Annual Report of Holding Companies—FR Y-6

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. §§ 3108(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 611(a)); 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.

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, Glenn W. Rust
Name of the Holding Company Director and Official
President & CEO, and Director
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 individuals consent to public release of all data in the report concerning that individual.

Signature of Holding Company Director and Official
03/30/2018

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. ____________________________

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2017
Month / Day / Year

5493005LXSLNF92BF097
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Virginia National Bankshares Corporation
Legal Title of Holding Company

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

Charlottesville VA 22911
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Tara Y. Harrison EVP & CFO
Name

434-817-8587
Area Code / Phone Number / Extension

434-817-8526
Area Code / FAX Number
tara.harrison@vnb.com
E-mail Address

www.vnbcorp.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."

03/30/2018

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.
Report Item

1: Annual Report

The bank holding company prepares an Annual Report on Form 10-K for its shareholders which is filed with the Securities and Exchange Commission (SEC). A copy of the report can be obtained from the SEC website or at www.vnbcorp.com, under “SEC Filings.”

2a: Organizational Chart

2b: Branch listing as of December 31, 2017 has been verified. See following sheet.

NOTE: Orange branch (ID_RSSD 2963583) is scheduled to be closed on April 13, 2018. Upon closing, an FR Y-10 will be submitted to report the office closing.
Results: A list of branches for your depository institution: VIRGINIA NATIONAL BANK (ID_RSSD: 2708122).
This depository institution is held by VIRGINIA NATIONAL BANKSHARES CORPORATION (4517261) of CHARLOTTESVILLE, 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 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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>2708122</td>
<td>Full Service (Head Office)</td>
<td>VIRGINIA NATIONAL BANK</td>
<td>222 EAST MAIN STREET</td>
<td>CHARLOTTESVILLE</td>
<td>VA</td>
<td>22902</td>
<td>CHARLOTTESVILLE CITY</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>VIRGINIA NATIONAL BANK</td>
<td>2708122</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>3299234</td>
<td>Full Service</td>
<td>ARLINGTON BOULEVARD BRANCH</td>
<td>1900 ARLINGTON BOULEVARD</td>
<td>CHARLOTTESVILLE</td>
<td>VA</td>
<td>22903</td>
<td>CHARLOTTESVILLE CITY</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>VIRGINIA NATIONAL BANK</td>
<td>2708122</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>3967391</td>
<td>Full Service</td>
<td>PANTOPS PARK BRANCH</td>
<td>404 PEOPLE PLACE</td>
<td>CHARLOTTESVILLE</td>
<td>VA</td>
<td>22911</td>
<td>ALBEMARLE</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>VIRGINIA NATIONAL BANK</td>
<td>2708122</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>2748883</td>
<td>Full Service</td>
<td>SEMINOLE BRANCH</td>
<td>1580 SEMINOLE TRAIL</td>
<td>CHARLOTTESVILLE</td>
<td>VA</td>
<td>22901-1452</td>
<td>ALBEMARLE</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>VIRGINIA NATIONAL BANK</td>
<td>2708122</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>2963583</td>
<td>Full Service</td>
<td>ORANGE BRANCH</td>
<td>102 EAST MAIN ST</td>
<td>ORANGE</td>
<td>VA</td>
<td>22960</td>
<td>ORANGE</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>VIRGINIA NATIONAL BANK</td>
<td>2708122</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>3231663</td>
<td>Full Service</td>
<td>CREEKSIDE OFFICE BRANCH</td>
<td>2119 VALLEY AVENUE #102</td>
<td>WINCHESTER</td>
<td>VA</td>
<td>22801</td>
<td>WINCHESTER CITY</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>VIRGINIA NATIONAL BANK</td>
<td>2708122</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
3: **Security Holders**

(1) Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2017.

