

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, 2018

Month / Day / Year

5493001AQ734BV16EM88

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

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.

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)

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.

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

Signature of Holding Company Director and Official

03/25/2019

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),

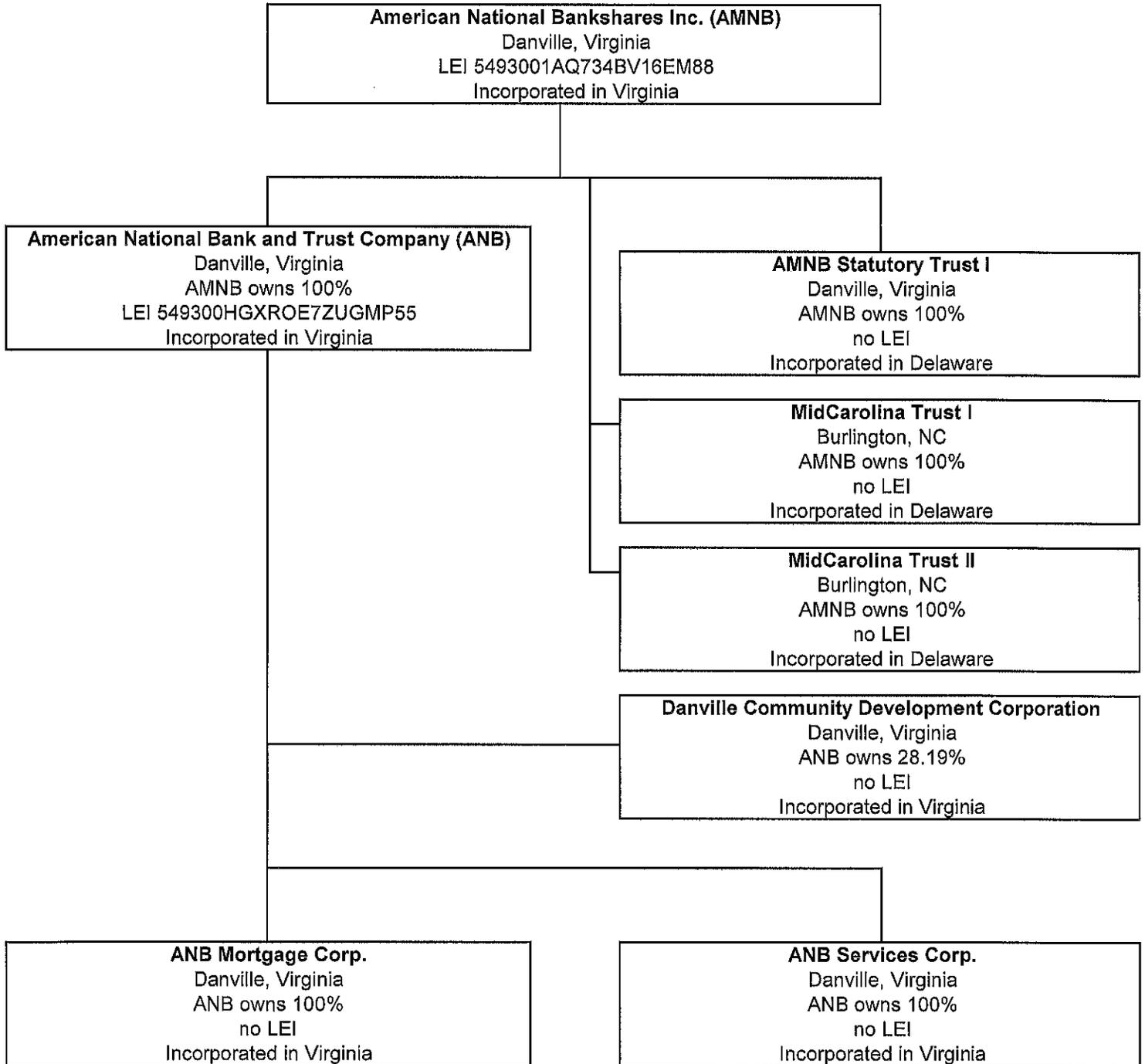
1. a letter justifying this request is being provided along with the report

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."

Report Item 2a: Organization Chart

Organizational Chart



Report Item 2b: Domestic Branch Listing

Branches A list of branches for your depositor, including AMERICAN NATIONAL BANK AND TRUST COMPANY (ID: 8530: 95977).
The following information is required for all branches: AMERICAN NATIONAL BANKS/SUBS: INC. (ID: 8530: 95977).
The data as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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 has been closed, enter "Close" in the Data Action column and the date of closure in the Effective Date column.
Delete: If a branch listed was never owned by this depositor 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, using scaling, and/or font sized down.

