



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.

I, Roger Lehmann

Name of the Holding Company Director and Official

Chairman of the Board/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 individual consent to public release of all details in the report concerning that individual.

Roger Lehmann
 Signature of Holding Company Director and Official

March 17, 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 1209604
 C.I. _____

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

December 31, 2015

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Harvard Bancshares, Inc.

Legal Title of Holding Company

35 N Ayer Street. c/o The Harvard State Bank

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

Harvard	IL	60033
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Roger Lehmann **Chairman of BOD/Director**

Name Title

815-943-4407

Area Code / Phone Number / Extension

815-943-4759

Area Code / FAX Number

rlehmann@thehsb.com

E-mail Address

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

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

1209604

HARVARD BANCSHARES, INC.

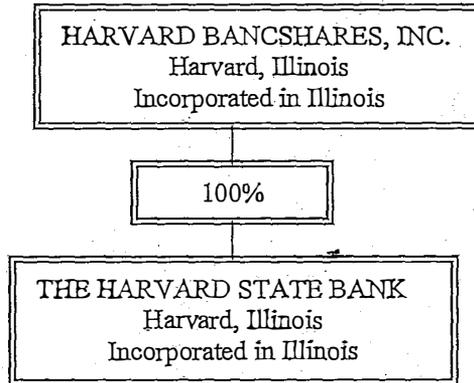
Year ended December 31, 2015

REPORT ITEMS

1) Bank holding company financial statements

- A) Harvard Bancshares, Inc., is not required to file with the Securities and Exchange Commission.
- B) Enclosed is a copy of the Annual Financial Report for Harvard Bancshares, Inc., for December 31, 2015 and 2014.

2) Organization chart



3) Shareholders – See attached schedule

4) Directors and executive officers – See attached schedule

NO Legal Entity Identifier (LEI) to report

Results: A list of branches for your depository institution: HARVARD STATE BANK, THE (ID_RSSD: 800134).
 This depository institution is held by HARVARD BANCSHARES, INC. (1209694) of HARVARD, IL.
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

Reconciliation - Transition 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)	800134	HARVARD STATE BANK, THE	33 NORTH AYER STREET	HARVARD	IL	60033	MCHENRY	UNITED STATES	5812	0	HARVARD STATE BANK, THE	800134	
OK		Full Service	242963	1265 SOUTH DIVISION STREET BRANCH	1265 SOUTH DIVISION STREET	HARVARD	IL	60033	MCHENRY	UNITED STATES	219390	1	HARVARD STATE BANK, THE	800134	
OK		Full Service	878834	9605 MAIN STREET OFFICE	9605 MAIN STREET	HEBRON	IL	60031	MCHENRY	UNITED STATES	6161	2	HARVARD STATE BANK, THE	800134	
OK		Limited Service	2090489	FIFTH STREET BRANCH	500 WEST WASHINGTON STREET	OREGON	IL	61061	OGLE	UNITED STATES	233644	4	HARVARD STATE BANK, THE	800134	
OK		Full Service	3950937	OREGON BRANCH	101 SOUTH 4TH STREET	OREGON	IL	61061	OGLE	UNITED STATES	9643	3	HARVARD STATE BANK, THE	800134	
OK		Full Service	3508114	EAST ROCKFORD BRANCH	2470 EASTROCK DRIVE	ROCKFORD	IL	61108	WINNEBAGO	UNITED STATES	233647	6	HARVARD STATE BANK, THE	800134	

FR Y-6

Harvard Bancshares, Inc.
Harvard, IL
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 end				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			
(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	
Roger Lehmann Harvard, IL, USA	USA	790 - 2.93% Common Stock	*	Mark W Lehmann Belle Mead, NJ, USA	USA	165 - 0.61% Common Stock	*
Elizabeth Lehmann Harvard, IL, USA	USA	2,520 - 9.33% Common Stock	*				
Phillip J. Lehmann Harvard, IL, USA	USA	206 - 0.76% Common Stock	*				
SunHee Lehmann Belle Mead, NJ, USA	USA	165 - 0.61% Common Stock	*				
Waldon W & Dorothy Steiner Family Trust, Waldon & Dorothy Steiner Trustees Santa Barbara, CA, USA	USA	2,430 - 9.00% Common Stock					
Janice M Olbrich Harvard, IL, USA	USA	140 - 0.52% Common Stock	**				

William H Olbrich Harvard, IL, USA	USA	1,320 - 4.89% Common Stock	**
Leonard Beetstra Harvard, IL, USA	USA	779 - 2.88% Common Stock	***
Marion Beetstra Harvard, IL, USA	USA	611 - 2.27% Common Stock	***
John Shippee Lafayette, IN, USA	USA	1,230 - 4.55% Common Stock	****
Carolyn Shippee Lafayette, IN, USA	USA	1,227 - 4.54% Common Stock	****

- * - Familial relationship
- ** - Familial relationship
- *** - Familial relationship
- **** - Familial relationship

FR Y-6

Harvard Bancshares, Inc.
Harvard, IL
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 Holding Company	Title & Position with 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 Holding Company	Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	List names or other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Roger Lehmann Harvard, IL, USA	N/A	Chairman of the Board and Director	Chairman of the Board, Asst Trust Officer, and Director	Partner - H&L Partnership; Roger Lehmann Limited Partnership	2.93%	None	None
Elizabeth Lehmann Harvard, IL, USA	None	None	None	Partner - H&L Partnership; Roger Lehmann Limited Partnership	9.33%	None	None
Phillip J. Lehmann Harvard, IL, USA	N/A	President and Director	President and Director	None	0.76%	None	40% Roger L Lehmann Limited Partnership
SunHee Lehmann Belle Mead, NJ, USA	Patent Lawyer	None	None	Patent Attorney Heinkel	0.61%	None	None
William H Olbrich Harvard, IL, USA	Grain and Dairy Farmer	Vice-President and Director	Director	Olbrich Family Farm	4.89%	None	100% Olbrich Family Farm

Donald Ahrens Shawnee, IL, USA	Vegetable Farmer	Director	Director	None	1.28%	None	None
Anton Stricker Harvard, IL, USA	Semi-retired Land Developer	Director	Director	Owner - Practical Baker	0.15%	None	100% Practical Baker
Christopher Mueller Oregon, IL, USA	Financial Rep Ins Co	Director	Director	Financial Rep Ins	0.15%	None	50% C&G Enterprise
Gary M Edgeton Harvard, IL, USA	N/A	None	Vice President and Cashier	None	0.06%	None	None
Jay K. Filler, Jr. Marengo, IL, USA	Attorney	Director	Director	Owner Filler and Associates	0.15%	None	100% Filler and Associates
Sheila Henson Harvard, IL, USA	Executive Director	Director	Director	Owner Brown Bear Daycare and Learning Center	0.15%	None	100% Brown Bear Daycare and Learning Center

** Note: Although Elizabeth Lehmann and SunHee Lehmann are not directors or officers of the holding company, information must be provided because they have a familial relationship to Roger Lehmann.