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FR Y-6  
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Approval expires September 30, 2018  
Page 1 of 2

Board of Governors of the Federal Reserve System

MAR - 8 2017



Annual Report of Holding Companies—FR Y-6

FRB RICHMOND

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.

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

I, H. Charles Maddy III

Name of the Holding Company Director and Official

President and Chief Executive Officer

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.

Summit Financial Group, Inc.

Legal Title of Holding Company

P.O. Box 179/300 North Main Street

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

Moorefield

WV

26836

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:

Julie R. Markwood

VP&CAO

Name

Title

304-530-0551

Area Code / Phone Number / Extension

304-530-0751

Area Code / FAX Number

jmarkwood@summitfgi.com

E-mail Address

www.summitfgi.com

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

Signature of Holding Company Director and Official

03/01/2017

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  
C.I.

1247679

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

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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City State Zip Code

Physical Location (if different from mailing address)

**Form FR Y-6**

**Summit Financial Group, Inc.  
300 North Main Street  
Moorefield, WV 26836**

**Fiscal Year Ending December 31, 2016**

Report Item:

- 1: N/A
- 2a: Attached please find a copy of the Organization Chart labeled Report Item 2a.
- 2b: Report Item 2b submitted via email on 02/06/2017.
- 3: Attached please find a copy of the Shareholders labeled Report Item 3.
- 4: Attached please find a copy of the Directors and Officers labeled Report Item 4.

**Results:** A list of branches for your depository institution: SUMMIT COMMUNITY BANK, INC. (ID\_RSSD: 2372774).  
This depository institution is held by SUMMIT FINANCIAL GROUP, INC. (1247679) of MOOREFIELD, WV.  
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 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>.

