

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.

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.

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.

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

December 31, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, Suzan Farr

Name of the Holding Company Director and Official

President/CFO

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.

Fidelity Bancshares, Inc

Legal Title of Holding Company

P.O. Box 5540

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

Waco TX 76708

City State Zip Code

1901 W. Lake Shore Dr., Waco, TX 76708

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:

Sada Moon VP/Cashier

Name Title

254-296-5538

Area Code / Phone Number / Extension

254-755-6697

Area Code / FAX Number

smoon@fbot.com

E-mail Address

www.fbot.com

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

*Suzan Farr*

Signature of Holding Company Director and Official

3-7-17

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. \_\_\_\_\_

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."			

## FIDELITY BANCSHARES INC.

Report Item 1

Annual Report to Shareholders

### STATEMENT OF CONDITION

	DEC 31, 2015	DEC 31, 2016
<b>Non-Current Assets</b>		
Cash	\$ 29,938.03	\$ 61,173.03
Bank Stock - FSB Central Texas	\$ 134,160.00	\$ 134,160.00
Investment In Subsidiary	\$ 12,742,536.46	\$ 13,643,525.00
Goodwill	\$ 521,402.60	\$ 521,402.60
Accumulated Amortization of Goodwill	\$ (229,584.00)	\$ (229,584.00)
FIT Receivable from Subsidiary	\$ -	\$ -
Total Non-Current Assets	\$ 13,198,453.09	\$ 14,130,676.63
Total Assets	\$ 13,198,453.09	\$ 14,130,676.63
 <b>Current Liabilities</b>		
Loan Payable	\$ -	\$ -
Total Current Liabilities	\$ -	\$ -
 <b>Non-Current Liabilities</b>		
FIT Payable to IRS	\$ -	\$ 12,240.00
Total Non-Current Liabilities	\$ -	\$ 12,240.00
Total Liabilities	\$ -	\$ 12,240.00
 <b>Capital/Owner's Equity</b>		
Common Stock - No Par 3000 Shares	\$ 246,462.00	\$ 246,462.00
Additional Paid-In Capital	\$ 2,406,245.00	\$ 2,406,245.00
Retained Earnings	\$ 9,516,371.69	\$ 10,542,809.49
Unrealized G/L on AFS Securities	\$ 2,936.60	\$ (255.22)
Net Income (Loss)	\$ 1,026,437.80	\$ 923,175.36
Total Capital/Owner's Equity	\$ 13,198,453.09	\$ 14,118,436.63
Total Liabilities and Capital	\$ 13,198,453.09	\$ 14,130,676.63

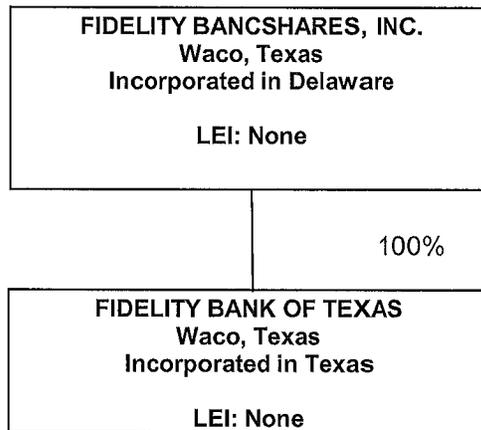
### INCOME STATEMENT

	DEC 31, 2015	DEC 31, 2016
<b>Revenues</b>		
Other Income	\$ -	\$ -
Dividend Income - FBOT	\$ -	\$ -
Dividend Income - Other	12,000.00	36,000.00
Equity in Earnings of Sub (Less Divd)	\$ 1,022,952.80	\$ 904,180.36
Total Revenues	\$ 1,034,952.80	\$ 940,180.36
 <b>Expenses</b>		
Interest Expense - Note		
Interest Expense - Other		
Legal & Professional Fees	\$ 5,950.00	\$ 5,950.00
Franchise Tax Expense	\$ 865.00	\$ 833.00
Miscellaneous Expense		
Total Expenses	\$ 6,815.00	\$ 6,783.00
Net Income Before Tax	\$ 5,185.00	\$ 29,217.00
FIT Expense	\$ 1,700.00	\$ 10,222.00
Net Income After Tax	\$ 1,026,437.80	\$ 923,175.36

Report Item 2a: Organizational Chart

Form FR Y-6

**FIDELITY BANCSHARES, INC.**  
Waco, Texas  
Fiscal Year Ending December 31, 2016



Results: A list of branches for your holding company: FIDELITY BANCSHARES, INC. (1108501) of WACO, TX.  
The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

**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)	741068	FIDELITY BANK OF TEXAS	1901 W LAKE SHORE DRIVE	WACO	TX	76708	MCLENNAN	UNITED STATES	14840	0	FIDELITY BANK OF TEXAS	741068	
OK		Full Service	203360	ROBINSON BRANCH	410 S ROBINSON DR	ROBINSON	TX	76706	MCLENNAN	UNITED STATES	32165	1	FIDELITY BANK OF TEXAS	741068	

