

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.

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, Thomas F. Cherry

Name of the Holding Company Director and Official

Director and 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.

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

03/25/2019

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. _____

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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2018

Month / Day / Year

549300VFPZLNS1R0361

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

Reporter's Name, Street, and Mailing Address

C&F Financial Corporation

Legal Title of Holding Company

P.O. Box 391

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

West Point VA 23181

City State Zip Code

802 Main Street, West Point VA 23181

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jason E. Long SVP/CFO

Name Title

757/741-2204

Area Code / Phone Number / Extension

757/741-2871

Area Code / FAX Number

jlong@cffc.com

E-mail Address

www.cffc.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."

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.

NONE

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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Form FR Y-6

C&F Financial Corporation
West Point, Virginia
Fiscal Year Ending December 31, 2018

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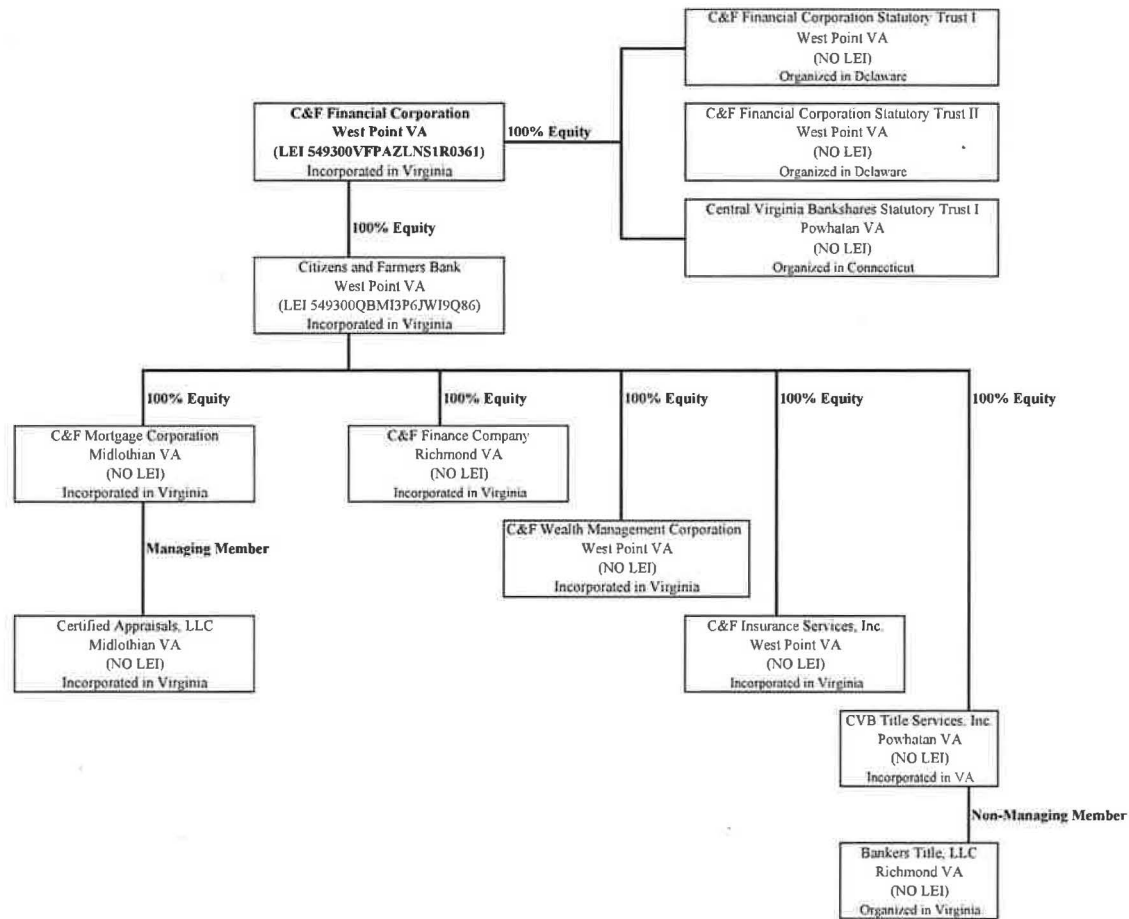
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West Point, Virginia
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ITEM 1: ANNUAL REPORT TO SHAREHOLDERS

A PDF of the C&F Financial Corporation 2018 Annual Report is attached hereto.

