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, 1850(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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, Bernard H. Clineburg
Name of the Holding Company Director and Official

Executive Chairman
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

Date of Signature: 3/9/2017

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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2016

Month / Day / Year

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

Report's Name, Street, and Mailing Address

Cardinal Financial Corporation
Legal Title of Holding Company

8270 Greensboro Drive, Suite 500
(Mailing Address of the Holding Company) Street / P.O. Box

McLean VA 22102
City State Zip Code

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

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.60 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2016
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:

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
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<tbody>
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<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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<td>City State Zip Code</td>
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<td>Physical Location (if different from mailing address)</td>
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12/2012
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).
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.
| Data Action | Effective Date | Branch Service Type | Branch ID (BSSD) | Popular Name | Street Address | City | State | Zip Code | County | Country | FDIC UNINC | Office Number | Head Office | Head Office ID (BSSD) |
|-------------|---------------|---------------------|-----------------|--------------|----------------|------|-------|----------|--------|---------|-----------|---------------|-------------|-------------|-------------------|
| OK          | Full Service  | FULL SERVICE       | 34447100        | STREET     | 1716 E STREET NORTHWEST | WASHINGTON | DC     | 20006    | DISTRICT OF COLUMBIA | UNITED STATES | 448974 | 14 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 35607054        | BETTISDA    | 7875 WISCONSIN AVENUE | WASHINGTON | DC     | 20006    | DISTRICT OF COLUMBIA | UNITED STATES | 458786 | 26 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 46147490        | ROCKVILLE   | 1187 ROCKVILLE PKE | ROCKVILLE | MD     | 20852    | MONTGOMERY | UNITED STATES | 350718 | 3 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 52204458        | ALEXANDRA   | 1737 KING STREET | ALEXANDRIA | VA     | 22314    | ALEXANDRIA CITY | UNITED STATES | 2765720 | 3 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 33101088        | ANNANDALE  | 4135 ANNANDALE RD STE 103 | ANNANDALE | VA     | 22003    | FAIRFAX     | UNITED STATES | 445980 | 19 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 36167544        | ARLINGTON BANKING BRANCH | 3300 GLEBE RD | ARLINGTON | VA     | 22201    | ARLINGTON | UNITED STATES | 166243 | 8 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 36082243        | BALLSTON    | 4920 WILSON BOULEVARD, SUITE 202 | ARLINGTON | VA     | 22203    | ARLINGTON | UNITED STATES | 430877 | 16 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 49058959        | LEE HARRISON BRANCH | 5355 LEE HIGHWAY BRANCH | ARLINGTON | VA     | 22207    | ARLINGTON | UNITED STATES | 451297 | 25 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 42968100        | WILLIAMSBURG BOULEVARD BRANCH | 6402 WILLIAMSBURG BOULEVARD | ARLINGTON | VA     | 22207    | ARLINGTON | UNITED STATES | 526039 | 29 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 43313750        | WILSON BY EWEN BRANCH | 2505 WILSON BOU PARS | ARLINGTON | VA     | 22201    | ARLINGTON | UNITED STATES | 166275 | 18 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 34642491        | CHANTILLY BRANCH | 14000 JUXTAFIELD CIRCLE | CHANTILLY | VA     | 20151    | FAIRFAX     | UNITED STATES | 451297 | 25 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 33143510        | LINCOLN MILL BRANCH | 5766 UNION MILL ROAD | CLIFTON | VA     | 20124    | FAIRFAX     | UNITED STATES | 439874 | 17 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 35121700        | FAIRFAX BRANCH | 15601 LEE HWY | FAIRFAX | VA     | 22030    | FAIRFAX | UNITED STATES | 430911 | 11 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 33197263        | FAIRFAX OFFICE | 14300 MONUMENT CORNER DRIVE | FAIRFAX | VA     | 22030    | FAIRFAX     | UNITED STATES | 445351 | 32 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 33814800        | UNIVERSITY MALL BRANCH | 10695 BRADDOCK RD | FAIRFAIR | VA     | 22032    | FAIRFAIR | UNITED STATES | 430914 | 14 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 33867799        | FREDERICKSBURG BRANCH | 501 JEFFERSON DAVIS HIGHWAY SUITE C | FREDERICKSBURG | VA     | 22401    | FREDERICKSBURG | UNITED STATES | 453277 | 16 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 33928391        | GAINESVILLE BRANCH | 7895 HERITAGE VILLAGE PLAZA | GAINESVILLE | VA     | 20115    | FRANK WILLS | UNITED STATES | 430913 | 13 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 35515399        | HERNDON BRANCH | 159 ELDRED STREET | HERNDON | VA     | 20170    | FAIRFAIR | UNITED STATES | 430913 | 13 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 32266210        | LEESEBRG BRANCH | 20 CATHEDRAL CIRCLE SE | LEESEBURG | VA     | 20175    | LOUDOUN     | UNITED STATES | 192917 | 12 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 28375801        | LEESEBURG OFFICE | 3820 CENTER ST | MANASSAS | VA     | 20118-5512 | MANASSAS CITY | UNITED STATES | 75128 | 6 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 28338990        | MCLEAN BRANCH | 1431 DOLLEY MADISON BOULEVARD, SUITE 103 | MCLEAN | VA     | 22718    | FAIRFAX     | UNITED STATES | 256536 | 33 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 33919000        | PURCELLVILLE BRANCH | 440 EAST MAIN STREET | PURCELLVILLE | VA     | 20132    | LOUDOUN     | UNITED STATES | 440997 | 30 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 33921200        | RESTON BRANCH | 17900 CENTENNIAL PARKS DRIVE | RESTON | VA     | 20191    | LOUDOUN     | UNITED STATES | 368953 | 34 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 33981170        | STAFFORD BRANCH | 289 GARRISONVILLE RD | STAFFORD | VA     | 22554    | STAFFORD | UNITED STATES | 472618 | 15 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 28203500        | STERLING BRANCH | 46060 REGA PLAZA, SUITE 100 | STERLING | VA     | 20160    | LOUDOUN     | UNITED STATES | 368553 | 5 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 31515000        | VIENNA BRANCH | 131 MAPLE AVENUE, EAST | VIENNA | VA     | 22180    | VIENNA     | UNITED STATES | 16105 | 12 | CARDINAL BANK | 2683014 |
| OK          | Full Service  | FULL SERVICE       | 32288780        | WOODBRIDGE BRANCH | 13470 ELMOWDDEN ROAD | WOODBRIDGE | VA     | 22182    | PRINC WILLIAM | UNITED STATES | 425181 | 10 | CARDINAL BANK | 2683014 |
Report Item 3: Securities Holders
(1)(a)(b)(c) and (2)(a)(b)

