

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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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.

I, **Curtis A. Tyner**

Name of the Holding Company Director and Official

President 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.

Curtis A. Tyner
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. _____

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan 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.

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

Regional Bankshares, Inc.

Legal Title of Holding Company

P.O. Box 2255

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

Hartsville

SC

29550

City

State

Zip Code

206 S. Fifth Street, Hartsville, SC 29550

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

James E. Roberts, II

SVP/CFO

Name

Title

843-857-4754

Area Code / Phone Number / Extension

843-332-3218

Area Code / FAX Number

jroberts@heritageonline.biz

E-mail Address

N/A

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

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

- ☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☒ No

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

Physical Location (if different from mailing address)

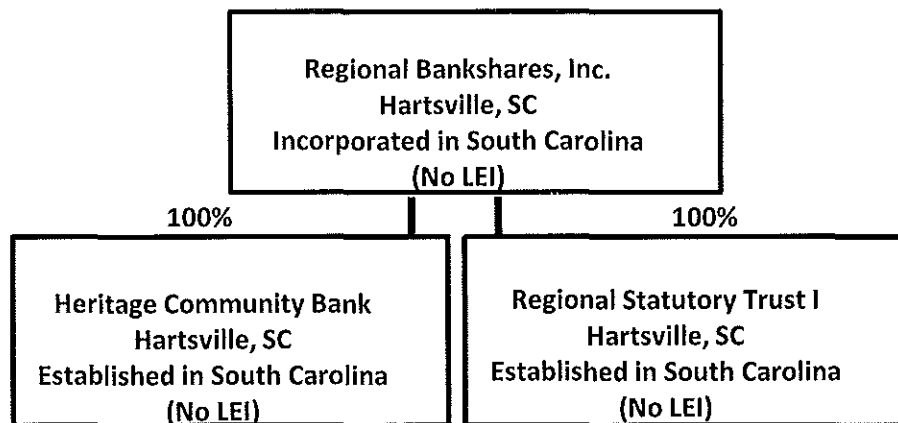
Form FR Y-6

**Regional Bankshares, Inc.
Hartsville, SC
Fiscal Year Ending December 31, 2016**

Report Item

1: The BHC is not registered with the SEC. A copy of the annual report to shareholders will be forwarded when available.

2. Organization Chart



Form FR Y-6
December 31, 2016

Report Item 3: Shareholders

(1)(a)(1)(b)(1)(c)(2)(a)(2)(b)(2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2016			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 12-31-2016		
(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
Gosnold G. Segars Hartsville, SC, United States	United States	50,213 shares, 7.92%	none	none	none
Randolph G. Rogers Hartsville, SC, United States	United States	68,720 shares, 10.84%			

Form FR Y-6
December 31, 2016

Report Item 4: Directors and Officers

(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

Name, City, State, Country (1)	Principal Occupation if other than with Holding Company (2)	Title & Position with Holding Company (3)(a)	Title & Position with Subsidiary (Heritage Community Bank) (3)(b)	Title & Position with Other Businesses (3)(c)	Percentage of Voting Shares in Holding Company (4)(a)	Percentage of Voting Shares in Subsidiary (Heritage Community Bank) (4)(b)	List names of other companies (includes partnerships) if 25% or more voting securities are held (4)(c)
Curtis Tyner Hartsville, SC USA	Banker	Director & President/CEO	Director & President/CEO	none	3.31%	none	911 Garage, LLC (100%)
Gosnold Segars Hartsville, SC USA	Entrepreneur	Chairman	Chairman	G. Graham Segars & Son Inc. - Owner	7.92%	none	Industrial Properties, Inc (50%) North South Properties, LLC (25%) Pedigreed Properties, LLC (25%) North West Properties, Inc (25%) G. Graham Segars & Sons, Inc (50%) GoJay, LLC (25%) Swamp Fox Properties of Hartsville, LLC (25%) Segars Real Estate Services, LLC (50%) Segars Farms, (32.5%) Carolina Irrigation Solutions (32.5%)
Terry M. Hancock Camden, SC USA	Accountant/CPA	Director	Director	Sheheen Hancock Godwin - CPA/partner	1.65%	none	none
Richard Jones Hartsville, SC USA	Attorney	Director & Secretary	Director & Secretary	Public Defender, Florence, SC.	2.12%	none	none
Woodward H. Morgan III Hartsville, SC USA	Sole Proprietor	Director	Director	Fox Creek Golf Club - Owner	2.93%	none	Fox Creek Golf Course (100%)
Randolph G Rogers Hartsville, SC, USA	Farmer	Director	Director	Rogers Brother's Farms - Partner	10.84%	none	Rogers Bros Farm (52%) Rogers Ag Transportation (100%) Rogers Bros Peanuts (52%) Gillespie's Peanuts (100%) Chargill (50%) Rogers Exp Inc. (52%)
Howard Tucker Hartsville, SC USA	Retired Optometrist	Director	Director	none	4.35%	none	Tucker & Randall LLC (50%)
Stephen Smoak Camden, SC USA	Attorney	Director	Director	Savage Royall & Sheheen Law Firm - Attorney at Law	0.32%	none	none
Robert Brown Hartsville, SC USA	Entrepreneur	Director	Director	Integrated Systems, Inc -CEO	3.04%	none	Integrated Systems, Inc (100%)

