

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

N/A

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

Reporter's Name, Street, and Mailing Address

Athens Bancorp, Inc.

Legal Title of Holding Company

200 North West Street

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

Athens

IL

62613

City

State

Zip Code

N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

John L. Leinberger

President

Name

Title

217-632-2100

Area Code / Phone Number / Extension

217-632-2106

Area Code / FAX Number

JLeinberger@AthensStateBank.com

E-mail Address

N/A

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

I, **John L. Leinberger**

Name of the Holding Company Director and Official

President

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.

John L. Leinberger, President

Signature of Holding Company Director and Official

2/17/16

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.

1406971

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

Form FR Y-6
ATHENS BANCORP, INC.
Athens, IL
Year Ended December 31, 2015

Report Item 1a: Form 10K Filed with the Securities and Exchange Commission

The Bank Holding Company is not registered with the SEC.

Report Item 1b: Financial Statements

See attached financial statements.

Report Item 2a: Organization Chart

Athens Bancorp, Inc.
Athens, Illinois
Incorporated in Delaware
LEI: N/A

Athens State Bank
Athens, Illinois
100%
direct ownership
Incorporated in Illinois
LEI: N/A

Report Item 2b: List of Domestic Branches

List of Domestic Branches was emailed to the Federal Reserve Bank of Chicago on 01/11/2016.

Results: A list of branches for your depository institution: **ATHENS STATE BANK (ID_RSSD: 924937)**.
 This depository institution is held by **ATHENS BANCORP, INC. (3406971)** of **ATHENS, IL**.
 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.

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	FDICUNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK	12/31/2015	Full Service (Head Office)	924937	ATHENS STATE BANK	200 NORTH WEST STREET	ATHENS	IL	62613	MENARD	UNITED STATES	6156	0	ATHENS STATE BANK	924937	
OK	12/31/2015	Full Service	3657478	420 EAST SANGAMON OFFICE	420 EAST SANGAMON	PETERSBURG	IL	62675	MENARD	UNITED STATES	465463	2	ATHENS STATE BANK	924937	
OK	12/31/2015	Full Service	4352341	NEW SALEM OFFICE	14202 STATE HIGHWAY 97	PETERSBURG	IL	62675	MENARD	UNITED STATES	517806	3	ATHENS STATE BANK	924937	
OK	12/31/2015	Full Service	2304261	SPRINGFIELD OFFICE	6530 NORTH STATE ROUTE 29	SPRINGFIELD	IL	62707	SANGAMON	UNITED STATES	220733	1	ATHENS STATE BANK	924937	

Form FR Y-6
ATHENS BANCORP, INC.
Athens, IL
Year Ended December 31, 2015

Report Item 3(1): Shareholders

There were two shareholders who owned 5% or more of the outstanding common stock of Athens Bancorp, Inc. as of 12/31/2015. They are as follows:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Shares Owned</u>	<u>Percentage</u>
Michelle Nix Chatham, IL	USA	2,400	9.21%
Todd Brewer Dubuque, IA	USA	2,400	9.21%

There are no warrants or other securities or rights that can be converted into or exercised for voting securities.

There are no employee benefit plans that are bank holding companies.

Report Item 3(2):

Security holders not listed in 3(1) that had ownership, control, or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2015:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Shares Owned</u>
N/A		

Form FR Y-6
ATHENS BANCORP, INC.
Athens, IL
Year Ended December 31, 2015

Report Item 4: Insiders

Name and Address	Principal Occupation	Title and Position			Percentage of Common Stock Owned		
		Bank Holding Company	Subsidiaries	Other Businesses	Bank Holding Company	Subsidiaries	Other Companies (if 25% or more voting securities)
K. Dean Baugher Athens, Illinois, USA	Farmer	Chairman of the Board and Director	Chairman of the Board and Director	RCM Co-Op President	3.83%	None	Fancy Prairie Enterprises - 100%
Richard S. Dennis Petersburg, Illinois, USA	Retired	Director	Director	None	1.00%	None	None
William C. Engel Springfield, Illinois, USA	Brandt Consolidated, Inc.	Director	Director	Brandt Consolidated Inc, VP and Director	1.53%	None	None
L. David Evers Greenview, IL, USA	Farmer	Director	Director	Eastview Farm, Inc President Evers Farm, Inc	1.15%	None	None
Steven W. Johnson Athens, IL, USA	Insurance	Director	Director, Vice Chairman	Financial Security Solutions, Inc President	1.69%	None	None
Robert W. Zook Athens, Illinois, USA	Farmer	Director	Director	None	4.79%	None	None
John L. Leinberger Petersburg, IL	President/CEO	President/CEO Director	President/CEO Director	None	1.72%	None	None