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C&F Financial Corporation
West Point, Virginia
Fiscal Year Ending December 31, 2018

ITEM 2a: ORGANIZATION CHART



Form FR Y-6
C&F Financial Corporation
West Point, Virginia
Fiscal Year Ending December 31, 2018

ITEM 2b: DOMESTIC BRANCH LISTING

Submitted via e-mail on March 14, 2019.

Results: A list of branches for your holding company: C&F FINANCIAL CORPORATION (2183493) of WEST POINT, VA.
The data are 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 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)	928421	CITIZENS AND FARMERS BANK	802 MAIN STREET	WEST POINT	VA	23181	KING WILLIAM	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	375138	CARTERSVILLE BRANCH	2288 CARTERSVILLE ROAD	CARTERSVILLE	VA	23027	CUMBERLAND	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	5211436	CHARLOTTESVILLE BRANCH	304 E MAIN STREET	CHARLOTTESVILLE	VA	22902	CHARLOTTESVILLE CITY	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3592074	CHESTER BRANCH	4820 WEST HUNDRED ROAD	CHESTER	VA	23831	CHESTERFIELD	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2705306	CUMBERLAND BRANCH	1422 ANDERSON HIGHWAY	CUMBERLAND	VA	23040	CUMBERLAND	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3592056	HAMPTON BRANCH	1927 C AND F DRIVE	HAMPTON	VA	23666	HAMPTON CITY	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3216240	MECHANICSVILLE OFFICE BRANCH	7021 MECHANICSVILLE TURNPIKE	MECHANICSVILLE	VA	23111	HANOVER	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3060316	ALVERSER OFFICE BRANCH	1400 ALVERSER DRIVE	MIDLOTHIAN	VA	23113	CHESTERFIELD	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3362322	BELLGRADE BRANCH	2500 PROMENADE PARKWAY	MIDLOTHIAN	VA	23113	CHESTERFIELD	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2124647	BRANDERMILL OFFICE	4901 MILLRIDGE PARKWAY	MIDLOTHIAN	VA	23112	CHESTERFIELD	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	1224241	MIDLOTHIAN BRANCH	13200 MIDLOTHIAN TURNPIKE	MIDLOTHIAN	VA	23113	CHESTERFIELD	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3234646	CITY CENTER BRANCH	698 TOWN CENTER DRIVE	NEWPORT NEWS	VA	23606	NEWPORT NEWS CITY	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	983822	NORGE OFFICE	7534 RICHMOND ROAD	NORGE	VA	23127	JAMES CITY	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	436823	POWHATAN BRANCH	2351 ANDERSON HIGHWAY	POWHATAN	VA	23139	POWHATAN	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	377225	PROVIDENCE FORGE BRANCH	3501 N COURTHOUSE DRIVE	PROVIDENCE FORGE	VA	23140	NEW KENT	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	376723	QUINTON OFFICE	2580 NEW KENT HIGHWAY	QUINTON	VA	23141	NEW KENT	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3570429	PATTERSON BRANCH	12308 PATTERSON AVENUE	RICHMOND	VA	23238	GOOCHLAND	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2359524	VARINA BRANCH	2651 NEW MARKET ROAD	RICHMOND	VA	23231	HENRICO	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2892058	WELLESLEY BRANCH	3490 LAUDERDALE DR	RICHMOND	VA	23233	HENRICO	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2861531	WEST BROAD BRANCH	6001 WEST BROAD ST	RICHMOND	VA	23294	HENRICO	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	866224	MIDDLESEX BRANCH	2608 GENERAL PULLER HIGHWAY	SALLIDA	VA	23149	MIDDLESEX	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3079993	SANDSTON OFFICE BRANCH	100 EAST WILLIAMSBURG ROAD	SANDSTON	VA	23150	HENRICO	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2634886	FOURTEENTH STREET OFFICE	415 14TH ST	WEST POINT	VA	23181	KING WILLIAM	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	2941565	JAMESTOWN BRANCH	1167 JAMESTOWN ROAD	WILLIAMSBURG	VA	23185	WILLIAMSBURG CITY	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	1226188	LONGHILL OFFICE	4780 LONGHILL ROAD	WILLIAMSBURG	VA	23188	JAMES CITY	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
OK		Full Service	3592065	RILN CREEK BRANCH	2900 GEORGE WASHINGTON MEMORIAL HIGHWAY	YORKTOWN	VA	23693	YORK	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	
Add		Limited Service		OPERATIONS CENTER	3600 LA GRANGE PARKWAY	TQANO	VA	23168	JAMES CITY	UNITED STATES	Not Required	Not Required	CITIZENS AND FARMERS BANK	928421	Electronic Banking