Regional Bankshares, Inc.
Common Stock - Insider Stock Activity
1/1/2016 - 12/31/2016

Name	Number of Shares Owned 12/31/2015	Stock Dividend	Stock Purchased	Stock Sold	Warrants Exercised	Options Exercised	Number of Shares Owned 12/31/2016	Number of Shares Beneficially Owned 12/31/2016	Current % Ownership
Directors									
(1) Gosnold G. Segars ¹	47,063						47,063	50,213	7.92%
(2) Curtis A. Tyner	20,955						20,955	20,955	3.31%
(6) J. Richard Jones	13,440						13,440	13,440	2.12%
(7) Woodward H. Morgan III	17,325						17,325	18,585	2.93%
(8) Randolph G. Rogers ¹	68,720						68,720	68,720	10.84%
(9) Howard W. Tucker, Jr.	26,586						26,586	27,594	4.35%
(10) Terry Hancock	10,442						10,442	10,442	1.65%
(11) Robert Brown	9,644						9,644	19,288	3.04%
(12) Steven Smoak	2,030						2,030	2,030	0.32%
Officers									
(21) Todd Buddin	-						-	1,008	0.16%
(22) Darrell Cassidy	631						631	631	0.10%
(23) Kathy J. Cothran	-						-	-	0.00%
(24) James E. Roberts, II	-		134				134	134	0.02%
Totals	216,836	-	134	-	-	-	216,970	233,040	36.76%
								Total Shares Outstanding	633,978
								Total Unexercised (Warrants+Options)	-
								Total Adjusted Shares Outstanding	633,978

Beneficial Ownership of Common Stock Includes:

- (1) 47,063 shares held individually; 3,150 shares held by Mr. Segars' wife, and 1,000 shares held by Mr. Segars son.
- (2) 5,148 shares held individually, 15,807 shares held by Mr. Tyner in an IRA at Pershing, LLC; 1,260 shares held by one of Mr. Tyner's sisters, and 2,520 shares held jointly by another of Mr. Tyner's sisters and her husband.
- (6) 12,600 shares held individually, 840 shares held in an IRA at Raymond James.
- (7) 17,325 shares held individually; and 1,260 shares held as custodian for his grandchild.
- (8) 68,720 shares held individually.
- (9) 2,784 shares held individually, 13,929 shares held in an IRA at Pershing, LLC, 9,873 held jointly with his wife; and 1,008 shares held by Mr. Tucker's wife.
- (10) 10,442 shares held individually.
- (11) 9,644 shares held individually
- (12) 530 shares held individually, and 1,500 shares held in an IRA with Wells Fargo Advisors.
- (21) 1,008 shares held by his father.
- (22) 631 shares held individually.
- (24) 134 shares held individually.

FR Y-6 Instructions on Reporting Voting Security Holders¹

List each securities holder, of record, that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting securities of the holding company as of the fiscal year end of the holding company. In addition, list each person, entity, or person acting in concert (including families²), that holds options, warrants or other securities or rights that can be converted into or exercised for voting securities, which, in their aggregate, and including voting securities currently held, would equal or exceed 5 percent of any such class of voting securities. When the shares of the holding company are held by a nominee or in street names, list beneficial owners to the extent information is available.

² Family includes a person's father, mother, stepfather, stepmother, brother, sister, stepbrother, stepsister, son, daughter, stepson, stepdaughter, grandparent, grandson, granddaughter, father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law, the spouse of any of the foregoing, and the person's spouse.

Ownership of Preferred Series A³ Stock Includes:

- (2) 252 Preferred shares held by Mr. Tyner's wife.
- (6) 418 Preferred shares held by Mr. Jones' wife.
- (8) 630 Preferred shares held individually.
- (11) 420 Preferred shares held individually
- (21) 1,571 Preferred shares held in his IRA at Pershing, and 500 shares of Preferred stock held jointly with his wife.
- (24) 168 Preferred shares held individually.

³ Non-voting

Results: A list of branches for your depository institution: HERITAGE COMMUNITY BANK (ID_RSSD: 2818731).
This depository institution is held by REGIONAL BANKSHARES, INC. (2954415) of HARTSVILLE, SC.
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	12/31/2016	Full Service (Head Office)	2818731	HERITAGE COMMUNITY BANK	206 S. FIFTH ST	HARTSVILLE	SC	29550	DARLINGTON	UNITED STATES	74651	0	HERITAGE COMMUNITY BANK	2818731	
OK	12/31/2016	Full Service	3678679	CAMDEN BRANCH	2220 W DEKALB STREET	CAMDEN	SC	29020	KERSHAW	UNITED STATES	465193	2	HERITAGE COMMUNITY BANK	2818731	
OK	12/31/2016	Full Service	3281501	MCBEE COMMUNITY BRANCH	7 NORTH SEVENTH STREET	MC BEE	SC	29101	CHESTERFIELD	UNITED STATES	445642	1	HERITAGE COMMUNITY BANK	2818731	