

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 3(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), 802, 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):
September 27, 2015

Month / Day / Year

549300ZS7V273ZB08B93

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

I, Michael D. Skokan

Reporter's Name, Street, and Mailing Address

Name of the Holding Company Director and Official

Hy-Vee, Inc.

EVP, Chief Financial Officer, Treasurer, Director

Legal Title of Holding Company

Title of the Holding Company Director and Official

5820 Westown Parkway

I 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.

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

West Des Moines IA 50266

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Scott Copeland

Asst. Dir., Fin. Reporting

Name

Title

515-267-7727

Area Code / Phone Number / Extension

515-559-2447

Area Code / FAX Number

SCopeland@hy-vee.com

E-mail Address

[Signature]

Signature of Holding Company Director and Official

12/19/2015

www.hy-vee.com

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

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.

1200852

Does the reporter request confidential treatment for any portion of this submission?

- Yes Please identify the report items to which this request applies:
Various, see attached letter
- 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

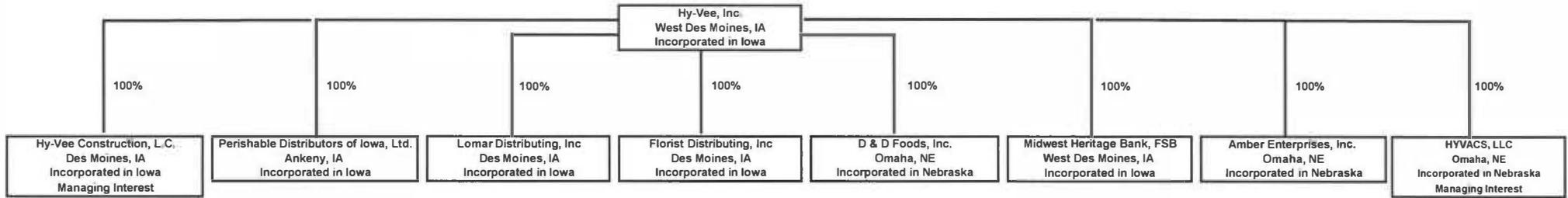
Form FR Y-6

Hy-Vee, Inc.
West Des Moines, IA
Fiscal Year Ending September 27, 2015

Report Item

1: The savings and loan holding company prepares an annual report for its stockholders and is not registered with the SEC
As specified by the responsible Reserve Bank, copies are enclosed

2a: Organizational Chart



Limited Liability Companies



Results: A list of branches for your depository institution: MIDWEST HERITAGE BANK FSB (ID_RSSD: 203043).
 This depository institution is held by HY-VEE INC (1200852) of WEST DES MOINES, IA.
 The data are as of 09/30/2015. Data reflects information that was received and processed through 10/06/2015.

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)	203043	MIDWEST HERITAGE BANK FSB	3580 EP TRUE PARKWAY	WEST DES MOINES	IA	50265	POLK	UNITED STATES	2928	0	MIDWEST HERITAGE BANK FSB	203043	
OK		Full Service	4154705	EAST AMES HY-VEE BRANCH	640 LINCOLN WAY	AMES	IA	50010	STORY	UNITED STATES	203687	6	MIDWEST HERITAGE BANK FSB	203043	
OK		Full Service	3845903	CHARITON BRANCH	1205 BRADEN	CHARITON	IA	50049	LUCAS	UNITED STATES	495014	14	MIDWEST HERITAGE BANK FSB	203043	
OK		Full Service	4154732	FLEUR DRIVE HY-VEE BRANCH	4605 FLEUR DRIVE	DES MOINES	IA	50321	POLK	UNITED STATES	491814	13	MIDWEST HERITAGE BANK FSB	203043	
OK		Full Service	4154675	URBANDALE HY-VEE BRANCH	8601 DOUGLAS AVENUE	URBANDALE	IA	50322	POLK	UNITED STATES	359059	10	MIDWEST HERITAGE BANK FSB	203043	
Close	5/1/2015	Full Service	4154648	MILLS CIVIC HY-VEE BRANCH	555 SOUTH 51 STREET	WEST DES MOINES	IA	50265	POLK	UNITED STATES	456803	12	MIDWEST HERITAGE BANK FSB	203043	
OK		Full Service	4154657	WEST LAKES HY-VEE BRANCH	1725 JORDAN CREEK PARKWAY	WEST DES MOINES	IA	50266	DALLAS	UNITED STATES	203688	7	MIDWEST HERITAGE BANK FSB	203043	
OK		Full Service	4154666	WINDSOR HEIGHTS HY-VEE BRANCH	7101 UNIVERSITY AVENUE	WINDSOR HEIGHTS	IA	50324	POLK	UNITED STATES	203686	5	MIDWEST HERITAGE BANK FSB	203043	

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Hy-Vee, Inc.
West Des Moines, IA
Fiscal Year Ending September 27, 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 09/27/2015</u> .			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 09/27/2015.		
(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
Hy-Vee Employees Trust*	USA	3,028,000 shares or 14.80% <i>Common Stock</i>	N/A	N/A	N/A
<p>* - All of Hy-Vee's eligible employees that participate in the 401(k) plan own a portion of Hy-Vee's stock through this employee trust. It is not one specific individual, but rather a trust managed by Principal Global Investors, who is selected by Hy-Vee's Investment Committee (made up of eight individuals that are all part of the Board of Directors)</p> <p>Investment Committee Randall B. Edeker Chairman of the Board, Chief Executive Officer, President Anthony S. McCann Vice Chairman; Executive Vice President, Chief Administrative Officer, Director Sheila M. Laing Executive Vice President, Human Resources, Chief Customer Officer, Director Jay T. Marshall Executive Vice President, Operations, Eastern Region, Director Michael D. Skokan Executive Vice President, Chief Financial Officer, Treasurer, Director Thomas E. Watson Executive Vice President, Chief Retail Officer, Director Jon S. Wendel Executive Vice President, Chief Merchandising Officer, Director Michael P. Jurgens Senior Vice President, Secretary, General Counsel, Director</p>					