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C&F Financial Corporation
West Point, Virginia
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ITEM 3: SECURITIES HOLDERS – C&F FINANCIAL CORPORATION

- Item 3(1) 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.

NONE

- Item 3(2) List any securities holder not listed in section 3(1) above that owned or controlled 5 percent or more of any class of voting securities in the holding company during the fiscal year for which the report is being filed.

NONE

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ITEM 4: INSIDERS

The following tables show the stock ownership for the insiders of C&F Financial Corporation as of December 31, 2018.

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ITEM 4: INSIDERS – C&F FINANCIAL CORPORATION

(1) Name, 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	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of Other Companies in Which 25% or More of Voting Securities Are Held
Larry G. Dillon ¹ West Point, VA, USA	N/A	Chairman and Chief Executive Officer ²	Chairman & Chief Executive Officer (Citizens & Farmers Bank) Chairman (C&F Mortgage Corporation; C&F Finance Company Director (C&F Insurance Services, Inc.; C&F Wealth Management Corporation)	N/A	1.23%	None	None
Dr. Julie R. Agnew Williamsburg, VA, USA	College Professor	Director	Director (Citizens & Farmers Bank; C&F Mortgage Corporation; C&F Finance Company; C&F Wealth Management Corporation)	Richard C. Kraemer Term Professor of Finance and Economics – College of William & Mary Williamsburg, VA	0.03%	None	None
J.P. Causey Jr. West Point, VA, USA	Attorney-at Law	Director	Director (Citizens & Farmers Bank; C&F Mortgage Corporation; C&F Finance Company; C&F Wealth Management Corporation)	Self-employed Attorney-at-Law; Plan Administrator - Canal Corporation West Point, VA	0.76%	None	J.P. Causey, Attorney-at-Law (100%)
Barry R. Chernack Williamsburg, VA, USA	N/A	Director	Director (Citizens & Farmers Bank; C&F Mortgage Corporation; C&F Finance Company; C&F Wealth Management Corporation)	N/A	0.36%	None	None
Audrey D. Holmes Providence Forge, VA, USA	Attorney-at-Law	Director	Director (Citizens & Farmers Bank; C&F Mortgage Corporation; C&F Finance Company; C&F Wealth Management Corporation)	Attorney-at-Law - Audrey D. Holmes, Attorney-at-Law Sandston, VA	0.29%	None	Audrey D. Holmes, Attorney-at- Law (100%)

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ITEM 4: INSIDERS – C&F FINANCIAL CORPORATION (Continued)