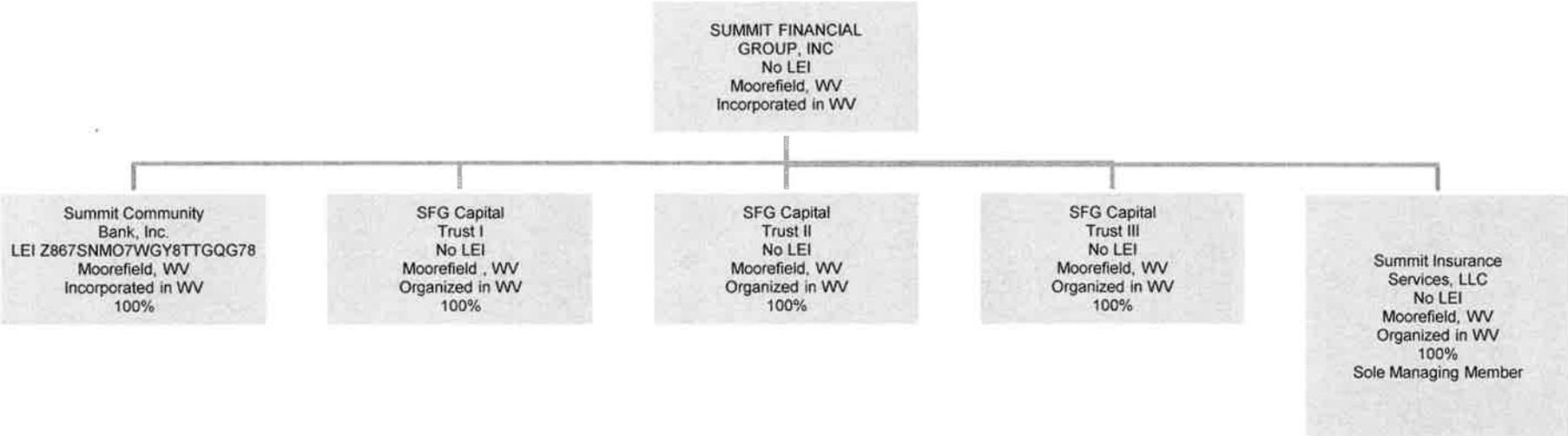
\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FCID UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	2372774	SUMMIT COMMUNITY BANK, INC.	310 NORTH MAIN STREET	MOOREFIELD	WV	26836	HARDY	UNITED STATES	56243	0	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	4033686	CHURCHVILLE BRANCH	23 SCENIC HIGHWAY	CHURCHVILLE	VA	24421	AUGUSTA	UNITED STATES	Not Required	Not Required	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	3311079	HARRISONBURG BRANCH	224 SOUTH MAIN STREET	HARRISONBURG	VA	22801	HARRISONBURG CITY	UNITED STATES	442397	12	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	3189773	ROCKINGHAM BRANCH	182 NEFF AVE	HARRISONBURG	VA	22801	HARRISONBURG CITY	UNITED STATES	419173	11	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	3236659	HOT SPRINGS BRANCH	9406 SAM SNEAD HIGHWAY	HOT SPRINGS	VA	24445	BATH	UNITED STATES	Not Required	Not Required	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	3116591	CATOCTIN BRANCH	204 CATOCTIN CIRCLE SOUTHEAST	LEESBURG	VA	20175	LOUDOUN	UNITED STATES	363744	10	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	762625	MONTEREY BRANCH	195 WEST MAIN STREET	MONTEREY	VA	24465	HIGHLAND	UNITED STATES	Not Required	Not Required	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	3366574	WARRENTON BRANCH	251 WEST LEE HIGHWAY STE 730	WARRENTON	VA	20186	FAUQUIER	UNITED STATES	445564	13	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	2923998	WAL-MART SUPERSTORE BRANCH	2350 SOUTH PLEASANT VALLEY RD	WINCHESTER	VA	22601	WINCHESTER CITY	UNITED STATES	356782	9	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	2777472	WINCHESTER BRANCH	100 WEST JUBAL EARLY DRIVE	WINCHESTER	VA	22601	WINCHESTER CITY	UNITED STATES	74896	8	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	2943530	DOWNTOWN BRANCH	620 VIRGINIA STREET EAST	CHARLESTON	WV	25301	KANAWHA	UNITED STATES	358178	1	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	828530	SOUTH RIDGE CENTRE BRANCH	2402 MOUNTAINEER BOULEVARD	CHARLESTON	WV	25309	KANAWHA	UNITED STATES	530	4	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	698135	FRANKLIN BRANCH	564 NORTH MAIN STREET	FRANKLIN	WV	26807	PENDLETON	UNITED STATES	212177	7	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	3450044	MARTINSBURG BRANCH	1321 EDWIN MILLER BOULEVARD	MARTINSBURG	WV	25404	BERKELEY	UNITED STATES	452205	14	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	954738	MATHIAS BRANCH	59 UPPER COVE RD	MATHIAS	WV	26812	HARDY	UNITED STATES	212176	6	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	1014031	GROVE STREET OFFICE BRANCH	90 SOUTH GROVE STREET	PETERSBURG	WV	26847	GRANT	UNITED STATES	4557	5	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	355429	RAINELLE BRANCH	114 JAMES RIVER AND KANAWHA TURNPIKE	RAINELLE	WV	25962	GREENBRIER	UNITED STATES	358468	3	SUMMIT COMMUNITY BANK, INC.	2372774	
OK		Full Service	905338	RUPERT BRANCH	910 CLAY STREET	RUPERT	WV	25984	GREENBRIER	UNITED STATES	252390	2	SUMMIT COMMUNITY BANK, INC.	2372774	

Form FRY-6

Report Item #2a Organizational Chart

Summit Financial Group, Inc  
Moorefield, WV 26836  
Fiscal Year Ended December 31, 2016



**Form FR Y-6  
December 31, 2016**

Report Item 3: Shareholders  
(1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/16				Shareholders not listed in (3)(1)(a) through (3)(1)(ci) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/16			
(1)(a) Names & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities		(2)(a) Names & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities	
Castle Creek Capital Partners V, LP Rancho Santa Fe, CA	USA	Common Stock 1,057,137 shares	9.71%	John W. Crites (3) Petersburg, WV, USA	USA	Common Stock 725,842 shares	6.69%
Summit Financial Group, Inc. ESOP Moorefield, WV	USA	Common Stock 575,622 shares	5.29%	Patricia A. Crites (4) Petersburg, WV, USA	USA	Common Stock 725,842 shares	6.69%
Russell F. Ratliff, Jr. (1, 2) ESOP Trustee Moorefield, WV	USA	Common Stock 581,622 shares	5.34%				
Ronald F. Miller (1,2) ESOP Trustee Winchester, VA	USA	Common Stock 585,577 shares	5.38%				

(1) As of December 31, 2016, the Summit Financial Group, Inc. Employee Stock Ownership Trust ("Trust") created pursuant to the Summit Financial Group, Inc. Employee Stock Ownership Plan (the "ESOP") was the beneficial owner, as that term is defined under Rule 13d-3 under the Securities Exchange Act of 1934, as amended, of a total of 575,622 shares of the Company's common stock, or approximately 5.29% of the total outstanding shares of the Company's common stock. As trustees of the Trust, Russell F. Ratliff, Jr. and Ronald F. Miller may be deemed to have shared investment power with respect to the Trust shares, under certain circumstances described below.