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>BlackRock, Inc.</td>
<td>USA</td>
<td>3,793,774 11.47% Common Stock</td>
</tr>
<tr>
<td>New York, NY 10022 USA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>RE Advisors Corporation</td>
<td>USA</td>
<td>1,954,500 5.91% Common Stock</td>
</tr>
<tr>
<td>National Rural Electric Cooperative Assoc. Arlington, VA 22038 USA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dimensional Fund Advisors LP</td>
<td>USA</td>
<td>1,690,115 5.11% Common Stock</td>
</tr>
<tr>
<td>Austin, TX USA</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Country of Citizenship or Incorporation</th>
<th>Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Eagle Asset Management, Inc.</td>
<td>USA</td>
<td>1,873,931 5.79% Common Stock</td>
</tr>
<tr>
<td>St. Petersburg, FL 33716 USA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(1) Names &amp; Address</td>
<td>(2) Principal Occupation other than with BHC</td>
<td>(3)(a) Title &amp; Position with BHC</td>
</tr>
<tr>
<td>---------------------</td>
<td>------------------------------------------</td>
<td>----------------------------------</td>
</tr>
<tr>
<td>Bernard H. Clineburg Arlington, VA USA</td>
<td>N/A</td>
<td>Executive Chairman</td>
</tr>
<tr>
<td>B. G. Beck Fairfax Station, VA USA</td>
<td>President Beck Foundation</td>
<td>Director</td>
</tr>
<tr>
<td>William G. Buck Arlington, VA USA</td>
<td>President of William G. Buck &amp; Associates, Inc. Real Estate Brokerage &amp; Property Management</td>
<td>Vice Chairman, Cardinal Wealth Services, Inc.</td>
</tr>
<tr>
<td>Sidney G. Dewberry Falls Church, VA USA</td>
<td>Chairman of the Dewberry Companies Architectural, Engineering Firm</td>
<td>Director</td>
</tr>
<tr>
<td>Michael A. Garcia Woodbridge, VA USA</td>
<td>President and Owner Mike Garcia Construction, Inc.</td>
<td>Director</td>
</tr>
<tr>
<td>Barbara B. Lang Washington, D.C. USA</td>
<td>Principal &amp; CEO Lang Strategies, LLC</td>
<td>Director</td>
</tr>
<tr>
<td>J. Hamilton Lambert Great Falls, VA USA</td>
<td>President of J. Hamilton Lambert and Associates Business Consulting Firm</td>
<td>Director</td>
</tr>
<tr>
<td>William J Nashua McLean, VA USA</td>
<td>Founder &amp; CEO of CORE, LLC, an occupational medical staffing and consultation company</td>
<td>Director</td>
</tr>
<tr>
<td>William E. Peterson Fairfax, VA USA</td>
<td>Principal &amp; Officer The Peterson Companies Real estate development and management company</td>
<td>Director</td>
</tr>
<tr>
<td>Alice M. Starr Waco, TX USA</td>
<td>President and CEO Starr Strategies Public relations consulting</td>
<td>Director</td>
</tr>
<tr>
<td>Steven M. Wulfe Longboat Key, FL USA</td>
<td>Retired Certified Public Accountant</td>
<td>Director</td>
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</tbody>
</table>
### Report Item 4: Directors and Officers

