

Board of Governors of the Federal Reserve System



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)); 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

NONE

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

Reporter's Name, Street, and Mailing Address

I, **Bernard H. Clineburg**

Cardinal Financial Corporation

Name of the Holding Company Director and Official

Legal Title of Holding Company

Executive Chairman

8270 Greensboro Drive, Suite 500

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.

McLean

VA

22102

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:

Jennifer L. Deacon

EVP/Chief Accounting Officer

Name

Title

703-584-3496

Area Code / Phone Number / Extension

703-584-3410

Area Code / FAX Number

jennifer.deacon@cardinalbank.com

E-mail Address

www.cardinalbank.com

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

Signature of Holding Company Director and Official

Date of Signature

3/27/17

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. _____

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)

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City State Zip Code

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City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6

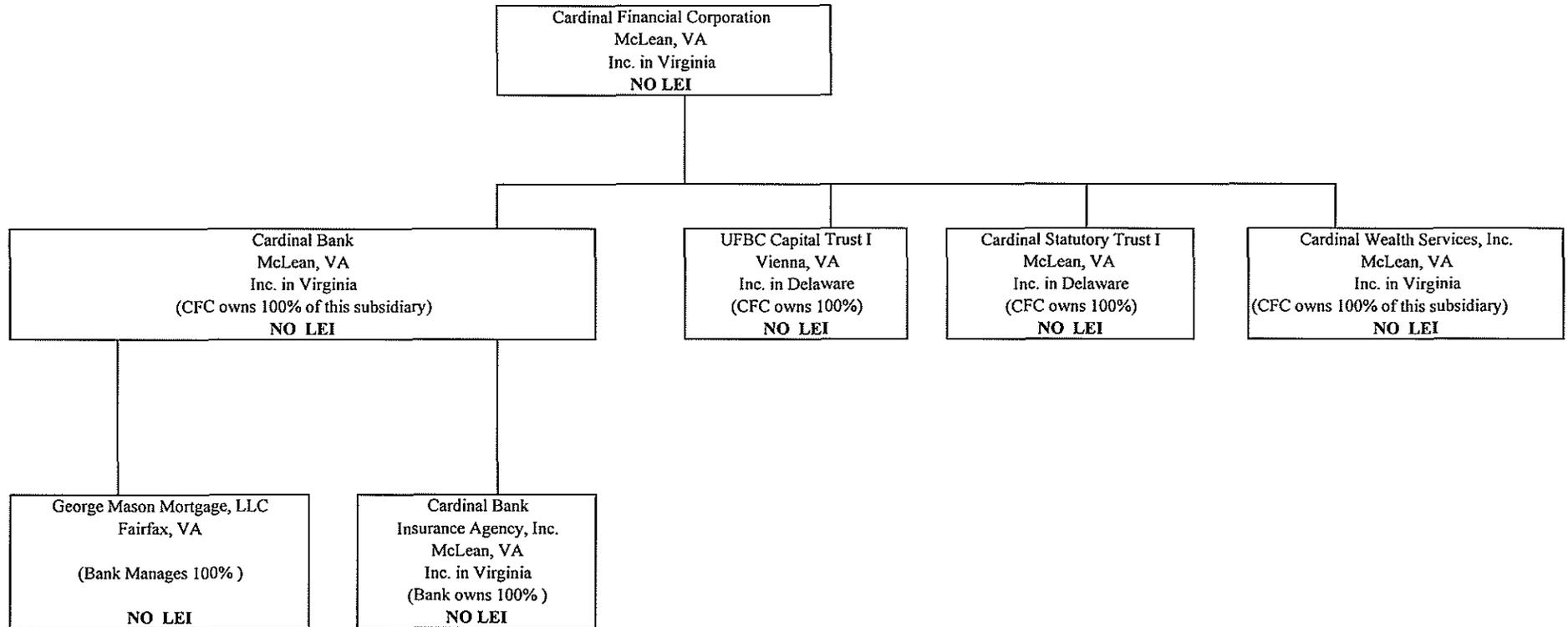
**Cardinal Financial Corporation
McLean, Virginia
Fiscal Year Ending December 31, 2016**

Report Item

1. Cardinal Financial Corporation is registered with the U.S. Securities and Exchange Commission.
2.
 - a. Organizational Chart (See Page 2).
 - b. Domestic Branch Listing – Submitted Via Email on 3/27/2017 (hard copy included to this PDF)
3.
 - (1) See Page 3.
 - (2) See Page 3.
4. Insiders (See Pages 4 & 5).