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Hy-Vee, Inc.
West Des Moines, IA
Fiscal Year Ending September 27, 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 of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Randall B Edeker	N/A	Chairman of the Board, Chief Executive Officer, President	N/A	N/A	0.7842%	N/A	N/A
Anthony S McCann	N/A	Vice Chairman, Executive Vice President, Chief Administrative Officer, Director	N/A	N/A	0.9758%	N/A	N/A
Sheila M Laing	N/A	Executive Vice President, Human Resources, Chief Customer Officer, Director	N/A	N/A	0.1553%	N/A	N/A
Jay T Marshall	N/A	Executive Vice President, Operations, Eastern Region, Director	N/A	N/A	0.3359%	N/A	N/A
Michael D Skokan	N/A	Executive Vice President, Chief Financial Officer, Treasurer, Director	N/A	N/A	0.3104%	N/A	N/A
Thomas E Watson	N/A	Executive Vice President, Chief Retail Officer, Director	N/A	N/A	0.6954%	N/A	N/A
Jon S Wendel	N/A	Executive Vice President, Chief Merchandising Officer, Director	N/A	N/A	0.8715%	N/A	N/A
Darren J Baty	N/A	Senior Vice President, Chief Information Officer	N/A	N/A	0.4064%	N/A	N/A
Brett D Bremser	N/A	Senior Vice President, Operations, Western Region	N/A	N/A	0.1921%	N/A	N/A
Laura S Fulton	N/A	Senior Vice President, Operations, Northern Region	N/A	N/A	0.5725%	N/A	N/A
Jeremy G Gosch	N/A	Senior Vice President, Merchandising	N/A	N/A	0.0658%	N/A	N/A
Michael P Jurgens	N/A	Senior Vice President, Secretary, General Counsel, Director	N/A	N/A	0.0800%	N/A	N/A
Karl J Kruse	N/A	Senior Vice President, Supply Chain	N/A	N/A	0.3081%	N/A	N/A
Jeffrey A. Markey	N/A	Senior Vice President, Store Development, Director	N/A	N/A	0.0748%	N/A	N/A
Donna M Twesten	N/A	Senior Vice President, Chief Marketing Officer, Director	N/A	N/A	0.0472%	N/A	N/A
Michael R. Agostino	N/A	Vice President, Hy-Vee, Inc / President, Amber Pharmacy	N/A	N/A	0.0173%	N/A	N/A
Denise E Brodenck	N/A	Vice President, Education & Training	N/A	N/A	0.0312%	N/A	N/A
Kevin M. Dougan	N/A	Vice President, Procurement	N/A	N/A	0.0112%	N/A	N/A
Robert G Egeland	N/A	Vice President, Pharmacy	N/A	N/A	0.3413%	N/A	N/A
Patnck R Hensley	N/A	Vice President, Government Affairs/Business Innovations	N/A	N/A	0.5188%	N/A	N/A
Wendy A. Hiatt	N/A	Vice President, Brand & Image Marketing	N/A	N/A	0.0045%	N/A	N/A
Tod B Hockenson	N/A	Vice President, Distribution	N/A	N/A	0.1449%	N/A	N/A
Jennifer L. Kopnva	N/A	Vice President, Private Brands	N/A	N/A	0.1670%	N/A	N/A
Brandon L. Lampkin	N/A	Vice President, General Merchandise/HBC	N/A	N/A	0.0439%	N/A	N/A
Matthew T. Ludwig	N/A	Vice President, Merchandising/Advertising	N/A	N/A	0.1451%	N/A	N/A
Matthew A. Nannen	N/A	Vice President, Advertising & Marketing	N/A	N/A	0.0276%	N/A	N/A
Kevin A. Reeve	N/A	Vice President, Accounting, Controller	N/A	N/A	0.6423%	N/A	N/A
Kevin T. Sherlock	N/A	Vice President, Food Service Operations	N/A	N/A	0.4004%	N/A	N/A
Nathan R. Stewart	N/A	Vice President, Penshables	N/A	N/A	0.1092%	N/A	N/A
Daniel W. Wampler	N/A	Vice President, Supply Chain	N/A	N/A	0.3277%	N/A	N/A
Knstin K. Williams	N/A	Vice President, Health/Wellness, Deputy Vice President, Pharmacy	N/A	N/A	0.1025%	N/A	N/A
Timothy M. Cemin	N/A	District Vice President, Eastern District, Director	N/A	N/A	0.0337%	N/A	N/A
Shane M. Conger	N/A	Director	N/A	N/A	0.0398%	N/A	N/A
Joel D. Flug	N/A	Director	N/A	N/A	0.2135%	N/A	N/A
Scott D. James	N/A	Director	N/A	N/A	0.1924%	N/A	N/A
Scott A. Johnson	N/A	Director	N/A	N/A	0.0290%	N/A	N/A
Tarci L. Slaybaugh	N/A	Director	N/A	N/A	0.4695%	N/A	N/A
Gregory A. Wery	N/A	Director	N/A	N/A	0.1436%	N/A	N/A