

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, 2017

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, Jeffrey V. Haley

Name of the Holding Company Director and Official

President & CEO

Title of the Holding Company Director and Official

American National Bankshares Inc.

Legal Title of Holding Company

P.O. Box 191

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

Danville VA 24543-0191

City State Zip Code

628 Main Street, Danville, VA 24541

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Sherry S. Garrett Staff Accountant

Name Title

434-857-3816

Area Code / Phone Number / Extension

434-773-2277

Area Code / FAX Number

garretts@amnb.com

E-mail Address

www.amnb.com

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

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

03/26/2018

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 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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Legal Title of Subsidiary Holding Company

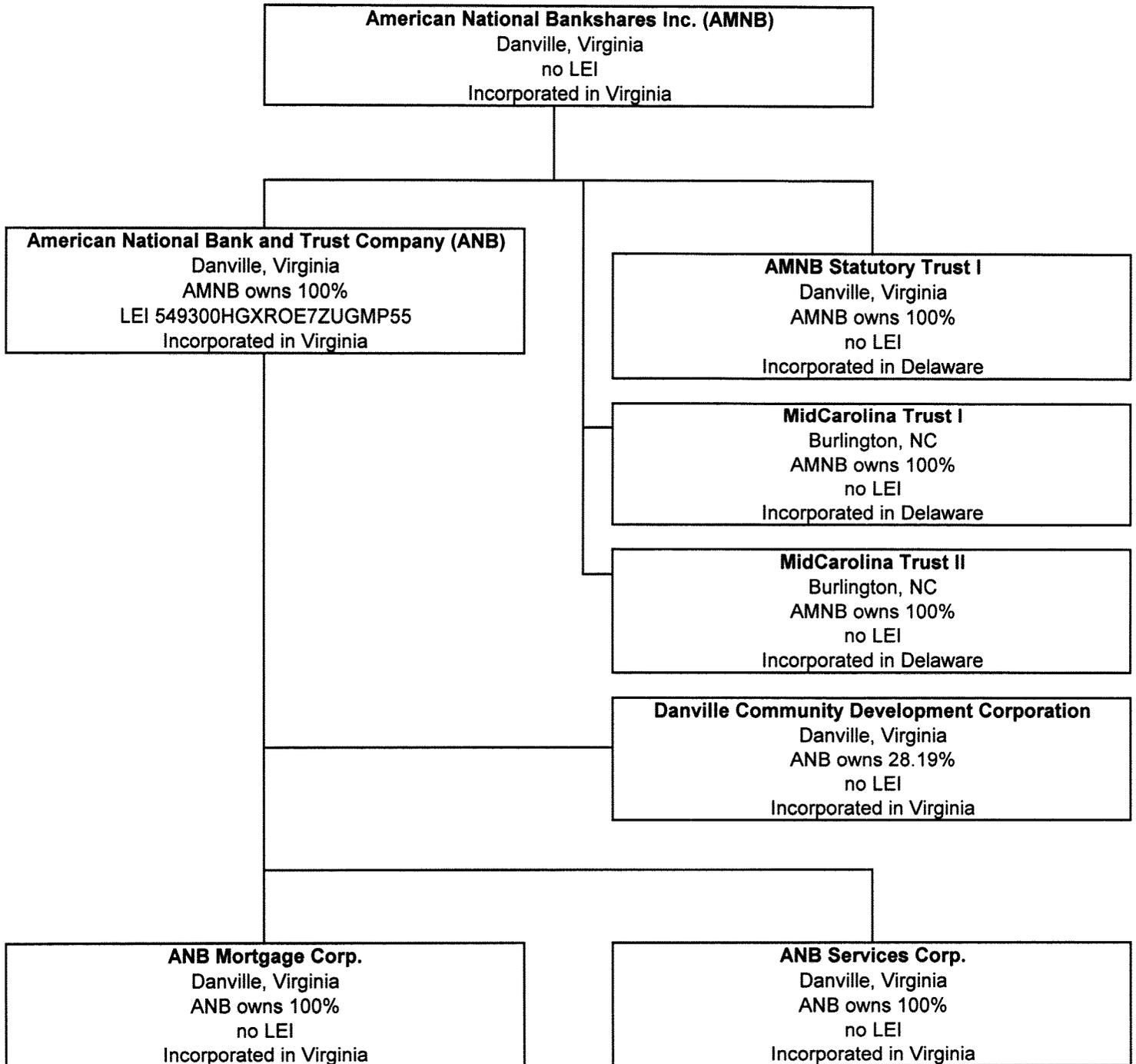
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Report Item 2a: Organization Chart

