

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

N/A

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

Reporter's Name, Street, and Mailing Address

Uwharrie Capital Corp

Legal Title of Holding Company

PO Box 338

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

Albemarle North Carolina 28002-0338

City State Zip Code

132 North First Street, Albemarle, NC 28001

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Heather H. Almond VP/Controller

Name Title

704-991-1255

Area Code / Phone Number / Extension

704-983-6462

Area Code / FAX Number

halmond@uwharrie.com

E-mail Address

www.uwharriecapitalcorp.com

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

I, Bill C. Burnside

Name of the Holding Company Director and Official

Chairman of UCC Board of Directors

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

03/31/2017

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

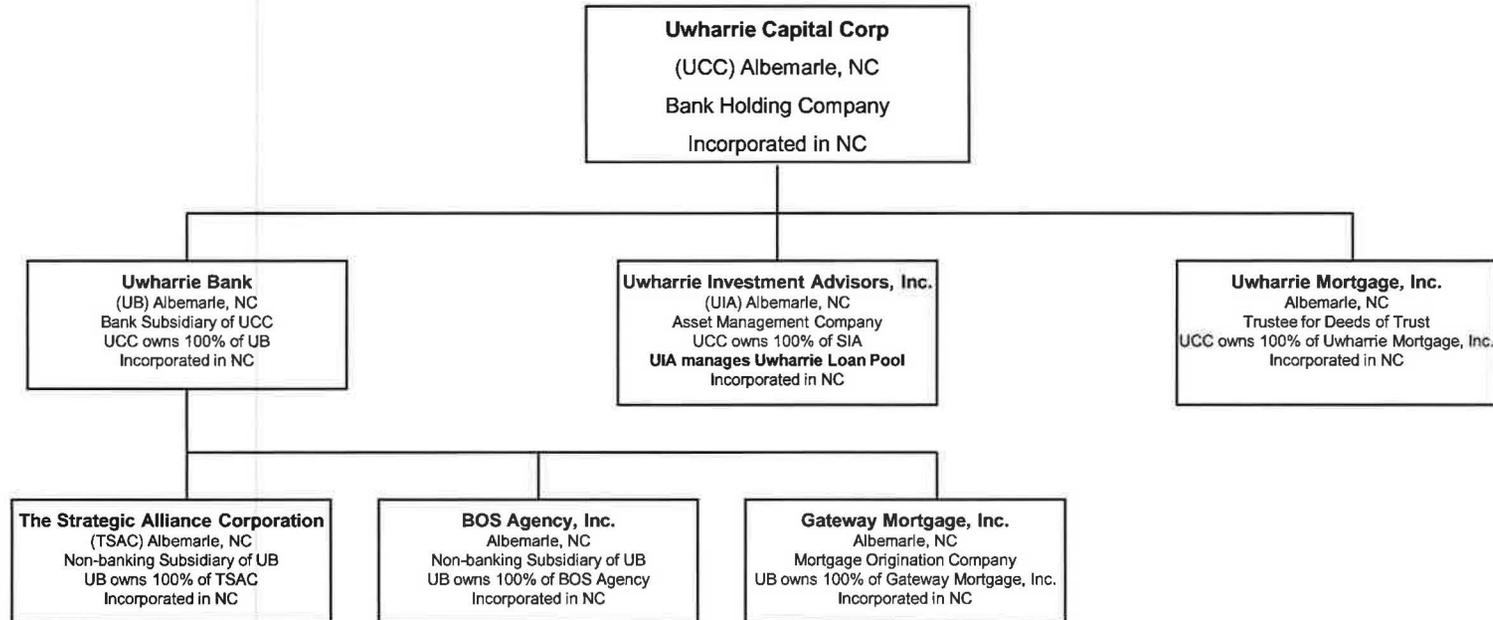
For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

Is confidential treatment requested for any portion of this report submission?	0=No 1=Yes	<input type="checkbox"/>
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	<input type="checkbox"/>	
2. a letter justifying this request has been provided separately	<input type="checkbox"/>	
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."		

