



**COPY**

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.

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.

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.

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

**December 31, 2015**

Month / Day / Year

None

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

I, **Peter J. Prickett**

Name of the Holding Company Director and Official

**Chairman of the Board, President and Director**

Title of the Holding Company Director and Official

**Reporter's Name, Street, and Mailing Address**

**First Menasha Bancshares, Inc.**

Legal Title of Holding Company

**550 South Green Bay Road**

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

**Neenah**

**WI**

**54956**

City

State

Zip Code

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.

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:**

**Michael W. Boettcher**

**Secretary and Treasurer**

Name

Title

**920-729-6944**

Area Code / Phone Number / Extension

**920-729-6999**

Area Code / FAX Number

**mboettcher@fnbfoxvalley.com**

E-mail Address

**www.fnbfoxvalley.com**

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

Signature of Holding Company Director and Official

**March 7, 2016**

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**

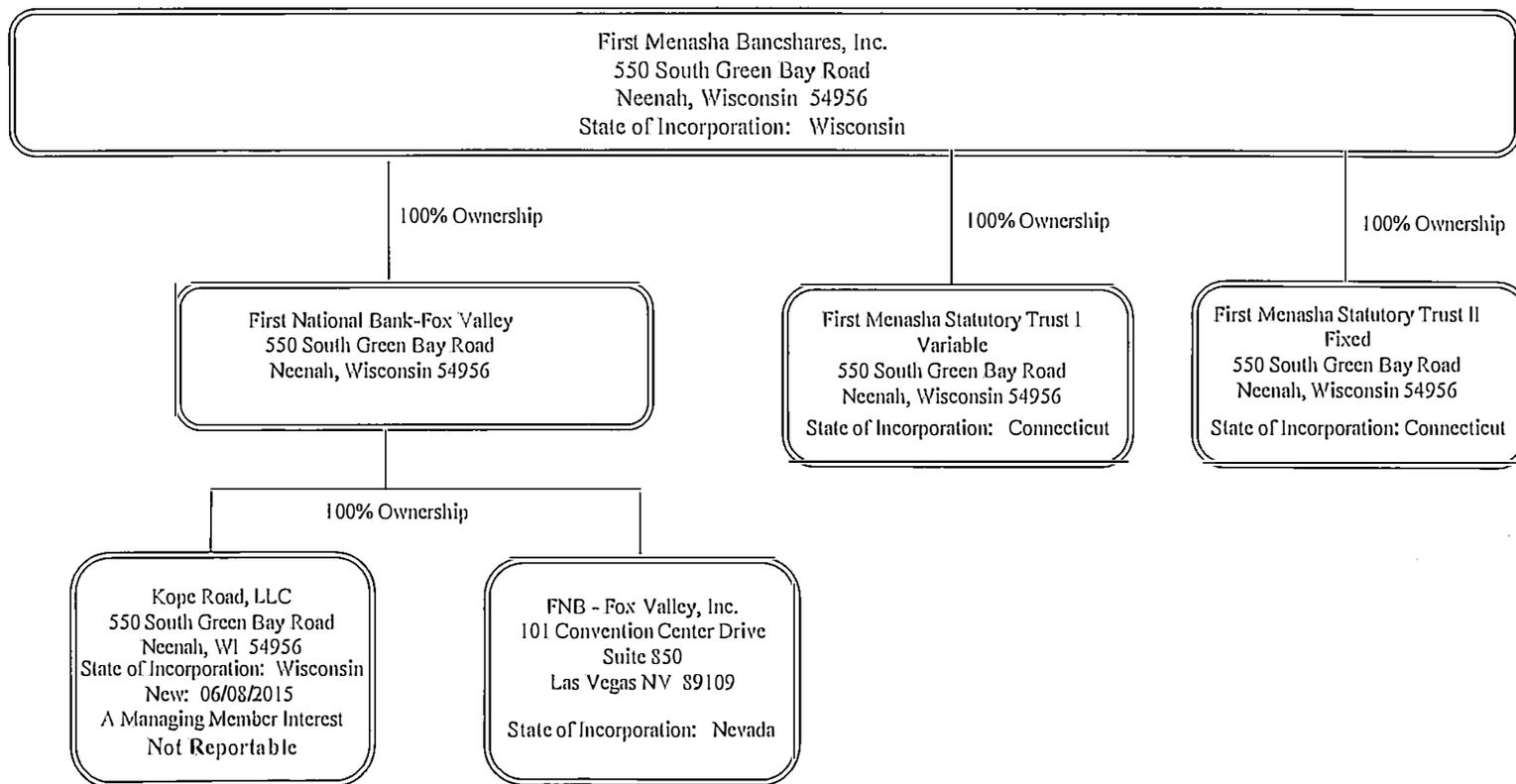
RSSD ID **1208876**  
 C.I. \_\_\_\_\_

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

First Menasha Bancshares, Inc.  
Neenah, Wisconsin  
Fiscal Year Ending December 31, 2015

(A Legal Entity Identifier (LEI) has not been issued for the Reporter or any of its related entities.)



Result: A list of branches for your depository institution: FIRST NATIONAL BANK - FOX VALLEY (ID\_RSSD: 675949).  
This depository institution is held by FIRST MENASHA BANCSHARES, INC. (1208876) of NEENAH, WI.  
The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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.

Notes

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>.

