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FR Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
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Board of Governors of the Federal Reserve System

MAR 27 2017

FRB RICHMOND

Annual Report of Holding Companies—FR Y-6

COPY



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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, William P. Stafford, II

Name of the Holding Company Director and Official

Chairman of the Board

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

03/17/2017

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 1478017
C.I. _____

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

December 31, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

First Community Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 989

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

Bluefield

VA

24605

City

State

Zip Code

One Community Place, Bluefield, VA 24605

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Marcus Ervin

Staff Accountant II

Name

Title

304-323-6349

Area Code / Phone Number / Extension

304-323-6490

Area Code / FAX Number

mvervin@fcbinc.com

E-mail Address

www.fcbresource.com

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

Is confidential treatment requested for any portion of this report submission?

0=No
1=Yes 0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report ☐
2. a letter justifying this request has been provided separately ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
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Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)

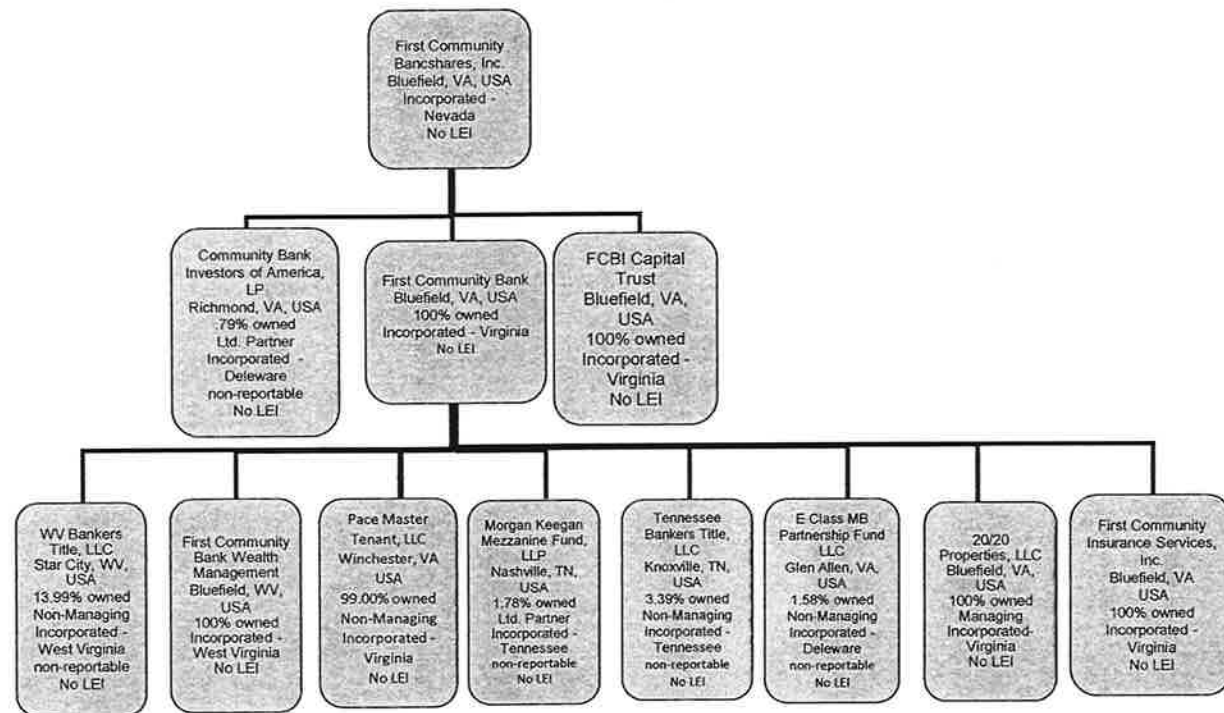
First Community Bancshares, Inc.
December 31, 2016

FR Y-6 Report Items

1. Form 10-K is attached as Exhibit A
- 2A. Organization Chart
- 2B. Domestic Branch Listing (Submitted electronically 03/17/2017)
3. Securities Holders - listing of principal shareholders
4. Insiders - listing of principal officers and directors
5. The Notice of Annual Meeting and Proxy Statement is attached as Exhibit B

First Community Bancshares, Inc.
 FRY-6 Annual Report
 December 31, 2016
 Organizational Chart
 Parent and Subsidiaries

Report Item 2a



Supplemental items (a) through (d) are not applicable

**First Community Bancshares, Inc.
Principal Shareholders
December 31, 2016**

Item 3.1 – Greater than or equal to 5% at year-end.