Cardinal Financial Corporation
12/31/2016
Organizational Chart

Report Item 2a. Organizational Chart.



The Company and its subsidiaries are incorporated in the Commonwealth of Virginia, with the exception of Cardinal Statutory Trust I and UFBC Capital Trust I, which is incorporated in Delaware.

Results: A list of branches for your depository institution: CARDINAL BANK (ID_RSSD: 2683014).
 This depository institution is held by CARDINAL FINANCIAL CORPORATION (2682996) of MC LEAN, VA.
 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*
OK		Full Service (Head Office)	2683014	CARDINAL BANK	8270 GREENSBORO DR, SUITE 500	MC LEAN	VA	22102	FAIRFAX	UNITED STATES	61417	0	CARDINAL BANK	2683014
OK		Full Service	4557548	GEORGETOWN BRANCH	1825 WISCONSIN AVENUE, NW	WASHINGTON	DC	20007	DISTRICT OF COLUMBIA	UNITED STATES	Not Required	Not Required	CARDINAL BANK	2683014
OK		Full Service	3444230	K STREET BRANCH	1776 K STREET NORTHWEST	WASHINGTON	DC	20006	DISTRICT OF COLUMBIA	UNITED STATES	449824	24	CARDINAL BANK	2683014
OK		Full Service	3567054	BETHESDA BRANCH	7315 WISCONSIN AVENUE	BETHESDA	MD	20814	MONTGOMERY	UNITED STATES	458386	26	CARDINAL BANK	2683014
OK		Full Service	4614740	ROCKVILLE BRANCH	1807 ROCKVILLE PIKE	ROCKVILLE	MD	20852	MONTGOMERY	UNITED STATES	Not Required	Not Required	CARDINAL BANK	2683014
OK		Full Service	2920438	ALEXANDRIA BRANCH	1737 KING STREET	ALEXANDRIA	VA	22314	ALEXANDRIA CITY	UNITED STATES	356720	2	CARDINAL BANK	2683014
OK		Full Service	3311088	ANNANDALE BRANCH	4115 ANNANDALE RD STE 101	ANNANDALE	VA	22003	FAIRFAX	UNITED STATES	443980	19	CARDINAL BANK	2683014
OK		Full Service	3167034	ARLINGTON BANKING BRANCH	2100 N GLEBE RD	ARLINGTON	VA	22207	ARLINGTON	UNITED STATES	366243	9	CARDINAL BANK	2683014
OK		Full Service	3648243	BALLSTON BRANCH	4300 WILSON BOULEVARD, SUITE 102	ARLINGTON	VA	22203	ARLINGTON	UNITED STATES	478825	36	CARDINAL BANK	2683014
OK		Full Service	4803599	LEE HARRISON BRANCH	5335 LEE HIGHWAY BRANCH	ARLINGTON	VA	22207	ARLINGTON	UNITED STATES	Not Required	Not Required	CARDINAL BANK	2683014
OK		Full Service	4296810	WILLIAMSBURG BOULEVARD BRANCH	6402 WILLIAMSBURG BOULEVARD	ARLINGTON	VA	22207	ARLINGTON	UNITED STATES	520019	29	CARDINAL BANK	2683014
OK		Full Service	4213125	WILSON BOULEVARD BRANCH	2505 WILSON BOULEVARD	ARLINGTON	VA	22201	ARLINGTON	UNITED STATES	508875	28	CARDINAL BANK	2683014
