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 616); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1650a(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 an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Gary R. Shook

Name of the Holding Company Director and Official

President, Director and CEO

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

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

5493000X2GP8E7JKX0171

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

Report's Name, Street, and Mailing Address

Middleburg Financial Corporation

Legal Title of Holding Company

P.O. Box 5

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

Middleburg VA 20118

City State Zip Code

111 West Washington Street Middleburg VA

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Tammy P. Frazier SVP & CAO

Name Title

540-687-4822

Area Code / Phone Number / Extension

540-687-4833

Area Code / Fax Number

tfrazier@middleburgbank.com

E-mail Address

www.middleburgbank.com

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

Is confidential treatment requested for any portion of this report submission? ☐ = No ☐ = 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 5.50 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.
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>
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<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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<tr>
<td>City</td>
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<tr>
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Physical Location (if different from mailing address)

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Physical Location (if different from mailing address)
FR Y-6
Middleburg Financial Corporation (MBRG)
Middleburg, VA
Fiscal Year Ending December 31, 2016

Report Item 1: N/A
SEC Filer

Report Item 2a: Organization Chart
See Attached.

Report Item 2b: Domestic Branch Listing
See Attached.

Report Item 3: Securities Holders
See Attached.

Report Item 4: Insiders
See Attached.
Report Item 2a. - Organization Chart

Middleburg Financial Corporation (MBRG)
Middleburg, VA
Fiscal Year Ending December 31, 2016

(1) Middleburg Financial Corporation
(2) 549300X2GP8E7JX0171
(3) Middleburg, VA
(4) Incorporated In Virginia
(5) None
(6) 100%

(1) Middleburg Bank
(2) 549300QOAILVEMX3WQ19
(3) Middleburg, VA
(4) Incorporated In Virginia
(5) None
(6) 100%

(1) Middleburg Bank Service Corporation
(2) LEI - N/A
(3) Middleburg, VA
(4) Incorporated In Virginia
(5) None
(6) 100%

(1) Bankers Title Shenandoah, LLC
(2) LEI - N/A
(3) Glen Allen, VA
(4) Incorporated In Virginia
(5) None
(6) 8.125% (NR) - Non-Managing Member

(1) MFC Capital Trust II
(2) LEI - N/A
(3) Middleburg, VA
(4) Incorporated In Virginia
(5) None
(6) 100%

(1) Housing Equity Fund Of VA XVIII, LLC
(2) LEI - N/A
(3) Richmond, VA
(4) Incorporated In VA
(5) None
(6) 6.90% (NR) - Non Managing

(1) Housing Equity Fund Of VA XIX, LLC
(2) LEI - N/A
(3) Richmond, VA
(4) Incorporated In VA
(5) None
(6) 5.55% (NR) - Non Managing Member

(1) Housing Equity Fund Of VA XX, LLC
(2) LEI - N/A
(3) Richmond, VA
(4) Incorporated In VA
(5) None
(6) 7.14% (NR) - Non Managing Member

(1) Middleburg Investment Group, Inc.
(2) LEI - N/A
(3) Middleburg, VA
(4) Incorporated In Virginia
(5) None
(6) 100%

(1) Middleburg Trust Company
(2) LEI - N/A
(3) Middleburg, VA
(4) Incorporated In Virginia
(5) None
(6) 100%

NR= Ownership percentage not reportable on the FR Y-10. Percentage of ownership less than 25% and the companies are not controlled by any other means.
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 the 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 size paper.

Submission Procedure
When you are finished, send a signed copy to your FRB contact. See the detailed instructions on this site for more information.
If you are emailing this to your FRB contact, put your institution name, city and state in the subject line of the email.

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://FDICOnline.FederalReserve.gov.