The following sets forth information with respect to those persons who, to the knowledge of management, beneficially owned more than 5% of the Corporation's outstanding stock as of 12/31/2016. All shares are subject to the named entity's sole voting and investment power.

<i>Title of Class</i>	<i>Name and Address of Beneficial Owner</i>	<i>Shares Beneficially Owned</i>	<i>Percent of Class</i>
Common	Richard G. Preservati Princeton, WV, USA	1,500,775	8.83%
Common	BlackRock New York, NY, USA	1,168,711	6.88%
Common	Dimensional Fund Advisors, LP Austin, TX, USA	932,929	5.49%

Item 3.2 – Greater than or equal to 5% during the year, but not year-end.

Common	The H. P. & Anne S. Hunnicutt Foundation Princeton, WV, USA	822,100	4.84%
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First Community Bancshares, Inc.
 FRY-6 Annual Report
 December 31, 2016
 Report Item 4: Directors and Officers

Item 4

Name/Address	Title/Position in Holding Company Organization	Title/Position w/Other Business Companies	Title/Position With Direct/ Indirect Subs (b)	Principal Occupation if Other Than w/Holding Company	Number & Percent of Shares Owned in Bank Holding Company	Company	# of Shares	Percentage
Richard S. Johnson Richmond, VA, USA	(a)	(a)	Director, First Community Bank	(a)	(#)	Clover Hill Land Company, LLC The Wilton Co. Inc. & Subs The Wilton Co. LLC & Subs WTL Properties, LLC Southern Financial Corporation of Virginia Johnson Holdings-NYC, LLC		50.00% 38.52% 37.47% 25.00% 100.00% 25.00%
I. Norris Kantor Bluefield, WV, USA	(a)	(a)	Director, First Community Bank	(a)	(#)	N/A		
E. Stephen Lily Bluefield, VA, USA	(a)	(a)	Executive VP/COO, First Community Bank Director, First Community Wealth Management	(a)	(#)	N/A		
Gary R. Mills Princeton, WV, USA	(a)	(a)	President & Chief Executive Officer, First Community Bank Director, First Community Bank Director, First Community Insurance Services, Inc. Director, First Community Wealth Management	(a)	(#)	N/A		
David D. Brown Bluefield, VA, USA	(a)	(a)	Chief Financial Officer, First Community Bank Director, First Community Insurance Services, Inc.	(a)	(#)	N/A		
William P. Stafford, II Princeton, WV, USA	(a)	(a)	Director, First Community Bank Director, First Community Insurance Services, Inc. Director, First Community Wealth Management	(a)	(#)	Walnut Hill, LLC Vermilion Development, LLC		25% 33%
Samuel L. Elmore Crab Orchard, WV, USA	(a)	(a)	Director, First Community Bank	(a)	(#)	N/A		
W.C. Blankenship, Jr. Tazewell, VA, USA	(a)	(a)	Director, First Community Bank Director, First Community Insurance Services, Inc.	(a)	(#)	N/A		
C. William Davis Bluefield, WV, USA	(a)	(a)	Director, First Community Bank	(a)	(#)	Richardson & Davis, PLLC		50%
M. Adam Sarver Princeton, WV, USA	(a)	(a)	Director, First Community Bank	(a)	(#)	Clover Leaf Properties, LLC Eastern Door & Glass, LLC Main Street Builders, LLC		50% 50% 50%

-- Information reported herein or included by reference is as of March 14, 2017.

- Refer to page 31 of the Notice of Annual Meeting and Proxy Statement attached as Exhibit B and attachment Number and Percentage of Shares Owned.

(a) Refer to page 109 - 110 of the 2016 Annual Report to shareholders on Form 10-K attached as Exhibit A.

