Atlanta, GA USA	Retired executive of poultry and meat industry	Director	Director of Live Oak Banking Company	n/a	80,618 / 0.27% Common Stock	n/a	The Donald and Teresa Jackson Family LLC – 100%
Steven Brett Caines Wilmington, NC USA	n/a	Chief Financial Officer	Chief Financial Officer-Live Oak Banking Company	n/a	434,250 / 1.47% Common Stock	n/a	n/a

			Director-GLS, Inc. Manager- Independence Aviation, LLC				
Thomas A Hill Wilmington, NC USA	n/a	Chief Information Officer	Chief Information Officer – Live Oak Banking Company	n/a	15,824 / 0.05% Common Stock 3,075 / 0.01% Options on Common Stock	n/a	n/a
Gregory W Seward Wilmington, NC USA	n/a	General Counsel	General Counsel	n/a	10,000 / 0.03% Common Stock	n/a	n/a
Steven J Smits Wilmington, NC USA	n/a	Chief Credit Officer	Chief Credit Officer-Live Oak Banking Company	n/a	60,000 / 0.20% Common Stock 5,450 / 0.02% Options on Common Stock	n/a	n/a
John Wesley Sutherland Wilmington, NC USA	n/a	Chief Accounting Officer	Chief Accounting Officer	n/a	34,220 / 0.12% Common Stock 1,800 / 0.01% Options on Common Stock	n/a	n/a