**FORM FR Y6**  
**FIDELITY BANCSHARES, INC.**  
Fiscal Year Ending December 31, 2016

Report Item 3: Securities holders  
(1)(a)(b)(c) and (2)(a)(b) c

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2016			Securities holders not listed in 3(1) that had ownership, control or holdings of 5% or more with power to vote as of December 31, 2016		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Voting Securities
H. T. Strasburger Temple, Texas, USA	USA	1551.9 - 51.73% Common Stock	N/A		
Strasburger Enterprises, Inc. Temple, Texas, USA	USA	650.4 - 21.68% Common Stock			
4SK, L.P. Temple, Texas, USA	USA	320.7 - 10.69% Common Stock			
Roy Strasburger Temple, Texas, USA	USA	113.7 - 3.79% Common Stock			
Gregg Strasburger Temple, Texas, USA	USA	113.7 - 3.79% Common Stock			
Sharon Strasburger-Ingram Temple, Texas, USA	USA	113.4 - 3.78% Common Stock			
Susan Strasburger-Vick Temple, Texas, USA	USA	113.4 - 3.78% Common Stock			

Form FR Y-6  
**FIDELITY BANCSHARES, INC.**  
Fiscal Year Ending December 31, 2016

Report Item 4: Insiders

(1) Name, City, State, Country	(2) Principal Occ if other than Bank Holding Co.	(3) (a) Title or Position w/ BHC	(3) (b) Title & Position w/Subs (Inc names of subs)	(3) (c) Title & Position w/Other Bus. (Inc names of other businesses)	(4) (a) % of Voting Shares in BHC	(4) (b) % of Voting Shares Subs.	(4) (c) Names of other co. If 25% or more held
H. T. Strasburger Temple, Texas, USA	Investor	Director-Fidelity Bancshares, Inc.	Director-Fidelity Bank of Texas	Partner-T & S Partners Gen. Mgr./ VP-Strasburger Ent. Inc General Partner-4SK, L.P. Gen/LTD Partner-T & S Real Prop., LTD Member-Tuition, LLC President-T&S Inc. Owner-HTS Financial, LLC Owner-HTS Irrevocable Asset Trust	51.73%	None	T & S Partners-51% T & S Real Property-49.50% Tuition, LLC-100% T&S Inc.-100% HTS Financial, LLC-100% HTS Irrevocable Asset Trust 100%
Strasburger Enterprises, Inc. Temple, Texas, USA	Real Estate Investments	N/A	N/A	N/A	21.68%	None	None
4SK, LP Temple, Texas, USA	Partnership	N/A	N/A	N/A	10.69%	None	None
Gregg Strasburger Temple, Texas, USA	Manufacturing-Sprayer Valves	Chairman/Director-Fidelity Bancshares, Inc.	Chairman/Director-Fidelity Bank of Texas	Owner/Pres.- GSI Vice Pres. Strasburger Ent. Inc. President-Mega Travel Partner-4SK, L.P. Owner/Pres.-Texas industrial Remcor Owner-Lipan Creek Ranch Pres.-GSF Properties, LLC	3.79%	None	GSI-100%    Texas Remcor 100% Lipan Creek Ranch-100% GSF Properties, LLC-27%
Susan Strasburger-Vick Temple, Texas, USA	Investor	Director-Fidelity Bancshares, Inc.	Director-Fidelity Bank of Texas	Vice Pres.-Strasburger Ent, Inc. Partner- 4SK, L.P. Trustee-Strasburger Vick Family Trust Owner-Purple Dirt Investments	3.78%	None	None Strasburger Vick Family Trust 100% Purple Dirt Investments 50%
Roy Strasburger Temple, Texas, USA	Investor	Advisory Director-Fidelity Bancshares, Inc.	Advisory Director-Fidelity Bank of Texas	Vice Pres.-Strasburger Ent., Inc. Partner-4SK L.P.	3.79%	None	None
Sharon Strasburger-Ingram Temple, Texas, USA	Investor/Attorney	Director-Fidelity Bancshares, Inc.	Director-Fidelity Bank of Texas	Vice Pres.-Strasburger Ent., Inc. Partner-4SK L.P. Trustee-Ingram Family Irrevocable Trust	3.78%	None	None  Ingram Family Irrevocable Family Trust 66.6%
Suzan Farr Waco, Texas, USA	Banker	Director-Fidelity Bancshares, Inc. President/CFO-Fidelity Bancshares, Inc.	Director-Fidelity Bank of Texas President-Fidelity Bank of Texas	N/A	0.00%	None	None
Krista Henkelman Waco, Texas, USA	Banker	Secretary-Fidelity Bancshares, Inc.	AVP/Asst. Cashier-Fidelity Bank of TX	N/A	0.00%	None	None
Sada Moon Waco, Texas, USA	Banker	Treasurer - Fidelity Bancshares, Inc	VP/Cashier - Fidelity Bank of TX	N/A	0.00%	None	None