<table>
<thead>
<tr>
<th>(1) Names &amp; Address</th>
<th>(3) Principal Occupation if other than with BHC</th>
<th>(3)(a) Title &amp; Position with Subsidiaries (Include Subsidiary Name)</th>
<th>(3)(b) Title &amp; Position with other Businesses (Include name of Business)</th>
<th>(4)(a) Percentage of Voting Shares in BHC</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (Include Subsidiary Name)</th>
<th>(4)(c) List names of other companies if 5% or more of voting securities are held (Name and Percentage)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mark A. Wendel</td>
<td>N/A</td>
<td>EVP and Chief Financial Officer, Cardinal Bank</td>
<td>N/A</td>
<td>0.17%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>McLean, VA USA</td>
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<tr>
<td>Christopher W. Bergstrom</td>
<td>N/A</td>
<td>President and Chief Executive Officer</td>
<td>President and Chief Credit Officer, Cardinal Bank</td>
<td>0.17%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Manassas, VA USA</td>
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<td></td>
<td>Executive Vice Chairman, George Mason Mortgage, LLC</td>
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<tr>
<td>Alice P. Frazier</td>
<td>N/A</td>
<td>EVP and Chief Operating Officer</td>
<td>Executive Vice President, Chief Operations Officer</td>
<td>0.25%</td>
<td>N/A</td>
<td>N/A</td>
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<tr>
<td>Leesburg, VA USA</td>
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<td>Cardinal Bank</td>
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<td></td>
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<td>Director, George Mason Mortgage, LLC</td>
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<td></td>
<td></td>
<td></td>
<td>Director, Cardinal Wealth Services, Inc.</td>
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</tr>
<tr>
<td>BlackRock, Inc.</td>
<td>Principal Securities Holder</td>
<td>Principal Securities Holder</td>
<td>N/A</td>
<td>11.47%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
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**December 31, 2016**

**FORM FR Y-6**