

RECEIVED STATISTICS

FR Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
Page 1 of 2

MAR 13 2017

Board of Governors of the Federal Reserve System



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.

1. BEN M. SUSMAN

Name of the Holding Company Director and Official

DIRECTOR/PRESIDENT

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

3/7/17

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 3186428
C.I. _____

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

12/31/2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

MOUNT HOPE BANKSHARES, INC.

Legal Title of Holding Company

602 MAIN STREET/P O BOX 751

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

MOUNT HOPE

City

WV

State

25880

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

BEN M. SUSMAN

Name

DIRECTOR/PRESIDENT

Title

304-877-5551 X 106

Area Code / Phone Number / Extension

304-877-3851

Area Code / FAX Number

bsusman@mthopebank.com

E-mail Address

www.mthopebank.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."

Form FR Y-6

Mount Hope Bankshares, Inc.

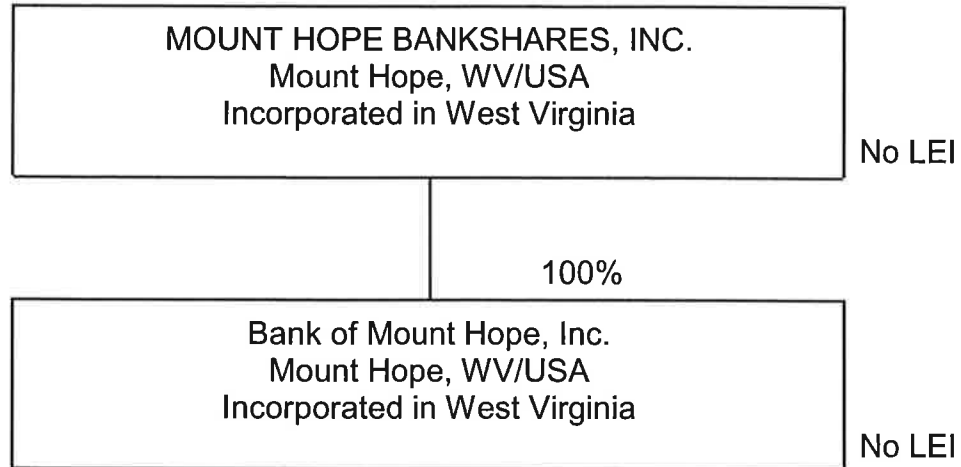
Mount Hope, West Virginia/USA

Fiscal Year Ending December 31, 2016

Report Item 1: Annual Report to Shareholders

The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the responsible Reserve Bank, two copies are enclosed.

2: Organizational Chart



2.b. Domestic branch listing provided to the Federal Reserve Bank via email on 3/2/2017.

Results: A list of branches for your holding company: MOUNT HOPE BANKSHARES, INC. (3186428) of MOUNT HOPE, 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	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	352820	BANK OF MOUNT HOPE, INC.	602 MAIN STREET	MOUNT HOPE	WV	25880	FAYETTE	UNITED STATES	8224	0	BANK OF MOUNT HOPE, INC.	352820	
OK		Full Service	354927	BECKLEY BRANCH	204 PINWOOD DRIVE	BECKLEY	WV	25801	RALEIGH	UNITED STATES	228745	3	BANK OF MOUNT HOPE, INC.	352820	
OK		Full Service	3285349	OAK HILL BRANCH	835 EAST MAIN STREET	OAK HILL	WV	25901	FAYETTE	UNITED STATES	228746	4	BANK OF MOUNT HOPE, INC.	352820	