Organizational Chart



Form FR Y-4
American National Bankshares Inc.
December 31, 2017

Report Item 2b: Domestic Branch Listing

Results: A list of branches for your depository institution: AMERICAN NATIONAL BANK AND TRUST COMPANY (ID_RSSD: 958727).
This depository institution is held by AMERICAN NATIONAL BANKSHARES INC. (1076691) of DANVILLE, VA.
The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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 Procedures

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.federateserve.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
		Full Service (Head Office)	958727	AMERICAN NATIONAL BANK AND TRUST COMPANY	628 MAIN STREET	DANVILLE	VA	24541	DANVILLE CITY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	2802220	BURLINGTON BRANCH	3101 SOUTH CHURCH STREET	BURLINGTON	NC	27215	ALAMANCE	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	3294846	CUM-PARK PLAZA BRANCH	2214 NORTH CHURCH ST	BURLINGTON	NC	27217	ALAMANCE	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	3294954	VILLAGE AT BROOKWOOD BRANCH	1840 BROOKWOOD AVE	BURLINGTON	NC	27215	ALAMANCE	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	3294873	SOUTH MAIN STREET BR	842 SOUTH MAIN ST	GRAHAM	NC	27263	ALAMANCE	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	3678222	GREEN VALLEY BRANCH	703 GREEN VALLEY ROAD	GREENSBORO	NC	27408	GUILFORD	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	3678231	GUFORD COLLEGE BRANCH	5509 W FRIENDLY AVENUE	GREENSBORO	NC	27410	GUILFORD	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
Change	11/12/2014	Full Service	3678213	MEBANE BRANCH	1008 MEBANE OAKS ROAD	MEBANE	NC	27302	ALAMANCE	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	Corr Street
		Full Service	5121218	OAKWOOD DRIVE BRANCH	110 OAKWOOD DRIVE	WINSTON-SALEM	NC	27103	FORSYTH	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	821227	YANCEYVILLE OFFICE	173 MAIN STREET	YANCEYVILLE	NC	27379	CASWELL	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
Change	12/31/2017	Full Service	3789631	BEDFORD BRANCH	207 NORTH BRIDGE STREET	BEDFORD	VA	24523	BEDFORD	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	Corr County
		Full Service	2841654	CHATHAM OFFICE	13880 US HWY 29	CHATHAM	VA	24531	PITTSYLVANIA	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	2427580	COLLINSVILLE OFFICE	2484 VIRGINIA AVE	COLLINSVILLE	VA	24078	HENRY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	1466958	AIRPORT OFFICE	1407 SOUTH BOSTON ROAD	DANVILLE	VA	24540	DANVILLE CITY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Limited Service	4298230	ALAMANCE COUNTY MESSENGER SERVICE BRANCH	628 MAIN STREET	DANVILLE	VA	24541	DANVILLE CITY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Limited Service	4189482	DANVILLE MESSENGER SERVICE MOBILE BRANCH	628 MAIN STREET	DANVILLE	VA	24541	DANVILLE CITY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Limited Service	4298221	GUILFORD COUNTY MESSENGER SERVICE BRANCH	628 MAIN STREET	DANVILLE	VA	24541	DANVILLE CITY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Limited Service	4189473	MARTINSVILLE MESSENGER SERVICE MOBILE BRANCH	628 MAIN STREET	DANVILLE	VA	24540	DANVILLE CITY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	227928	NOR DAN OFFICE	229 NOR DAN DRIVE	DANVILLE	VA	24540	DANVILLE CITY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	3818320	PIEDMONT DRIVE BRANCH	445 MOUNT CROSS ROAD	DANVILLE	VA	24540	DANVILLE CITY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
Change	12/31/2017	Full Service	141826	GRETNA OFFICE	109 NORTH MAIN STREET	GRETNA	VA	24557	PITTSYLVANIA	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	Corr Street
		Full Service	3304530	WESTLAKE TOWNE CENTER BRANCH	12930 BOOKER T WASHINGTON HIGHWAY	HARDY	VA	24101	FRANKLIN	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	2813790	GRAVES MILL ROAD BRANCH	1646 GRAVES MILL ROAD	LYNCHBURG	VA	24502	LYNCHBURG CITY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	3212318	TIMBERLAKE ROAD BRANCH	20479 TIMBERLAKE ROAD	LYNCHBURG	VA	24502	CAMPBELL	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	3138944	MARTINSVILLE BRANCH	900 LIBERTY STREET	MARTINSVILLE	VA	24112	MARTINSVILLE CITY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	3102521	220 SOUTH BRANCH	3810 GREENSBORO ROAD	RIDGEWAY	VA	24148	HENRY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	5085963	ROANOKE OFFICE	3000 OGDEN ROAD	ROANOKE	VA	24018	ROANOKE CITY	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	3125137	FRANKLIN TURNPIKE BRANCH	400 OLD FRANKLIN TURNPIKE, SUITE 100	ROCKY MOUNT	VA	24151	FRANKLIN	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	2971225	SOUTH BOSTON BRANCH	3509 OLD HALIFAX ROAD	SOUTH BOSTON	VA	24592	HALIFAX	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	
		Full Service	3629804	SOUTHLAKE BRANCH	25 SOUTHLAKE DRIVE	UNION HALL	VA	24176	FRANKLIN	UNITED STATES	Not Required	Not Required	AMERICAN NATIONAL BANK AND TRUST COMPANY	958727	