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td>City, State, Country</td>
<td>Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>Banc Fund VI L.P., Banc Fund VII L.P., Banc Fund VIII L.P., and Banc Fund IX L.P. Chicago, Illinois, USA</td>
<td>USA</td>
<td>206,716</td>
</tr>
<tr>
<td>Hunter E. Craig Charlottesville, Virginia, USA</td>
<td>USA</td>
<td>214,158</td>
</tr>
<tr>
<td>William D. Dittmar, Jr. Charlottesville, Virginia, USA</td>
<td>USA</td>
<td>190,186</td>
</tr>
</tbody>
</table>

(2) Securities holders not listed in 3(1) above with ownership, control or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2017.

None
## Insiders

The following table sets forth certain information as of December 31, 2017 concerning beneficial ownership of the Company's common stock by each director and executive officer.

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State Country</th>
<th>Principal Occupation if other than with Holding Company</th>
<th>Title and Position with Holding Company</th>
<th>Title and Position with Subsidiaries</th>
<th>Title and Position with Other Businesses</th>
<th>Percentage of Voting Shares in Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries</th>
<th>Percentage of Voting Shares in Other Companies if 25% or more</th>
</tr>
</thead>
<tbody>
<tr>
<td>Virginia R. Bayes</td>
<td>Charlottesville, VA USA</td>
<td>Executive Officer</td>
<td>EVP &amp; Chief Credit Officer, Virginia National Bank</td>
<td>President, Oak Ridge Properties Inc., North Garden, VA</td>
<td>1% *</td>
<td>N/A</td>
<td>Oak Ridge Properties Inc. 50%</td>
<td>Benham Trust See Note 1</td>
</tr>
<tr>
<td>H.K. Benham, III</td>
<td>Winchester, VA USA</td>
<td>Retired attorney</td>
<td>Director</td>
<td>Director, Virginia National Bank and VNBTrust, N.A</td>
<td>Trustee of: Elizabeth Kern Trust; Brockton Land Trust; Benham Trust; Richardson Trust; and Petith Trust (all of Winchester, VA). Co-Trustee of: Page-Brook Land Trust; Frederick Plaza Land Trust; Ridgeview Apartments Land Trust; and Sloan Trust (all of Winchester, VA). Co-Manager of: Winchester Commerce St. LLC; Briars-PLI, LLC; Page Brooke Village Apartments, LLC; R &amp; J Properties of Winchester LLC; SHK Properties, LLC; Sommerfield LLC; and Lord Fairfax Apartments (all of Winchester, VA). Director, Plasticard-Locktech International, LLP, Asheville, NC</td>
<td>1% *</td>
<td>N/A</td>
<td>Benham Trust See Note 1</td>
</tr>
<tr>
<td>Steven W. Blaine</td>
<td>Charlottesville, VA USA</td>
<td>Attorney</td>
<td>Director</td>
<td>Director, Virginia National Bank and VNBTrust, N.A</td>
<td>Partner &amp; Vice President, LeClairRyan, Charlottesville, VA</td>
<td>1% *</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>William D. Dittmar, Jr.</td>
<td>Charlottesville, VA USA</td>
<td>Executive of company that manages and develops commercial properties</td>
<td>Chairman of the Board</td>
<td>Director, Virginia National Bank and VNBTrust, N.A</td>
<td>Manager of: Enterprise Properties, LLC; OMD, LLC; BHN, LLC; Pantops Park, LLC; 401 East Market St., LLC; Lady Cass, LLC; BHE LLC (all of Charlottesville, VA)</td>
<td>7%</td>
<td>N/A</td>
<td>Enterprise Properties, LLC 100%</td>
</tr>
</tbody>
</table>