3.1: Securities Holders

Current Shareholders with ownership, control, or holdings of 5% or more with power to vote as of December 31, 2016			
(1)(a) Name & Address (City, State/USA)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of each class of Voting Securities	
		#	%
Phyllis Bonifacio or Lloyd D. Bonifacio or Floyd D. Bonifacio JTWROS Mount Hope, WV	USA	19,452	5.18%
Bank of Mount Hope, Inc. E.S.O.P. Mount Hope, WV/USA E.E. Bibb, III, Trustee Beckley, WV	USA	35,833	9.54%
Ronald E. Clay Pineville, WV	USA	5,747	1.53%
Retirement Accounts		7,245	1.93%
Trustee, Susman Wartella Trust		5,732	1.53%
ESOP Account (2015)		5,641	1.50%
Total Ronald E. Clay Votes		24,365	6.49%
Ben M. Susman Beckley, WV	USA	50,031	13.33%
Dixie Susman or Ben Susman JT Ten WROS		2,000	0.53%
Retirement Accounts		6,634	1.77%
E.S.O.P. Account (2015)		9,937	2.65%
Sally M. Susman with POA Ben Susman*		99,477	26.50%
RBC-Sally Susman IRA with POA Ben Susman*		4,000	1.07%
Total Ben M. Susman Votes		172,079	45.83%
Sally M. Susman * Beckley, WV	USA	99,477	26.50%
Alisa Wartella Trust, Sally Susman Trustee		4,175	1.11%
Irrevocable Unified Credit Trust Sally Susman Trustee		18,143	4.83%
Retirement Accounts*		4,000	1.07%
Total Sally Susman Votes		125,795	33.51%

* Shares owned by Sally M. Susman but voted by Ben M. Susman as Power of Attorney.

3.2: Securities Holders

A list of Shareholders not listed in section 3(1) with ownership, control, or holdings of 5% or more with power to vote during the year.

2(a) 2 (b) 2 (c)

NONE

4: Insiders

(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)
Ronald E. Clay Pineville WV/USA	Retired	Director & Chairman	Director and Chairman of the Board Bank of Mount Hope	None	6.49%	None	None
F. T. Graff, Jr., Charleston WV/USA	Attorney, Bowles Rice LLP of Counsel	Director	Director, Bank of Mount Hope	Please see attached	2.39%	None	Graff-Lane Properties, LLC, 50%; HFS, LLC 45%, TOF, LLC 33.33%, Two Hands Ventures, LLC 60%
Samuel M Jasper Fayetteville WV/USA	Owner/CEO Sanshell Products, Inc. JPJ Inc Remet Products Inc	Director	Director, Bank of Mount Hope	Owner, Jasper Leasing; President, SamLin Farm LLC	1.73%	None	Jasper Leasing, 100% SamLin Farms LLC, 100%
Michael Lively Oak Hill WV/USA	Jim Lively Insurance	Director	Director Bank of Mount Hope	President, Premier Financial Corp., Member, Whistle Stop Ice Cream Shop, LLC, Vice President, Jim Lively Insurance Inc. Member, Mason Property, LLC	.87%	None	Premier Financial Corporation, 33.3%; Whistle Stop Ice Cream Shop, LLC, 50%; Mason Property, LLC, 33.3%

(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)
John Shonk IV Surf Side SC/USA	Retired	Director	Director Bank of Mount Hope	Director, Shonk-DEL LLC; Director, Shonk Land Company; Director, GASCO Limited Partnership; Director, REALCO LLC; Director, GASCO, Inc.; Director, Laurel Fork, LLC; Director, WV Mineral Properties, LLC	.62%	None	None
Ben M. Susman Beckley WV/USA	President, Bank of Mount Hope	President/Dire ctor	President & Director, Bank of Mount Hope	None	45.83%	None	None
Bradley Wartella Beckley WV/USA	Sr Vice President, Bank of Mount Hope	Director/Vice President	Director/Secre tary & Senior Vice President, Bank of Mount Hope	None	2.37%	None	None

ATTACHMENT

F. T. Graff, Jr.
Charleston, WV/USA

(3)(c) Title & Position with Other Businesses (include names of other businesses)

Bowles Rice LLP of Counsel
Director Emeritus-United Bankshares, Inc.
Chairman of the Board/President, Chemical Alliance Zone (non-profit)
Member Emeritus, West Virginia Roundtable (non-profit)
Trustee, Wehrle Foundation (non-profit)
Trustee, Mason Family Irrevocable Trust
President, Graff-Lane Properties, LLC
Director, Fahlgren, Inc
Trustee, Anne Patricia Bright Trusts
Trustee, Elizabeth Morrison Bright Trusts
Trustee, Sarah Townsend Bright Trusts
Manager and Owner, HFS, LLC
Manager and Owner, TOF, LLC
Manager and Owner, Two Hands Ventures, LLC