Form FR Y-6
American National Bankshares Inc.
December 31, 2017

Report Item 3: Securities Holders

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2017

Securities holders 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 12-31-2017

(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, New York, USA	USA	592,606 6.9% - Common Stock	None		

this comes off proxy materials in folder done by becky

Form FR Y-6
American National Bankshares Inc.
December 31, 2017

Report Item 4: Insiders

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(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)
Fred A. Blair Gretna, VA, USA	Contractor	Director	N/A	Chief Executive Officer (Blair Construction, Inc. and BMB, Inc.) President (FBGT, LLC)	0.23%	None	Blair Construction, Inc. 100% BMB, Inc. 100% FBGT, LLC 25%
Dr. Frank C. Crist, Jr. Forest, VA, USA	Dentist	Director	N/A	President (Brady & Crist Dentists, Inc.) Partner (Crist Properties)	1.28%	None	Brady & Crist Dentists, Inc. 67% Crist Properties 50%
Tammy M. Finley Roanoke, VA, USA	N/A	Director	N/A	EVP, General Counsel, and Corp. Secretary (Advance Auto Parts, Inc., AAP Financial Services, Inc., Advance Auto Business Support, LLC, Advance Auto Innovations, LLC, Advance e-Service Solutions, Inc., Advance Stores Company, Incorporated, Advance Trucking Corporation, Auto Parts Wholesale, B.W.P. Distributors, Inc., CARQUEST CANADA Holdings Inc., CARQUEST CANADA Ltd., CQ Sourcing, Inc., CRANC, Inc., Crossroads Global Trading Corp., Driverside, Inc., E-Advance, LLC, General Parts Distribution LLC, General Parts Global Holdings, Inc., General Parts International, Inc., General Parts, Inc., Golden State Supply LLC, GPI Technologies, LLC, Lee Holdings NC, Inc. London Leasing LLC, MotoLogic, Inc., Pacific Wholesale Capital, LLC, Straus-Frank Enterprises LLC, Valley Master Partnership LLC, Western Auto of Puerto Rico, Inc., Western Auto of St. Thomas, Inc., Western Auto Supply Company, WORLD PAC Canada Inc., WORLD PAC Puerto Rico, LLC, WORLD PAC, Inc., and Worldwide Auto Parts) VP, General Counsel, and Corp. Secretary (Discount Auto Parts, LLC and TTR, Inc.) VP and Corporate Secretary (Advance Patriot, Inc.) VP and Clerk (Autopart International, Inc.)	0.01%	None	N/A