**Note 1:** Mr. Benham is the Trustee and Lifetime Beneficiary of these Trusts.
<table>
<thead>
<tr>
<th>Name</th>
<th>City, State</th>
<th>Principal Occupation if other than with Holding Company</th>
<th>Title and Position with Holding Company</th>
<th>Title and Position with Subsidiaries</th>
<th>Title and Position with Other Businesses</th>
<th>Percentage of Voting Shares in Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries</th>
<th>Percentage of Voting Shares in Other Companies if 25% or more</th>
</tr>
</thead>
<tbody>
<tr>
<td>Tara Y. Harrison</td>
<td>Charlottesville, VA</td>
<td>N/A</td>
<td>EVP &amp; Chief Financial Officer</td>
<td>EVP &amp; Chief Financial Officer, Virginia National Bank; EVP &amp; Chief Financial Officer, VNBTrust, N.A.</td>
<td>N/A</td>
<td>1% *</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>James T. Holland</td>
<td>Winchester, VA</td>
<td>Consultant and Author</td>
<td>Director</td>
<td>President, Virginia National Bank and VNBTrust, N.A.</td>
<td>N/A</td>
<td>1% *</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Susan K. Payne</td>
<td>Charlottesville, VA</td>
<td>Executive of marketing, public relations and advertising firm</td>
<td>Director</td>
<td>President, The Blue Ridge Group, Inc.; Owner, 206 E Jefferson St., LLC (all of Charlottesville, VA)</td>
<td>N/A</td>
<td>1% *</td>
<td>N/A</td>
<td>The Blue Ridge Group, Inc. 100% 206 E Jefferson St, LLC 50%</td>
</tr>
<tr>
<td>Glenn W. Rust</td>
<td>Charlottesville, VA</td>
<td>President, Chief Executive Officer, Director</td>
<td>President and Chief Executive Officer, Virginia National Bank and VNBTrust, N.A.</td>
<td>President, Virginia National Bank and VNBTrust, N.A.</td>
<td>N/A</td>
<td>1% *</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Donna G. Shewmake</td>
<td>Charlottesville, VA</td>
<td>EVP &amp; General Counsel, and Secretary to the Board</td>
<td>EVP &amp; General Counsel, and Secretary to the Board, Virginia National Bank; Secretary to the Board, VNBTrust, N.A.</td>
<td>EVP &amp; General Counsel, and Secretary to the Board</td>
<td>N/A</td>
<td>1% *</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Gregory L. Wells</td>
<td>Charlottesville, VA</td>
<td>Executive of company operating fitness &amp; wellness centers</td>
<td>Director</td>
<td>Chief Executive Officer of: Legacy Management, Inc.; ACAC of Virginia, Inc.; ACAC of Richmond, Inc.; ACAC of Short Pump, Inc.; and ACAC, L.P. (all of Charlottesville, VA)</td>
<td>N/A</td>
<td>1% *</td>
<td>N/A</td>
<td>Jump Gardens, LLC 35% Jump Lynnhaven, LLC 25% Jump Lynchburg, LLC 25%</td>
</tr>
<tr>
<td>Bryan D. Wright</td>
<td>Charlottesville, VA</td>
<td>Attorney</td>
<td>Director</td>
<td>Principal and Owner, Law Offices of Bryan D. Wright; Chairman &amp; CEO, Bexar, LLC and WorldGen, LLC; Chairman &amp; General Manager, Kuhlmann Wilsdorf Motors, LLC; Director, EAS I P, LLC (all of Charlottesville, VA)</td>
<td>N/A</td>
<td>1% *</td>
<td>N/A</td>
<td>Law Offices of Bryan D. Wright 100% Bexar, LLC 100% WorldGen, LLC 100%</td>
</tr>
</tbody>
</table>
* Each of these individuals owns less than 1% of the common stock of Virginia National Bankshares Corporation.

NOTE: (4)(b) – Percentage of Voting Shares in Subsidiaries
Virginia National Bank is a wholly owned subsidiary of Virginia National Bankshares Corporation, and VNBTrust, N.A. is a wholly owned subsidiary of Virginia National Bank; therefore, there are no individuals or other entities with shares in the subsidiaries.