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<th>Data Action</th>
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<th>County</th>
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<td>33352 JUNCTION PLAZA</td>
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<td>300 STOWE (SHOPS SQUARE)</td>
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<td>3104830</td>
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<td>500 FORT EVANS ROAD NE</td>
<td>LEESBURG</td>
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<td>4 SOUTH KING ST</td>
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<td>CK</td>
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<td>325 CADOTIN CIRCLE, S.E.</td>
<td>LEESBURG</td>
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<td>431 EAST MAIN STREET</td>
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<td>1239 FOUNTAIN DRIVE</td>
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<td>RICHMOND</td>
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<td>CK</td>
<td>Full Service</td>
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<td>530 BLACKWALL ROAD</td>
<td>HARRISBURG</td>
<td>VA</td>
<td>20106</td>
<td>FAulkofolt</td>
<td>UNITED STATES</td>
<td>633294</td>
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<td>679826</td>
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<td>WILLIAMSBRG BRANCH</td>
<td>43764000</td>
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<td>5372 DISCOVERY PARK BOULEVARD, SUITE 301</td>
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<td>VA</td>
<td>21188</td>
<td>JAMES CITY</td>
<td>UNITED STATES</td>
<td>512258</td>
<td>10</td>
<td>MIDDLETOWN BANK</td>
<td>679826</td>
<td></td>
</tr>
</tbody>
</table>
Report Item 3: Shareholders

(1) Five percent or more at year end.
   David L. Sokol
   (a) Wilson, Wyoming
   (b) United States citizenship
   (c) 2,103,008 shares owned of common stock of MBRG – 29.19%
       No options held.

(2) Five percent or more during the fiscal year.
   Wellington Management Group LLP
   (a) Boston, MA
   (b) United States incorporation
   (c) 499,909 shares owned of common stock of MBRG – 6.94%
       No options held.

Note: MBRG has only one class of common stock outstanding.
Report Item 4: Insiders

(1) Howard M. Armfield, Middleburg, Virginia
(2) Retired
(3)(a) Director, MBRG  
   (b) Director, Middleburg Bank  
   (c) None  
(4)(a) 47,845 shares owned of MBRG common stock - 0.66%  
       47,445 shares - directly or indirectly  
       400 shares - restricted  
   (b) None  
   (c) None  

(1) Henry F. Atherton, III, Warrenton, Virginia
(2) Retired
(3)(a) Director, MBRG  
   (b) Director, Middleburg Bank  
   (c) None  
(4)(a) 3,400 shares owned of MBRG common stock - 0.05%  
       3,000 shares - directly or indirectly  
       400 shares - restricted  
   (b) None  
   (c) None  

(1) Childs F. Burden, Middleburg, Virginia
(2) Director, VanFireBurd LLC
(3)(a) Director - MBRG  
   (b) Director - Middleburg Bank  
   (c) Director, VanFireBurd LLC  
(4)(a) 25,320 shares owned of MBRG common stock - 0.35%  
       24,920 shares - directly or indirectly  
       400 shares - restricted  
   (b) None  
   (c) None
(1) Jeffery H. Culver, Reston, Virginia
(2) Senior Executive Vice President - MBRG, Middleburg Bank
(3)(a) Senior Executive Vice President, Chief Operating Officer & Secretary - MBRG
    (b) Senior Executive Vice President, Chief Operating Officer - Middleburg Bank
    (c) None
(4)(a) 52,630 shares owned of MBRG common stock - 0.73%
    17,657 shares - directly or indirectly
    29,900 shares - restricted
    5,073 shares - options
    (b) None
    (c) None

(1) Alexander G. Green III, Leesburg, Virginia
(2) Retired
(3)(a) Director - MBRG
    (b) Director - Middleburg Bank
    (c) None
(4)(a) 9,535 shares owned of MBRG common stock - 0.13%
    9,135 shares - directly or indirectly
    400 shares - restricted
    (b) None
    (c) None

(1) Gary D. LeClair, Richmond, Virginia
(2) Lawyer, LeClairRyan, a Professional Corporation
(3)(a) Director - MBRG
    (b) Director - Middleburg Bank, Middleburg Investment Group, Middleburg Trust Co
    (c) None
(4)(a) 12,261 shares owned of MBRG common stock - 0.17%
    11,861 shares - directly or indirectly
    400 shares - restricted
    (b) None
    (c) None
(1) John C. Lee, IV, Middleburg, Virginia
(2) Retired
(3)(a) Director - MBRG
    (b) Director - Middleburg Bank
    (c) None
(4)(a) 45,381 shares owned of MBRG common stock - 0.63%
     44,981 shares - directly or indirectly
     400 shares - restricted
    (b) None
    (c) None