OK		Full Service	3444249	CHANTILLY BRANCH	14000 SULLYFIELD CIRCLE	CHANTILLY	VA	20151	FAIRFAX	UNITED STATES	451227	25	CARDINAL BANK	2683014
OK		Full Service	3314351	UNION MILL BRANCH	5766 UNION MILL ROAD	CLIFTON	VA	20124	FAIRFAX	UNITED STATES	439874	17	CARDINAL BANK	2683014
OK		Full Service	3211704	FAIRFAX BRANCH	10641 LEE HWY	FAIRFAX	VA	22030	FAIRFAX CITY	UNITED STATES	430911	11	CARDINAL BANK	2683014
OK		Full Service	3391745	FAIRFAX CORNER OFFICE	4100 MONUMENT CORNER DRIVE	FAIRFAX	VA	22030	FAIRFAX	UNITED STATES	445551	22	CARDINAL BANK	2683014
OK		Full Service	3281480	UNIVERSITY MALL BRANCH	10685 BRADDOCK RD	FAIRFAX	VA	22032	FAIRFAX	UNITED STATES	430914	14	CARDINAL BANK	2683014
OK		Full Service	3286739	FREDERICKSBURG BRANCH	501 JEFFERSON DAVIS HIGHWAY SUITE C	FREDERICKSBURG	VA	22401	FREDERICKSBURG CITY	UNITED STATES	432625	16	CARDINAL BANK	2683014
OK		Full Service	3592391	GAINESVILLE BRANCH	7905 HERITAGE VILLAGE PLAZA	GAINESVILLE	VA	20155	PRINCE WILLIAM	UNITED STATES	Not Required	Not Required	CARDINAL BANK	2683014
OK		Full Service	3253599	HERNDON BRANCH	199 ELDEN STREET	HERNDON	VA	20170	FAIRFAX	UNITED STATES	430913	13	CARDINAL BANK	2683014
OK		Full Service	3216615	LEESBURG BRANCH	20 CATOCTIN CIRCLE SE	LEESBURG	VA	20175	LOUDOUN	UNITED STATES	430912	12	CARDINAL BANK	2683014
OK		Full Service	2817583	MANASSAS BRANCH	9626 CENTER ST	MANASSAS	VA	20110-5522	MANASSAS CITY	UNITED STATES	75138	8	CARDINAL BANK	2683014
OK		Full Service	2838896	MCLEAN BRANCH	1451 DOLLEY MADISON BOULEVARD, SUITE 103	MC LEAN	VA	22101	FAIRFAX	UNITED STATES	256516	33	CARDINAL BANK	2683014
OK		Full Service	3311060	PURCELLVILLE BRANCH	440 EAST MAIN STREET	PURCELLVILLE	VA	20132	LOUDOUN	UNITED STATES	444007	20	CARDINAL BANK	2683014
OK		Full Service	3141230	RESTON BRANCH	1900 CENTENNIAL PARK DRIVE	RESTON	VA	20191	FAIRFAX	UNITED STATES	365855	34	CARDINAL BANK	2683014
OK		Full Service	3289178	STAFFORD BRANCH	2859 GARRISONVILLE RD	STAFFORD	VA	22554	STAFFORD	UNITED STATES	432618	15	CARDINAL BANK	2683014
OK		Full Service	2823959	STERLING BRANCH	46005 REGAL PLAZA, SUITE 180	STERLING	VA	20165	LOUDOUN	UNITED STATES	358551	5	CARDINAL BANK	2683014
OK		Full Service	913520	VIENNA BRANCH	133 MAPLE AVENUE, EAST	VIENNA	VA	22180	FAIRFAX	UNITED STATES	16505	32	CARDINAL BANK	2683014
OK		Full Service	3228878	WOODBRIIDGE BRANCH	13870 SMOKETOWN ROAD	WOODBRIIDGE	VA	22192	PRINCE WILLIAM	UNITED STATES	425181	10	CARDINAL BANK	2683014