Uwharrie Capital Corp



None of our entities have a LEI Number

Results: A list of branches for your holding company: UWHARRIE CAPITAL CORP (2082532) of ALBEMARLE, NC.
 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)	590220	UWHARRIE BANK	167 NORTH SECOND STREET	ALBEMARLE	NC	28001	STANLY	UNITED STATES	17273	0	UWHARRIE BANK	590220	
OK		Full Service	1224513	EAST ALBEMARLE BRANCH	800 NC 24-27 HIGHWAY	ALBEMARLE	NC	28001	STANLY	UNITED STATES	260061	3	UWHARRIE BANK	590220	
OK		Limited Service	209027	VILLAGE BRANCH	710 NORTH FIRST STREET	ALBEMARLE	NC	28001	STANLY	UNITED STATES	257729	1	UWHARRIE BANK	590220	
OK		Full Service	3166729	CONCORD BRANCH I	25 PALASIDE DRIVE NE	CONCORD	NC	28025	CABARRUS	UNITED STATES	365439	9	UWHARRIE BANK	590220	
OK		Full Service	3549489	WEST STANLY BRANCH	416 WEST MAIN STREET	LOCUST	NC	28097	STANLY	UNITED STATES	457660	7	UWHARRIE BANK	590220	
OK		Full Service	3184237	MT PLEASANT BRANCH	1490 SOUTH MAIN ST	MOUNT PLEASANT	NC	28124	CABARRUS	UNITED STATES	418588	10	UWHARRIE BANK	590220	
OK		Full Service	1357318	NORWOOD BRANCH	107 SOUTH MAIN STREET	NORWOOD	NC	28128	STANLY	UNITED STATES	257730	2	UWHARRIE BANK	590220	
OK		Full Service	2438326	OAKBORO BRANCH	624 NORTH MAIN STREET	OAKBORO	NC	28129	STANLY	UNITED STATES	257731	4	UWHARRIE BANK	590220	
OK		Full Service	802174	WADESBORO BRANCH	211 SOUTH GREENE STREET	WADESBORO	NC	28170	ANSON	UNITED STATES	42913	8	UWHARRIE BANK	590220	

Uuharrie Capital Corp does not have any reportable
Securities Holders to report for Report Item 3.

Form FR Y-6
Uwharrie Capital Corp
Fiscal Year Ending December 31, 2016

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

(FINAL 3-30-2017 tsingleatory)