\* FDICUNINUM, 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	FDICUNINUM*	Office Number*	Head Office	Head Office ID RSSD*	Comments
OK		Full Service (Head Office)	675949	FIRST NATIONAL BANK - FOX VALLEY	550 SOUTH GREEN BAY ROAD	NEENAH	WI	54956	WINNEBAGO	UNITED STATES	3572	0	FIRST NATIONAL BANK - FOX VALLEY	675949	
OK		Full Service	3164314	APPLETON EAST BRANCH	3111A EAST CALUMET STREET	APPLETON	WI	54915	CALUMET	UNITED STATES	419947	3	FIRST NATIONAL BANK - FOX VALLEY	675949	
OK		Full Service	4791810	APPLETON NORTH BRANCH	835 WEST NORTHLAND AVENUE	APPLETON	WI	54914	OUTAGAMIE	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK - FOX VALLEY	675949	
OK		Full Service	3385034	MENASHA BRANCH	320 RACINE STREET	MENASHA	WI	54952	WINNEBAGO	UNITED STATES	207498	1	FIRST NATIONAL BANK - FOX VALLEY	675949	
OK		Full Service	3385025	OSHKOSH BRANCH	400 NORTH KOELLER STREET	OSHKOSH	WI	54902	WINNEBAGO	UNITED STATES	358706	2	FIRST NATIONAL BANK - FOX VALLEY	675949	

First Menasha Bancshares, Inc.  
 Neenah, Wisconsin  
 Fiscal Year Ending December 31, 2015

Report Item 3: Securities Holders

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote <u>as of</u> fiscal year ending 12-31-2015			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 <u>during</u> the fiscal year ending 12-31-2015		
(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
Oliver P. Smith Neenah, WI (USA)	USA	141,057 common shares (23.73%)	N/A		
First National Bank-Fox Valley Employee Stock Ownership Trust Neenah, WI (USA)	USA	43,060 common shares (7.24%)			
Castle Creek Cap Part V LP Rancho Santa Fe, CA (USA)	USA	58,797 common shares (9.89%)			
The Banc Funds Company Chicago, IL (USA)	USA	22,427 common shares (5.64%)			
Ancora Advisors LLC Brian R. Hopkins, Investment & Portfolio Mgr Cleveland, OH (USA)	USA	48,864 common shares (8.22%)			
US Treasury Department Small Business Lending Fund Washington, DC (USA)	USA	10,000 shares Senior Noncumulative Perpetual Preferred Stock, Series C - (0.00%)			

First Menasha Bancshares, Inc.  
Neenah, Wisconsin  
Fiscal Year Ending December 31, 2015

## Report Item 4: Insiders

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities in Bank Holding Company	Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	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)
Omar Atassi M.D. Neenah, WI (USA)	Physician	Director	Director, First National Bank-Fox Valley	Partner, Wisconsin Institute of Urology, LLC	0.34%	None	N/A
Anna Belyaev Western Springs, IL (USA)	Consultant	Director	Director, First National Bank-Fox Valley	Owner of Belyaev Consulting and INTJ Holdings LLC	1.03%	None	N/A
Robert D. Coglianese Oshkosh, WI (USA)	Executive	Director	Chairman of the Board of Directors, First National Bank-	Chief Operating Officer of Blended Waxes, Inc.	0.23%	None	N/A
Hallie A. Detjen Oshkosh, WI (USA)	Executive	Director	Director, First National Bank-Fox Valley	Vice President of Operations of ImproMed, LLC	0.08%	None	N/A
Marianne K. Dickson Green Bay, WI (USA)	Consultant	Director	Director, First National Bank-Fox Valley	Owner of Dickson Consulting Services, Inc.	0.00%	None	N/A
Robert J. Dusenberry Appleton, WI (USA)	Retired JC Penney District & Store Manager	Director	Director, First National Bank-Fox Valley	N/A	0.00%	None	N/A
Ancora Advisors LLC Brian R. Hopkins, Cleveland, OH (USA)	Investment & Portfolio Manager	Director	Director, First National Bank-Fox Valley	Director of Alternative Investment & Portfolio Manager of Ancora Advisors LLC	8.22%	None	N/A

Report Item 4: Insiders  
 (1)(a)(b)(c) and (2)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities in Bank Holding Company	Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	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)
Dustin J. McClone Menasha, WI (USA)	Executive	Director	Director, First National Bank-Fox Valley	Executive Vice President McClone Insurance Group	0.06%	None	N/A
Peter J. Prickett Oshkosh, WI (USA)	Executive	Chairman, Director, President & CEO	President/CEO First National Bank-Fox Valley	N/A	1.14%	None	None
William A. Raaths Menasha, WI (USA)	Executive	Director	Director, First National Bank-Fox Valley	Chairman of the Board Great Northern Corporation, Chairman of the Board Aurizon Ultrasonics	0.84%	None	N/A
Oliver P. Smith Neenah, WI (USA)	Information Technology Professional	Director	Director, First National Bank-Fox Valley	Project Manager Menasha Corporation	23.73%	None	N/A
<b>Officers</b>							
Michael W. Boettcher Oshkosh, WI (USA)	Executive	Secretary/Treasurer	Senior Vice President, CFO First National Bank-Fox Valley	N/A	0.24%	None	None
First National Bank-Fox Valley Employee Stock Ownership Trust Neenah, WI (USA)	Investor	Shareholder	Peter J. Prickett and Michael W. Boettcher, Trustees	N/A	7.24%	None	None