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CARDINAL FINANCIAL CORPORATION
 Fiscal Year Ending December 31, 2016

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2016.			Shareholders 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 December 31, 2016.		
(1) (a) Name & Address (City, State, Country)	(1) (b) Country of Citizenship or Incorporation	(1) (c) Number and Percentage of Each Class of Voting Securities	(2) (a) Name & Address (City, State, Country)	(2) (b) Country of Citizenship or Incorporation	(2) (c) Number and Percentage of Each Class of Voting Securities
BlackRock, Inc. New York, NY 10022 USA	USA	3,793,774 11.47% Common Stock	Eagle Asset Management, Inc. St. Petersburg, FL 33716 USA	USA	1,873,931 5.79% Common Stock
RE Advisors Corporation National Rural Electric Cooperative Assoc. Arlington, VA 22038 USA	USA	1,954,500 5.91% Common Stock			
Dimensional Fund Advisors LP Austin, TX USA	USA	1,690,115 5.11% Common Stock			

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December 31, 2016

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

(1) Names & Address	(2) Principal Occupation if other than with BHC	(3)(a) Title & Position with BHC	(3)(b) Title & Position with Subsidiaries (Include Subsidiary Name)	(3)(c) Title & Position with other Businesses (Include name of Business)	(4)(a) Percentage of Voting Shares in BHC	(4)(b) Percentage of Voting Shares in Subsidiaries (Include Subsidiary Name)	(4)(c) List names of other companies if 25% or more of voting securities are held (Name and Percentage)
Bernard H. Clineburg Arlington, VA USA	N/A	Executive Chairman	Executive Chairman, Cardinal Bank Director, George Mason Mortgage, LLC Director, Cardinal Wealth Services, Inc.	N/A	1.12%	N/A	N/A
B. G. Beck Fairfax Station, VA USA	President Beck Foundation	Director	Director, Cardinal Bank Vice Chairman, Cardinal Wealth Services, Inc. Director, George Mason Mortgage, LLC	President Beck Foundation	0.50%	N/A	Beck Foundation (100%)
William G. Buck Arlington, VA USA	President of William G. Buck & Associates, Inc. Real Estate Brokerage & Property Management	Director	Director, Cardinal Bank Chairman, George Mason Mortgage, LLC	President of William G. Buck & Associates, Inc. Real Estate Brokerage & Property Management	0.64%	N/A	William G. Buck & Associates, Inc. (100%)
Sidney O. Dewberry Fairfax, VA USA	Chairman of the Dewberry Companies Architectural, Engineering Firm	Director	Director, Cardinal Bank	Chairman of the Dewberry Companies Architectural, Engineering Firm	0.54%	N/A	N/A
Michael A. Garcia Woodbridge, VA USA	President and Owner Mike Garcia Construction, Inc.	Director	Director, Cardinal Bank Director, George Mason Mortgage, LLC	President and Owner Mike Garcia Construction, Inc.	0.24%	N/A	Mike Garcia Construction, Inc. (100%)
Barbara B. Lang Washington, D.C. USA	Principal & CEO Lang Strategies, LLC	Director	Director, Cardinal Bank	Principal & CEO Lang Strategies, LLC	0.05%	N/A	Lang Strategies, LLC (100%)
J. Hamilton Lambert Great Falls, VA USA	President of J. Hamilton Lambert and Associates Business Consulting Firm	Director	Director, Cardinal Bank Vice Chairman, Cardinal Wealth Services, Inc.	President J. Hamilton Lambert and Assoc.	0.37%	N/A	J. Hamilton Lambert and Assoc. (100%)
William J. Nassetta McLean, VA USA	Founder & CEO of CORE, LLC, an occupational medical staffing and consultation company	Director	Director, Cardinal Bank	Founder, CEO and Medical Director CORE, LLC	0.04%	N/A	CORE, LLC (100%)
William E. Peterson Fairfax, VA USA	Principal & Officer The Peterson Companies Real estate development and management company	Director	Director, Cardinal Bank	Principal & Officer The Peterson Companies	0.30%	N/A	N/A
Alice M. Starr Waco, TX USA	President and CEO Starr Strategies Public relations consulting	Director	Director, Cardinal Bank	President and CEO Starr Strategies	0.31%	N/A	Starr Strategies (100%)
Steven M. Wiltse Longboat Key, FL USA	Retired Certified Public Accountant	Director	Director, Cardinal Bank	Certified Public Accountant	0.08%	N/A	N/A

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

(1) Names & Address	(2) Principal Occupation if other than with BHC	(3)(a) Title & Position with BHC	(3)(b) Title & Position with Subsidiaries (Include Subsidiary Name)	(3)(c) Title & Position with other Businesses (Include name of Business)	(4)(a) Percentage of Voting Shares in BHC	(4)(b) Percentage of Voting Shares in Subsidiaries (Include Subsidiary Name)	(4)(c) List names of other companies if 25% or more of voting securities are held (Name and Percentage)
Mark A. Wendel McLean, VA USA	N/A	EVP and Chief Financial Officer	EVP and Chief Financial Officer, Cardinal Bank	N/A	0.17%	N/A	N/A
Christopher W. Bergstrom Manassas, VA USA	N/A	President and Chief Executive Officer	President and Chief Credit Officer, Cardinal Bank Executive Vice Chairman, George Mason Mortgage, LLC Executive Vice Chairman, Cardinal Wealth Services, Inc.	N/A	0.17%	N/A	N/A
Alice P. Frazier Leesburg, VA USA	N/A	EVP and Chief Operating Officer	Executive Vice President, Chief Operations Officer Cardinal Bank Director, George Mason Mortgage, LLC Director, Cardinal Wealth Services, Inc.	N/A	0.35%	N/A	N/A
BlackRock, Inc.	Principal Securities Holder	Principal Securities Holder	N/A	N/A	11.47%	N/A	N/A