(b) First Community Wealth Management and First Community Insurance Services, Inc. are wholly-owned subsidiaries of First Community Bank; First Community Bank is a wholly-owned subsidiary of First Community Bancshares, Inc.

Item 4.4 b. - None

Results: A list of branches for your holding company: FIRST COMMUNITY BANCSHARES, INC. (1478017) of BLUE
The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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.

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.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and print range.

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. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.frb.org/>

* 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
OK		Full Service (Head Office)	2353595	FIRST COMMUNITY BANK
OK		Full Service	2635844	ELKIN BRANCH
OK		Full Service	1445765	HAYS BRANCH
OK		Full Service	899222	MOUNT AIRY OFFICE
OK		Full Service	1156883	SPARTA BRANCH
OK		Full Service	1418705	TAYLORSVILLE BRANCH
OK		Full Service	2700108	BOONES CREEK BRANCH
OK		Full Service	2374170	SUNSET DRIVE BRANCH
OK		Full Service	3290343	ABINGDON BRANCH
OK		Full Service	3571211	BLACKSBURG BRANCH
OK		Full Service	3151985	RIDGEVIEW PLAZA BRANCH
OK		Full Service	3125605	COMMONS PLAZA BRANCH
OK		Full Service	4172240	CHRISTIANSBURG BRANCH
OK		Full Service	2618285	CLINTWOOD BRANCH
OK		Full Service	3081970	WEST ATLANTIC BRANCH
OK		Full Service	492726	GATE CITY BRANCH
OK		Full Service	3957842	INNSBROOK BRANCH
OK		Full Service	565620	HILLSVILLE OFFICE
OK		Full Service	2618294	MAX MEADOWS BRANCH

OK		Full Service	3305498	SOMMERVILLE BRANCH
OK		Full Service	782623	TAZEWELL BRANCH
OK		Full Service	538727	PULASKI BRANCH
OK		Full Service	3290352	RADFORD BRANCH
OK		Full Service	1401257	RICHLANDS BRANCH
OK		Full Service	3101775	NORTH PARHAM ROAD BRANCH
OK		Full Service	3682519	TOWN CENTER BRANCH
OK		Full Service	4423241	SALEM BRANCH
OK		Full Service	529024	WYTHEVILLE OFFICE
OK		Full Service	3066605	ATHENS BRANCH
OK		Full Service	2309631	CITIZENS DRIVE BRANCH
OK		Full Service	814225	FLAT TOP BRANCH
OK		Full Service	813723	PEOPLES BRANCH
OK		Full Service	887126	BUCKHANNON BRANCH
OK		Limited Service	3676844	KANAWHA STREET BRANCH
OK		Full Service	1176555	COWEN BRANCH
OK		Full Service	1158515	RED OAK PLAZA BRANCH
OK		Full Service	3642353	DANIELS BRANCH
OK		Full Service	376321	GRAFTON BRANCH
OK		Full Service	2891882	SUMMERS BRANCH
OK		Full Service	1401060	LINDSIDE BRANCH
OK		Full Service	105839	MAN BRANCH
OK		Full Service	1431722	OCEANA BRANCH
OK		Full Service	780432	CASTLE ROCK BRANCH
OK		Limited Service	2638845	EAST PINEVILLE BRANCH
OK		Full Service	3664056	PRINCETON CROSSING BRANCH
OK		Full Service	2638920	STAFFORD COMMONS BRANCH
OK		Full Service	2330	PEOPLES BRANCH
CLOSE	7/3/2008	Full Service	2638854	RICHWOOD BRANCH
OK		Full Service	3937509	SUMMERSVILLE BRANCH

FIELD, VA.

column and the date when this information first became valid in the **Effective Date** column.

n the **Effective Date** column.

in.

mn and the opening or acquisition date in the **Effective Date** column.

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e information.

mail.

1 branch with a **Data Action** of Change, Close, Delete, or Add.

ne.federalreserve.gov.

required.