(2) Under the terms of the ESOP, participants in the ESOP have the right to direct Russell F. Ratliff, Jr. and Ronald F. Miller, as the Trustees of the Trust (the "Trustees"), in the voting of the Company's common stock allocated to their accounts on all matters required to be submitted to a vote of shareholders. As of December 31, 2016, 393,800 shares have been allocated to participants' accounts. Under the applicable trust agreement, the Trustees are to vote shares with respect to which no voting instructions are received from plan participants in proportion to the shares voted by plan participants who do submit voting instructions. As a result, the Trustees may theoretically be deemed to share, at least temporarily, voting power as to all shares reported on this Schedule. The Trustees also have limited dispositive power with respect to all shares reported on this Schedule, reflecting a requirement that the assets of the ESOP must primarily consist of shares of the Issuer's stock. The Trustees disclaim beneficial ownership of the shares attributed to the Trustees in their capacity as Trustees of the Trust.

(3) Includes 151,430 shares owned by spouse, 439,019 Shares in nine subtrusts created for the benefit of grandchildren (Mr. Crites and his wife serve as co-trustees of seven of the nine subtrusts and also have the power to vote the Shares owned by all nine of the subtrusts, including two subtrusts for which they are not acting as co-trustees), and 135,393 shares owned by Mr. Crites.

(4) Includes 135,393 shares owned by spouse, 439,019 Shares in nine subtrusts created for the benefit of grandchildren (Mrs. Crites and her husband serve as co-trustees of seven of the nine subtrusts and also have the power to vote the Shares owned by all nine of the subtrusts, including two subtrusts for which they are not acting as co-trustees), and 151,430 shares owned by Mrs. Crites.