(1) Mary Leigh McDaniel, Marshall, Virginia
(2) Certified Public Accountant & Partner, Updegrove, Combs & McDaniel, PLC
(3)(a) Director - MBRG
    (b) Director - Middleburg Bank
    (c) Partner - Updegrove, Combs & McDaniel, PLC
    (c) Board Of Supervisors - Fauquier County
(4)(a) 4,105 shares owned of MBRG common stock - 0.06%
     3,705 shares - directly or indirectly
     400 shares - restricted
    (b) None
    (c) 50% - Updegrove, Combs & McDaniel, PLC
    (c) 100% - McDaniel for Marshall

(1) Rajesh Mehra, McLean, Virginia
(2) Executive Vice President, Middleburg Bank
(3)(a) Executive Vice President, CFO & Treasurer - MBRG
    (b) Executive Vice President, CFO - Middleburg Bank
    (c) None
(4)(a) 25,207 shares owned of MBRG common stock - 0.35%
     4,707 shares - directly or indirectly
     15,500 shares - restricted
     5,000 shares - options
    (b) None
    (c) None
(1) Keith W. Meurlin, Oak Hill, Virginia
(2) President, Washington Airports Task Force
(3)(a) Director - MBRG
(b) Director - Middleburg Bank
(c) President - Washington Airports Task Force
(4)(a) 4,104 shares owned of MBRG common stock - 0.06%
    3,704 shares - directly or indirectly
    400 shares - restricted
(b) None
(c) None

(1) Janet A. Neuharth, Middleburg, Virginia
(2) Founder, Paper Chase Farms, Inc., Middleburg, VA
(3)(a) Director - MBRG
(b) Director - Middleburg Bank
(c) CEO & Chair - The Freedom Forum
(4)(a) 4,024 shares owned of MBRG common stock - 0.05%
    3,624 shares - directly or indirectly
    400 shares - restricted
(b) None
(c) None

(1) John Rust, Leesburg, Virginia
(2) Financial Advisor, Dominick & Dominick LLC
(3)(a) Director - MBRG
(b) Director - Middleburg Bank
(c) None
(4)(a) 14,724 shares owned of MBRG common stock - 0.20%
    14,324 shares - directly or indirectly
    400 shares - options
(b) None
(c) None
(1) Gary R. Shook, Warrenton, Virginia
(2) President and CEO of Middleburg Financial Corporation
(2) President and CEO of Middleburg Bank
(3)(a) Director – MBRG
(b) Director – Middleburg Bank
(b) Chairman of the Board – Middleburg Trust Company and Middleburg Investment Group, Inc.
(c) None
(4)(a) 55,312 shares owned of MBRG common stock - 0.77%
    18,662 shares – directly or indirectly
    36,650 shares – restricted
(b) None
(c) None

(1) David L. Sokol, Jackson, Wyoming
(2) Chairman and CEO, Teton Capital, LLC
(3)(a) Principal Securities Holder – MBRG
(b) None
(c) Director, President and CEO, Teton Capital, LLC
(c) Director, SV America Holdings, LLC
(c) President and CEO, SKL Real Estate, LLC
(c) Director Washington Corporation
(c) Director Camber Ridge, LLC
(4)(a) 2,103,008 shares owned of common stock of MBRG – 29.59%
    2,103,008 shares – directly or indirectly
(b) None
(c) 100% - Teton Capital, LLC
(c) 66.3% - SV America Holdings, LLC
(c) 41.0% - TYKU, LLC
(c) 100% - SKL Real Estate, LLC
(c) 66.0% - Camber Ridge, LLC

None of the Directors’ interests are demonstrated with shares of stock or are with public companies.