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, set 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://tools.frbatlantia.org/atlantia/frb/y10>.

* FDIC UNINUM, Office Number, and ID R5SD columns are for reference only. Verification of these values is not required.

Branch ID	Branch Name	Branch ID	FDIC UNINUM	Office Number	Head Office ID	Comments
95977	AMERICAN NATIONAL BANK AND TRUST COMPANY	VA	2621	Not Reported	95977	
2952292	BURLINGTON BRANCH	NC	2715	Not Reported	95977	
2952293	CHARLOTTE BRANCH	NC	2715	Not Reported	95977	
2952294	SOUTH MAIN STREET BR	NC	2725	Not Reported	95977	
367222	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367223	RUFORD COLLEGE BRANCH	NC	2749	Not Reported	95977	
367224	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367225	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367226	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367227	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367228	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367229	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367230	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367231	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367232	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367233	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367234	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367235	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367236	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367237	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367238	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367239	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367240	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367241	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367242	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367243	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367244	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
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367258	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367259	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367260	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
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367262	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
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367280	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
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367283	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
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367298	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367299	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367300	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367301	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367302	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367303	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367304	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
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367309	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
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367316	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
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367318	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367319	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367320	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367321	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
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367323	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367324	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367325	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
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367331	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367332	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
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367345	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367346	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
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367349	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367350	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367351	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367352	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367353	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
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367360	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
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367362	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367363	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367364	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367365	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367366	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367367	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367368	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367369	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367370	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367371	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367372	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367373	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367374	GREEN VALLEY BRANCH	NC	2749	Not Reported	95977	
367375	GREEN VALLEY BRANCH	NC	27			

Form FR Y-6
American National Bankshares Inc.
December 31, 2018

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 12-31-2018

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 12-31-2018

(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	623,737 7.2% - Common Stock	None		

Form FR Y-6
American National Bankshares Inc.
December 31, 2018

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)	0.25%	None	Blair Construction, Inc. 100% BMB, Inc. 100% Blair Holdings, 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)	1.30%	None	Brady & Crist Dentists, Inc. 67% Crist Properties 50%
Tammy M. Finley Roanoke, VA, USA	Auto Parts Executive	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.)	0.02%	None	N/A

Form FR Y-6
American National Bankshares Inc.
December 31, 2018

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)
Jeffrey V. Haley Danville, VA, USA	N/A	Director President & CEO	Director President & CEO (ANB)	N/A	0.62%	None	N/A
Michael P. Haley Martinsville, VA, USA	Advisor Transportation	Director	N/A	Retired Advisor (Fenway Partners, LLC) Retired Managing Director (Fenway Resources) Director (LifePoint Health, Inc.)	0.18%	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.)	0.09%	None	Excel Development Systems, Inc. 49%
F.D. Homaday, 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.)	0.33%	None	Knit Wear Fabrics, Inc. 50%
John H. Love Burlington, NC, USA	Insurance Broker	Director	N/A	President (W. E. Love & Associates, LLC) Member (J and K Love Enterprises, LLC)	0.25%	None	W. E. Love & Associates, LLC 25% J and K Love Enterprises, LLC 100%
Franklin W. Maddux, M.D. Danville, VA, USA	Physician	Director	N/A	EVP and Chief Medical Officer (Fresenius Medical Care North America) Director (Sound Physicians) Member (Deer Run Road, LLC and Yahootie LLC)	0.24%	None	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)	0.68%	None	Majors-Templeton Investments 50%
Edward C. Martin Roanoke, VA, USA	N/A	N/A	EVP & CCO (ANB)	N/A	0.02%	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)	0.35%	None	CLO, LLC 100%
Ronda M. Penn Raleigh, NC, USA	Financial Executive	Director	N/A	Chief Financial Officer (Plexus Capital, LLC)	0.06%	None	N/A

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(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)
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)	0.23%	None	DBP Properties, LLC 50%
John H. Settle, Jr. Danville, VA, USA	N/A	N/A	EVP & President of Trust and Investment Services (ANB)	N/A	0.03%	None	N/A
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.)	0.79%	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)	0.19%	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	0.29%	None	N/A

Note: ANB - American National Bank & Trust Company