(1) Name, City, State, Country	(2) Principal Occupation if other than w/ Bank Holding Company	(3)(a) Title & Position with Bank Holding Company (Uwharrie Capital Corp)	(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)
DIRECTORS							
1 W. Stephen Aldridge, III Albemarle, NC USA	Lead funeral director & funeral home manager - Stanly Funeral Home, Inc.	Director	Director - Uwharrie Bank	President/Funeral Director - Stanly Funeral Home, Inc. (S-Corp) Member/Manager - Uwharrie Casket Company, LLC Member/Manager - Uwharrie Pet Cremation Service, LLC President - Engrave It, Inc. Member/Manager - Aldridge Holdings, LLC	0.22% 15,730	0%	Stanly Funeral Home, Inc. 25% Uwharrie Casket Company, LLC 50% Uwharrie Pet Cremation Service, LLC 90% Engrave It, Inc. (S-Corp) 90% Aldridge Holdings, LLC 50%
2 Nadine B. Bowers Albemarle, NC USA	Retired - Senior Vice President Strategic Investment Advisors, Inc. & Bank of Stanly	Director	Director - Uwharrie Bank	Millingport Farms, LLC Bowers Realty, LLC	0.48% 33,809	0%	Millingport Farms, LLC 25% Bowers Realty, LLC 25%
3 Joe S. Brooks Albemarle, NC USA	Owner and Manager Tolol and die machine shop operation - Brothers Precision Tool Co.	Director	Director - Uwharrie Bank	Owner & Manager - Brothers Precision Tool Co. (Partnership)	0.45% 31,644	0%	Brothers Precision Tool Co. 90%
4 Ronald T. Burleson Richfield, NC USA	Partner Cotton & grain farming operation Thurman Burleson & Sons Farm	Director	Director - Uwharrie Bank	Partner - Thurman Burleson & Sons Farm (General Partnership) Shareholder - RTB Associates, LLC Shareholder - Rolling Hills Gin, LLC (10%)	0.28% 20,016	0%	Thurman Burleson & Sons Farm 25% RTB Associates, LLC 54%
5 Bill C. Burnside Albemarle, NC USA	Retired - General Dentist Bill C. Burnside, DDS	Director - Chairman of Board	Director & Chairman of Board - Uwharrie Bank	N/A	0.19% 13,658	0%	N/A
6 James O. Campbell Concord, NC USA	Vice President of Construction Sales, AvidXchange, Inc. Provider of on-demand accounts payable management and automated payment solutions	Director	Director - Uwharrie Bank	Bellview Investors, LLC Dogwood and Pines, LLC Tricap Holdings, LLC	0.04% 2,606	0%	Bellview Investors, LLC 25% Dogwood and Pines, LLC 100% Tricap Holdings, LLC 33.33%
7 Raymond R. Cranford, Jr. Albemarle, NC USA	Owner & Vice President of Sales Crook Motor Co., Inc.	Director	Director - Uwharrie Bank	Owner & Vice President (Sales) - Crook Motor Co., Inc. (Corporation) RACH Properties, LLC	0.08% 5,503	0%	Crook Motor Co., Inc. 33% RACH Properties 25%
8 Tara G. Eudy Peachland, NC USA	President & Treasurer Carolina Title Company, Inc.	Director	Director - Uwharrie Bank	President & Treasurer - Carolina Title Company, Inc. Turner & Eudy (Corporation) Redfeam Farm, LLC	0.02% 1,434	0%	Carolina Title Company, Inc. 50% Turner & Eudy (Corporation) 33% Redfeam Farm, LLC 25%
9 Thomas M. Hearne, Jr. Albemarle, NC USA	Retired - Geopavement Engineer North Carolina Department of Transportation	Director	Director - Uwharrie Bank	N/A	0.29% 20,292	0%	N/A
10 Harvey H. Leavitt, III Wadesboro, NC USA	Owner/Operator Leavitt Funeral Home	Director	Director - Uwharrie Bank	Owner - Leavitt Funeral Home (Sole Proprietorship) President - Anson Memorial Park (Corporation) President - Highland Ridge Properties, LLC President - L-B Timber Group, LLC President - Pekin Properties, LLC	0.05% 3,562	0%	Owner - Leavitt Funeral Home 100% President - Anson Memorial Park 100% President - Highland Ridge Properties 50% President - L-B Timber Group 75% President - Pekin Properties 50%
11 Samuel M. Leder Concord, NC USA	CPA/Partner Potter & Company, PA	Director	Director - Uwharrie Bank	Potter & Company, PA (offices in Monroe, Mooresville & Charlotte) Potter & Company, PA, Investment P/S (Partnership) Potter & Company, Mooresville, LLC (15.66%) Potter & Company, Charlotte, LLC (17.50%) Flacker Stock Club-Partnership (17.50%)	0.03% 1,897	0%	Potter & Company, PA 47.50% Potter & Company, PA, Investment P/S 49%
12 W. Chester Lowder Norwood, NC USA	Director of Livestock Program, Public Policy Division - NC Farm Bureau Federation, Inc.	Director	Director - Uwharrie Bank	Director of Livestock Program, Public Policy Division - NC Farm Bureau Federation, Inc. President - Fork L Farm, Inc. Vice President - Roberts Loop, LLC Member - Fork L Enterprises, LLC	0.05% 3,753	0%	Fork L Farm, Inc. 82% Roberts Loop, LLC 51% Fork L Enterprises, LLC 49%
13 Cynthia L. Mynatt Concord, NC USA	President, Ben Mynatt Buick-GMC Auto Dealerships, Ben Mynatt Buick-GMC Truck, Inc.; Ben Mynatt Chevrolet-Cadillac; and Ben Mynatt Pre-Owned, Inc.	Director	Director - Uwharrie Bank	President - Ben Mynatt Buick-GMC Truck, Inc. (S Corp) President - Ben Mynatt Chevrolet-Cadillac (C Corp) President - Ben Mynatt Pre-Owned, Inc. Owner - Bear Investors, LLC DBA Ben Mynatt Nissan Owner - Mynatt Properties, LLC Owner - BFM Properties, LLC (15.85%)	0.05% 3,198	0%	Ben Mynatt Buick-GMC Truck, Inc. 100% Ben Mynatt Chevrolet-Cadillac 88.6% Ben Mynatt Pre-Owned, Inc. 51% Bear Investors, LLC DBA Ben Mynatt Nissan 89% Mynatt Properties, LLC 70.5% BM PreOwned, LLC 51% Benjamin F. and Grace M. Mynatt Irrevocable Trust 50%