**Form FR Y-6**  
December 31, 2016

Report Item 4: Directors and Officers  
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(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 names of companies and percentage of voting securities held)
Kyle E. Almond Hightown, VA, USA	Retired Insurance Agent, Farmer	Director	Director - Summit Community Bank	Farmer	0.02%	N/A	Kyle & Lynn Almond Living Trust, DTD 8/3/12 (50%)
Oscar M. Bean Moorefield, WV, USA	Attorney	Director and Chairman	Director - Summit Community Bank	Managing partner of Bean & Bean, Attorneys Chairman of Eastern WV Community & Technical College Foundation	1.05%	N/A	Bean & Bean Attorneys (50%)
Dewey F. Bensenhaver Petersburg, WV, USA	Physician	Director	Director - Summit Community Bank	Owner Bensenhaver Medical Practice	0.72%	N/A	Bensenhaver Family LLC (100%)
J. Scott Bridgforth Winchester, VA, USA	Business Owner	Director	Director - Summit Community Bank	Owner & VP of Royal Crown Bottling Company of Winchester Owner & VP of Royal Crown Bottling Company of Hagerstown	0.06%	N/A	Royal Crown Bottling Co of Winchester (27.5%) Royal Crown Bottling Co of Hagerstown (50%) Wescot, LLC (50%) Old National, LLC (50%) Sure Bet Services, LLC (50%) Lynn Haven, LLC (50%) Pepper Ridge, LLC (80%) 64 Hours, LLC (100%)
James M. Cookman Petersburg, WV, USA	Insurance Agent	Director	Director - Summit Community Bank	President of Cookman Insurance Group, Inc Member Manager of Laurel Renewable Partners, LLC	0.23%	N/A	Cookman-Insurance Group, Inc (51.5%) Cookman Group, Inc (50%) Orchard View Estates LLC (50%) Beaconnet, LLC (25%) Laurel Renewal Partners, LLC (50%)
John W. Crites, II Petersburg, WV, USA	Business Person	Director	Director - Summit Community Bank	President Allegheny Wood Products, Inc. President and Owner of Appalachian Wood Pellets, Inc. President and Owner of Allegheny Dimension, LLC	1.33%	N/A	Allegheny Wood Products, Inc. (76.23%) JPC LLC (100%) Allegheny Wood Products International, Inc. (76.23%) Allegheny Dimension (100%) Appalachian Wood Pellets (50%)
James Paul Geary II Petersburg, WV, USA	Attorney	Director	Director - Summit Community Bank	Partner of the law firm of Geary & Geary Member of Allegheny Highlands, LLC	0.34%	N/A	Geary & Geary, LC (100%) Allegheny Highlands, LLC (33 1/3%)
Georgette R. George Charleston, WV, USA	Business Person	Director	Director - Summit Community Bank	COO, Monarch Holdings President of E&G, Inc Vice-President of Ridgeline, Inc.	1.62%	N/A	LMR Limited Partnership (32%) Monarch Holdings LLC (39.55%) Monarch Management Services LLC (33 1/3%)
John B. Gianola Charleston, WV, USA	Retired	Director	Director - Summit Community Bank	N/A	0.02%	N/A	None
Thomas J. Hawse, III Moorefield, WV, USA	Business Person	Director	Director - Summit Community Bank	President of Hawse Food Market, Inc.	0.95%	N/A	Hawse Food Market Inc (52%)
Gary L. Hinkle Circleville, WV, USA	Business Person	Director	Director - Summit Community Bank	President of Dettlburn Transport, Inc. President of Mt. Storm Fuel Inc. President of H.T. Services, Inc	3.80%	N/A	Hinkle Trucking, Inc (100%) Dettlburn Transport, Inc (100%) Mt. Storm Fuel Corp (100%) H.T. Services, Inc (100%)
Jeffrey E. Hott Franklin, WV, USA	Business Person	Director	Director - Summit Community Bank	Director & President of E. E. Hott, Inc. Officer & Director Franklin Oil Company, Inc. Officer & Director Hott's Ag Services, Inc. Officer & Director Hott's Farming, Inc. Operating Partner and Owner of BeaconNet, LLC	1.10%	N/A	Beaconnet, LLC (25%)
Gerald W. Huffman Petersburg, WV, USA	Business Person	Director	Director - Summit Community Bank	President of Potomac Trucking and Excavation Inc. President of Huffman Logging Inc. President of G&T Repair, Inc.	1.06%	N/A	Potomac Trucking and Excavation (100%) Huffman Logging Inc. (100%) G&T Repair (100%)
H. Charles Maddy, III Moorefield, WV, USA	None	Director	Director, Chairman and CEO - Summit Community Bank	Partner Mountain Lion Land Development	1.12%	N/A	Mountain Lion Land Development (50%)
Duke A. McDaniel Petersburg, WV, USA	Attorney	Director	Director - Summit Community Bank	Owner Duke A. McDaniel Attorney at Law	0.33%	N/A	Duke A. McDaniel Attorney at Law (100%)

Report Item 4: Directors and Officers  
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(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 names and percentage of voting securities held)
George W. Pace Harrisonburg, VA, USA	Business Advisor	Director	Director - Summit Community Bank	Self-employed as a business advisor	0.03%	N/A	None
Charles S. Piccirillo Madison, WV, USA	Attorney	Director	Director - Summit Community Bank	Member in law firm of Shaffer & Shaffer Partner of Lawoff Associates President Auggus Enterprises, Inc.	0.47%	N/A	Lawoff Associates, a WV Partnership (28.5%) Auggus Enterprises, Inc. (50%)
Patrick N. Frye Petersburg, WV, USA	None	Sr. Vice President & Chief of Credit Administration	N/A	Member of Vista Land LLC Vice President of Vista Development Corp	0.50%	N/A	Vista Development Corp (40%) Vista Land, LLC (50%)
Brad Ritchie Charleston, WV USA	None	Sr. Vice President	President of Subsidiary Bank - Summit Community Bank	None	0.26%	N/A	None
Robert S. Tissue Lewisburg, WV, USA	None	Sr. Vice President & Chief Financial Officer	N/A	None	0.85%	N/A	None
Scott C. Jennings Moorefield, WV, USA	None	Sr. Vice President & Chief Operating Officer	N/A	None	0.28%	N/A	None
Julie R. Markwood Purgitsville, WV, USA	None	Vice President & Chief Accounting Officer	N/A	None	0.12%	N/A	None