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Jeffrey V. Haley Danville, VA, USA	N/A	Director President & CEO	Director President & CEO (ANB)	N/A	0.58%	None	N/A
Michael P. Haley Martinsville, VA, USA	Advisor Transportation	Director	N/A	Retired Advisor (Fenway Partners, Inc.) Retired Managing Director (Fenway Resources) Director (Stanley Furniture Company, Inc., LifePoint Health, Inc., and Ply Gem Holdings, Inc.)	0.16%	None	N/A
Charles S. Harris Greensboro, NC, USA	Education Administrator	Director	N/A	Executive Vice President (Averett University) Chief Operating Officer (Excel Development Systems, Inc.)	0.08%	None	Excel Development Systems, Inc. 50%
F.D. Hornaday, III Snow Camp, NC, USA	Textiles Executive	Director	N/A	President and Chief Executive Officer (Knit Wear Fabrics, Inc.) Trustee (Moses Cone Health System, Inc.)	0.38%	None	Knit Wear Fabrics, Inc. 50%
John H. Love Burlington, NC, USA	Insurance Broker	Director	N/A	President and Chief Executive Officer (W. E. Love & Associates, Inc.) Member (Hawks and Love Enterprises, LLC)	0.28%	None	W. E. Love & Associates, Inc. 100% Hawks and Love Enterprises, LLC 100%
Dr. Franklin W. Maddux Danville, VA, USA	Physician	Director	N/A	EVP and Chief Medical Officer (Fresenius Medical Care North America) Chairman (Gamewood Technology Group, Inc.) Director (Sound Physicians) Member (Deer Run Road, LLC and Yahootie LLC)	0.20%	None	Gamewood Technology Group, Inc. 30% Deer Run Road, LLC 30% Yahootie LLC 33%
Charles H. Majors Danville, VA, USA	N/A	Director Chairman of the Board	Director Chairman of the Board (ANB)	Partner (Majors-Templeton Investments)	0.72%	None	Majors-Templeton Investments 50%
Edward C. Martin Roanoke, VA, USA	N/A	N/A	EVP & CCO (ANB)	N/A	0.01%	None	N/A
Claude B. Owen, Jr. Glen Allen, VA, USA	Retired Tobacco Executive	Director	N/A	Retired Chariman and Chief Executive Officer (DIMON Incorporated) President (CLO, LLC)	0.34%	None	CLO, LLC 100%
Ronda M. Penn Raleigh, NC, USA	Financial Executive	Director	N/A	Chief Financial Officer (Plexus Capital, LLC)	0.04%	None	N/A

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Dan M. Pleasant Danville, VA, USA	Engineer	Director	N/A	Chief Operating Officer (The Dewberry Companies, Inc.) Member (DBP Properties, LLC) Director (Virginia Economic Development Partnership)	0.19%	None	DBP Properties, LLC 50%
Joel R. Shepherd Rocky Mount, VA, USA	Furniture Executive	Director	N/A	President (Virginia Home Furnishings, Inc. and 220 Self Storage, Inc.) Member/Manager (Glade Hill Properties, LLC, Shepherd Properties, LLC, Wirtz Properties, LLC, The Franklin, LLC, CB Office, LLC, Shepherd Properties Roanoke, LLC, Shepherd Properties Christianburg, LLC, and Shepherd Properties, Bedford, LLC) Member (FFH Investors, LLC) Secretary/Treasurer (FFH Operations, Inc.)	0.78%	None	Virginia Home Furnishings, Inc. 50% 220 Self Storage, Inc. 50% Glade Hill Properties, LLC 100% Shepherd Properties, LLC 50% Wirtz Properties, LLC 50% The Franklin, LLC 50% CB Office, LLC 50% Shepherd Properties Roanoke, LLC 50% Shepherd Properties Christianburg, LLC 50% Shepherd Properties Bedford, LLC 42.5% FFH Investors, LLC 25%
H. Gregg Strader Greensboro, NC, USA	N/A	EVP & CBO	EVP & CBO (ANB)	Manager (Clear Vision of Greensboro, LLC, Strader Farms, LLC, and J & G Farms, LLC)	0.14%	None	Clear Vision of Greensboro, LLC 43% Strader Farms, LLC 51% J & G Farms, LLC 50%
William W. Traynham Danville, VA, USA	N/A	EVP & CFO Secretary & Treasurer	EVP & CFO Secretary & Treasurer (ANB)	N/A	0.27%	None	N/A

Note: ANB - American National Bank & Trust Company