Street Address	City	State	Zip Code	County
29 COLLEGE DRIVE	BLUEFIELD	VA	24605	TAZEWELL
101 BROOKFALL DAIRY ROAD	ELKIN	NC	28621	SURRY
5519 MOUNTAIN VIEW ROAD	HAYS	NC	28635	WILKES
704 INDEPENDENCE BOULEVARD	MOUNT AIRY	NC	27030	SURRY
57 NORTH MAIN ST	SPARTA	NC	28675	ALLEGHANY
92 N CENTER STREET	TAYLORSVILLE	NC	28681	ALEXANDER
2681 BOONES CREEK ROAD	JOHNSON CITY	TN	37615	WASHINGTON
300 SUNSET DRIVE	JOHNSON CITY	TN	37604	WASHINGTON
102 SOUTH WALL ST	ABINGDON	VA	24210	WASHINGTON
1900 SOUTH MAIN STREET	BLACKSBURG	VA	24060	MONTGOMERY
101 SAUNDERS LANE	BLUEFIELD	VA	24605	TAZEWELL
6951 COMMONS PLAZA	CHESTERFIELD	VA	23832	CHESTERFIELD
109 ROANOKE STREET	CHRISTIANSBURG	VA	24073	MONTGOMERY
320 CHASE STREET	CLINTWOOD	VA	24228	DICKENSON
125 WEST ATLANTIC STREET	EMPORIA	VA	23847	EMPORIA CITY
135 WEST JACKSON STREET	GATE CITY	VA	24251	SCOTT
10820 W. BROAD STREET	GLEN ALLEN	VA	23060	HENRICO
148 NORTH MAIN STREET	HILLSVILLE	VA	24343	CARROLL
747 FORT CHISWELL ROAD	MAX MEADOWS	VA	24360	WYTHE

14441 SOMMERVILLE COURT	MIDLOTHIAN	VA	23113	CHESTERFIELD
643 EAST RIVERSIDE DRIVE	NORTH TAZEWEEL	VA	24630	TAZEWEEL
1001 BOB WHITE BLVD	PULASKI	VA	24301	PULASKI
1400 TYLER AVENUE	RADFORD	VA	24141	RADFORD CITY
302 WASHINGTON SQUARE	RICHLANDS	VA	24641	TAZEWEEL
2702 NORTH PARHAM ROAD, SUITE 100	RICHMOND	VA	23294	HENRICO
11400 MIDLOTHIAN TURNPIKE	RICHMOND	VA	23235	CHESTERFIELD
1406 SOUTH COLORADO STREET	SALEM	VA	24153	SALEM CITY
210 EAST MAIN STREET	WYTHEVILLE	VA	24382	WYTHE
101 VERMILLION ST	ATHENS	WV	24712	MERCER
111 CITIZENS DRIVE	BECKLEY	WV	25801	RALEIGH
211 FEDERAL STREET	BLUEFIELD	WV	24701	MERCER
US ROUTE 52 & WV ROUTE 20	BLUEWELL	WV	24701	MERCER
2 WEST MAIN STREET	BUCKHANNON	WV	26201	UPSHUR
2426 S KANAWHA STREET	BUCKHANNON	WV	26201	UPSHUR
WV ROUTE 20 & WILLIAMS RIVER RD	COWEN	WV	26206	WEBSTER
RED OAK PLAZA, ROUTE 55	CRAIGSVILLE	WV	26205	NICHOLAS
1220 RITTER DRIVE	DANIELS	WV	25832	RALEIGH
110 NORTH PIKE STREET	GRAFTON	WV	26354	TAYLOR
298 STOKES DRIVE	HINTON	WV	25951-2517	SUMMERS
US 219 NORTH	LINDSIDE	WV	24951	MONROE
100 MARKET ST	MAN	WV	25635	LOGAN
WV ROUTE 10, 1616 COOK PARKWAY	OCEANA	WV	24870	WYOMING
77 CEDAR AVENUE	PINEVILLE	WV	24874	WYOMING
WV ROUTE 10, E PINEVILLE	PINEVILLE	WV	24874	WYOMING
1102 OAKVALE ROAD	PRINCETON	WV	24740	MERCER
1 STAFFORD COMMONS	PRINCETON	WV	24740	MERCER
16 W MAIN STREET	RICHWOOD	WV	26261	NICHOLAS
RAILROAD & WHITE AVENUE	RICHWOOD	WV	26261	NICHOLAS
902 NORTHSIDE DRIVE	SUMMERSVILLE	WV	26651	NICHOLAS

Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*
UNITED STATES	8220	0	FIRST COMMUNITY BANK	2353595
UNITED STATES	261030	43	FIRST COMMUNITY BANK	2353595
UNITED STATES	261029	42	FIRST COMMUNITY BANK	2353595
UNITED STATES	Not Required	Not Required	FIRST COMMUNITY BANK	2353595
UNITED STATES	38682	40	FIRST COMMUNITY BANK	2353595
UNITED STATES	261028	41	FIRST COMMUNITY BANK	2353595
UNITED STATES	290388	70	FIRST COMMUNITY BANK	2353595
UNITED STATES	56245	68	FIRST COMMUNITY BANK	2353595
UNITED STATES	Not Required	Not Required	FIRST COMMUNITY BANK	2353595
UNITED STATES	Not Required	Not Required	FIRST COMMUNITY BANK	2353595
UNITED STATES	365666	58	FIRST COMMUNITY BANK	2353595
UNITED STATES	422452	108	FIRST COMMUNITY BANK	2353595
UNITED STATES	Not Required	Not Required	FIRST COMMUNITY BANK	2353595
UNITED STATES	256250	49	FIRST COMMUNITY BANK	2353595
UNITED STATES	363901	55	FIRST COMMUNITY BANK	2353595
UNITED STATES	Not Required	Not Required	FIRST COMMUNITY BANK	2353595
UNITED STATES	510932	88	FIRST COMMUNITY BANK	2353595
UNITED STATES	Not Required	Not Required	FIRST COMMUNITY BANK	2353595
UNITED STATES	256249	48	FIRST COMMUNITY BANK	2353595

UNITED STATES	442307	109	FIRST COMMUNITY BANK	2353595
UNITED STATES	228740	50	FIRST COMMUNITY BANK	2353595
UNITED STATES	Not Required	Not Required	FIRST COMMUNITY BANK	2353595
UNITED STATES	Not Required	Not Required	FIRST COMMUNITY BANK	2353595
UNITED STATES	256246	45	FIRST COMMUNITY BANK	2353595
UNITED STATES	362555	106	FIRST COMMUNITY BANK	2353595
UNITED STATES	470512	80	FIRST COMMUNITY BANK	2353595
UNITED STATES	Not Required	Not Required	FIRST COMMUNITY BANK	2353595
UNITED STATES	Not Required	Not Required	FIRST COMMUNITY BANK	2353595
UNITED STATES	362630	53	FIRST COMMUNITY BANK	2353595
UNITED STATES	55608	51	FIRST COMMUNITY BANK	2353595
UNITED STATES	4531	34	FIRST COMMUNITY BANK	2353595
UNITED STATES	13244	36	FIRST COMMUNITY BANK	2353595
UNITED STATES	16360	44	FIRST COMMUNITY BANK	2353595
UNITED STATES	228736	1	FIRST COMMUNITY BANK	2353595
UNITED STATES	212199	15	FIRST COMMUNITY BANK	2353595
UNITED STATES	249438	17	FIRST COMMUNITY BANK	2353595
UNITED STATES	469324	77	FIRST COMMUNITY BANK	2353595
UNITED STATES	4542	9	FIRST COMMUNITY BANK	2353595
UNITED STATES	235658	61	FIRST COMMUNITY BANK	2353595
UNITED STATES	235657	60	FIRST COMMUNITY BANK	2353595
UNITED STATES	11172	28	FIRST COMMUNITY BANK	2353595
UNITED STATES	17460	8	FIRST COMMUNITY BANK	2353595
UNITED STATES	10693	6	FIRST COMMUNITY BANK	2353595
UNITED STATES	228739	31	FIRST COMMUNITY BANK	2353595
UNITED STATES	469612	78	FIRST COMMUNITY BANK	2353595
UNITED STATES	510931	87	FIRST COMMUNITY BANK	2353595
UNITED STATES	13555	16	FIRST COMMUNITY BANK	2353595
UNITED STATES	212196	12	FIRST COMMUNITY BANK	2353595
UNITED STATES	478953	81	FIRST COMMUNITY BANK	2353595