Form FR Y-6
Uwharrie Capital Corp
Fiscal Year Ending December 31, 2016

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

(FINAL 3-30-2017 tsingletary)

(1) Name, City, State, Country	(2) Principal Occupation If other than w/ Bank Holding Company	(3)(a) Title & Position with Bank Holding Company (Uwharrie Capital Corp)	(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)
Cynthia L. Mynatt (continued)				Owner - BM PreOwned, LLC Trustee - Benjamin F. and Grace M. Mynatt Irrevocable Trust Trustee - Grace M. Mynatt Irrevocable Trust Owner & Controlling Influence - 629 Jake Alexander Blvd, LLC Trustee - Cynthia L. Mynatt Descendants Trust Owner - Ben Mynatt PreOwned Vehicles, LLC Owner - Mynatt Insurance Agency, LLC			Grace M. Mynatt Irrevocable Trust 100% control Cynthia L. Mynatt Descendants Trust 100% controlling interest 629 Jake Alexander Blvd, LLC 1% owner; 100% controlling influence Ben Mynatt PreOwned Vehicles, LLC 51% Mynatt Insurance Agency, LLC 68%
14 James E. Nance Albemarle, NC USA	Founder and Managing Member North State Acquisitions, LLC Real estate firm specializing in highway and municipal right of way negotiations, acquisitions and claim settlements	Director	Director - Uwharrie Bank	Founder & Managing Member - North State Acquisitions, LLC (S Corp) Confederate Motors, Inc. (C Corp) James R. Nance & Son Properties, LLC	0.58% 41,165	0%	North State Acquisitions, LLC 100% Confederate Motors, Inc. 57% James R. Nance & Son Properties, LLC 50%
15 Frank A. Rankin, III Concord, NC USA	President and Owner Concord Engineering & Surveying, Inc. (CESI)	Director - Vice Chairman of Board	Director & Vice Chairman of Board - Uwharrie Bank	President - Concord Engineering & Surveying, Inc. (CESI) CESI, LLC Rankin Family Farm, LLC Hermitage Mountain, LLC Member - 390 Business Blvd, LLC (8.27%) Member - Metcalfe, PLLC (3.00%) Member - 4540 Fortune Ave LLC (15.0793%)	0.29% 20,226	0%	Concord Engineering & Surveying, Inc. 83% CESI, LLC 100% Rankin Family Farm, LLC 100% with wife Hermitage Mountain, LLC 50% with Flæke Brantley
16 S. Todd Swaringen Norwood, NC USA	Certified Public Accountant/Partner Beane Swaringen & Company, PLLC	Director	Director - Uwharrie Bank	Partner - Beane Swaringen & Company, PLLC Member - SBM Holdings, LLC	0.02% 1,591	0%	Beane Swaringen & Company, PLLC 50% SBM Holdings, LLC 33%
17 Dusty W. West Mt. Gilead, NC USA	President & Owner Dean's Ready Mixed, Inc. Concrete business	Director	Director - Uwharrie Bank	President & Owner - Dean's Ready Mixed, Inc. (S Corp)	0.49% 34,536	0%	Dean's Ready Mixed, Inc. 62%

EXECUTIVE OFFICERS

1 R. David Beaver, III Albemarle, NC USA	-	Chief Financial Officer - Uwharrie Capital Corp	Chief Financial Officer - Uwharrie Bank; and Treasurer - Uwharrie Mortgage, Inc.	N/A	0.18% 12,565	0%	N/A
2 Roger L. Dick Albemarle, NC USA	-	President & Chief Executive Officer; Advisory Director - Uwharrie Capital Corp	Chief Executive Officer & Director - Uwharrie Bank	Investor - Albemarle Improvement, LLC (4.878%) Investor - Griffin Stafford Lodging One, LLC (0.8102%) Investor - Windy Beach, LLC Investor - One Building At A Time, LLC	0.94% 66,275	0%	Windy Beach, LLC 33.3% One Building At A Time, LLC 33.3%
3 Brendan P. Duffey Harrisburg, NC USA	-	Chief Operating Officer, Chief Risk Officer & Advisory Director - Uwharrie Capital Corp	President - Uwharrie Bank Director & Board Chairman - Uwharrie Mortgage, Inc.	N/A	0.20% 14,327	0%	N/A

7,050,315 Issued & Outstanding Shares at 12-31-2016

7,050,315 Number used for calculating percentage of voting shares (column (4)(a)).