(1) Name, 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	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of Other Companies in Which 25% or More of Voting Securities Are Held
James H. Hudson III West Point, VA, USA	Attorney-at-Law	Director	Director (Citizens & Farmers Bank; C&F Mortgage Corporation; C&F Finance Company; C&F Wealth Management Corporation; CVB Title Services, Inc.))	Attorney-at-Law – Hudson Law, PLC West Point, VA	0.34%	None	Hudson Law, PLC (100%) Godsey Homeplace, LLC (50%) Lantec, LLC (50%) Philtex, LLC (50%) Lighthouse Title Agency, LLC (50%)
Elizabeth R. Kelley West Point, VA, USA	Business and Management Consultant and Advisor	Director	Director (Citizens & Farmers Bank; C&F Mortgage Corporation; C&F Finance Company; C&F Wealth Management Corporation)	Managing Director/Co- Owner-Blue Heron Management LLC	0.03%	None	Blue Heron Management LLC (50%)
James T. Napier Midlothian, VA, USA	Real Estate Sales	Director	Director (Citizens & Farmers Bank; C&F Mortgage Corporation; C&F Finance Company; C&F Wealth Management Corporation))	President – Napier Realtors ERA Chesterfield County, VA	0.08%	None	RJNP, LLC (100%) Napier Realtors ERA (55%) Napier Family Investment, LLC (33.3%)
C. Elis Olsson West Point, VA, USA	Aviation	Director	Director (Citizens & Farmers Bank; C&F Mortgage Corporation; C&F Finance Company; C&F Wealth Management Corporation)	Vice President and Director of Operations – Martinair, Inc. Sandston, VA	0.30%	None	Romance LLC (50%)

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ITEM 4: INSIDERS – C&F FINANCIAL CORPORATION (Continued)

(1) Name, 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	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of Other Companies in Which 25% or More of Voting Securities Are Held
Paul C. Robinson Providence Forge, VA, USA	Real Estate Sales	Director	Director (Citizens & Farmers Bank; C&F Mortgage Corporation; C&F Finance Company; C&F Wealth Management Corporation)	President – Francisco, Robinson & Associates, Inc., Providence Forge, VA	0.37%	None	Francisco, Robinson & Associates, Inc. (100%) Quinton Property Associates (33%)
Thomas F. Cherry ¹ Williamsburg, VA, USA	N/A	Director, President & Secretary ²	Director, President & Secretary (C&F Bank) Director, & Secretary (C&F Finance Company) Director (C&F Insurance Services, Inc.; C&F Wealth Management Corporation.)	N/A	0.97%	None	None
Jason E. Long ¹ Williamsburg, VA, USA	N/A	Chief Financial Officer	Chief Financial Officer (Citizens & Farmers Bank)	N/A	0.10%	None	None
S. Dustin Crone ¹ Lanexa, VA, USA	Consumer Finance	N/A	Director & President (C&F Finance Company)	N/A	0.27%	None	None
Bryan E. McKernon ¹ Midlothian, VA, USA	Mortgage Banking	N/A	Director, President & Chief Executive Officer (C&F Mortgage Corporation) Director (Citizens & Farmers Bank)	N/A	0.38%	None	Deltaville Home LLC (50%) MF Investments LLC (50%) BM and LM Investments LLC (50%) Ridgeline LLC (33%)
John A. Seaman ¹ Richmond, VA, USA	Consumer and Commercial Lending	N/A	SVP/Chief Credit Officer-C&F Bank	N/A	.012%	None	Orchard Park Corporation (28%)

¹ Individual has been designated an “executive officer” of C&F Financial Corporation as defined by Rule 3b-7 of the Securities Exchange Act.

² On December 18, 2018, the Board of Directors of C&F Financial Corporation unanimously elected Mr. Cherry to the position of President and Chief Executive Officer of C&F Financial Corporation and Citizens & Farmers Bank, effective January 1, 2019. Mr. Dillon will remain an executive officer of the Corporation and the Bank serving as Executive Chairman of the Corporation’s Boards of Directors, effective January 1, 2019.