

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):

12/31/2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Icon Capital Corporation

Legal Title of Holding Company

7908 N. Sam Houston Pkwy W, #100

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

Houston

Texas

77064

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Tracy Hale

Corporate-VP

Name

Title

281-517-2445

Area Code / Phone Number / Extension

281-517-2499

Area Code / FAX Number

thale@iconbanktx.com

E-mail Address

N/A

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

I, Mark S. Reiley

Name of the Holding Company Director and Official

CEO & Chairman

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.

Signature of Holding Company Director and Official

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."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

N/A

Legal Title of Subsidiary Holding Company

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

City State  Zip Code

Physical Location (if different from mailing address)

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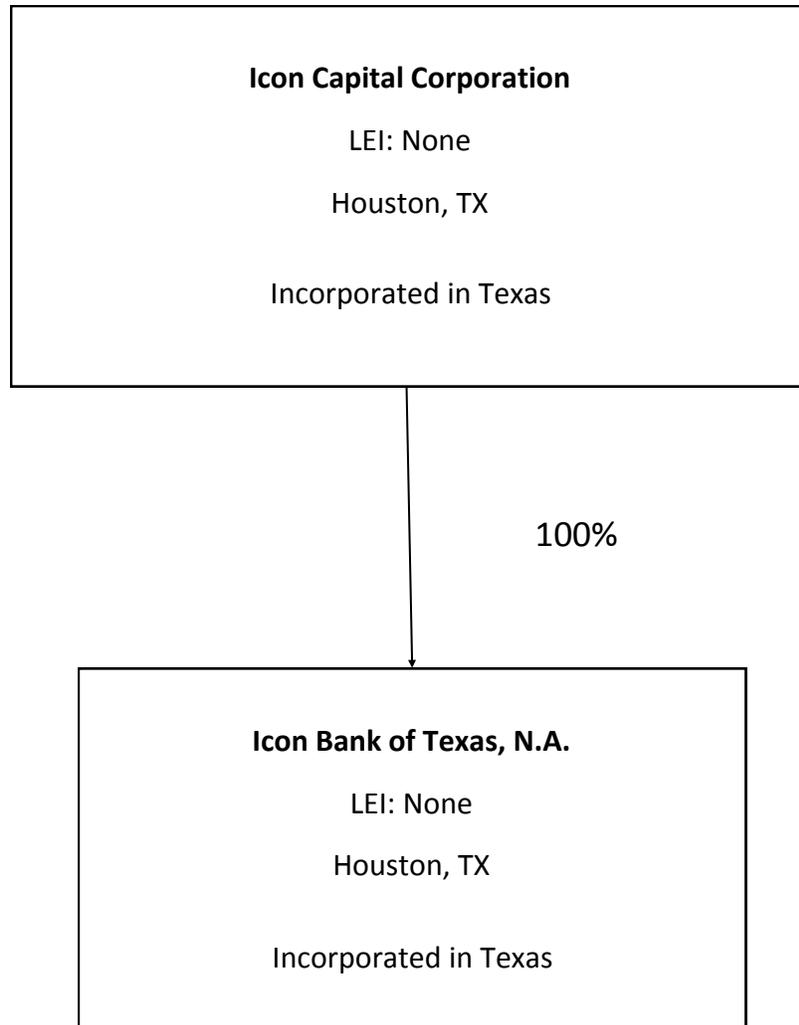
Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State  Zip Code

Physical Location (if different from mailing address)



Results: A list of branches for your holding company: **ICON CAPITAL CORPORATION (4114071) of HOUSTON, 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	FCIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	3559938	ICON BANK OF TEXAS, NATIONAL ASSOCIATION	7906 NORTH SAM HOUSTON PARKWAY WEST, SUITE 100	HOUSTON	TX	77064	HARRIS	UNITED STATES	448957	0	ICON BANK OF TEXAS, NATIONAL ASSOCIATION	3559938	
OK		Full Service	4236526	GALLERIA BANKING CENTER	4920-A SAN FELIPE	HOUSTON	TX	77056	HARRIS	UNITED STATES	515965	6	ICON BANK OF TEXAS, NATIONAL ASSOCIATION	3559938	
OK		Full Service	3884845	KATY BANKING CENTER	18111 KATY FREEWAY, SUITE A	HOUSTON	TX	77094	HARRIS	UNITED STATES	492692	3	ICON BANK OF TEXAS, NATIONAL ASSOCIATION	3559938	
OK		Full Service	4189574	CINCO RANCH BANKING CENTER	23123 CINCO RANCH BOULEVARD	KATY	TX	77494	FORT BEND	UNITED STATES	Not Required	Not Required	ICON BANK OF TEXAS, NATIONAL ASSOCIATION	3559938	
OK		Full Service	4498539	SUGAR LAND BANKING CENTER	16744 SOUTHWEST FREEWAY	SUGAR LAND	TX	77479	FORT BEND	UNITED STATES	Not Required	Not Required	ICON BANK OF TEXAS, NATIONAL ASSOCIATION	3559938	
OK		Full Service	4366441	AUGUSTA PINES BANKING CENTER	25303 KUYKENDAHL ROAD	TOMBALL	TX	77375	HARRIS	UNITED STATES	529267	7	ICON BANK OF TEXAS, NATIONAL ASSOCIATION	3559938	
OK		Full Service	3576010	BAY AREA BANKING CENTER	16610 HIGHWAY 3	WEBSTER	TX	77598	HARRIS	UNITED STATES	463523	2	ICON BANK OF TEXAS, NATIONAL ASSOCIATION	3559938	

Form FR Y-6
Icon Capital Corporation
Fiscal Year Ending December 31, 2016

Report Item 3: Securities holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016			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 during the fiscal year ending 12-31-2016		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class or Voting	2(a) Name City, State, Country	2(b) Country of Citizenship or Incorporation	2(c) Number and Percentage of Each Class or Voting
Mark S. Reiley Houston, TX, USA	USA	293,563 - 4.14% Common Stock; 159,900 - 2.06% Options on Common Stock; 22,500 - 0.29% Warrants	N/A		
John D. Green Houston, TX, USA	USA	248,232 - 3.50% Common Stock; 151,500 - 1.95% Options on Common Stock; 12,500 - 0.16% Warrants			
Starboard Funds for New Bancs, LP Chicago, IL USA	USA	356,040 - 5.03% Common Stock			

Form FR Y-6
Icon Capital Corporation
Fiscal Year Ending December 31, 2016

Report Item 4: Insiders

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of other Co. if 25% or more of voting sec. are held
Mark S. Reiley Houston, TX, USA	N/A	CEO & Chairman	Co-founder, Chairman, CEO (Icon Bank)	N/A	4.14% Common Stock; 2.06% Options on Common Stock; 0.29% Warrants	N/A	N/A
John Green Houston, TX, USA	N/A	Vice Chairman, President	Co-founder, Vice Chairman, President (Icon Bank)	N/A	3.50% Common Stock; 1.95% Options on Common Stock; 0.16% Warrants	N/A	N/A
Walter Beard Houston, TX, USA	Banker	Director	Director (Icon Bank)/Market President (Icon Bank)	N/A	0.06% Common Stock; 0.41% Options on Common Stock	N/A	N/A
Richard Coffman Houston, TX, USA	Consultant/CPA	Director	Director (Icon Bank)	N/A	3.29% Common Stock	N/A	N/A
Mark R. Evans Houston, TX, USA	Attorney	Director	Director (Icon Bank)	Director/President -Mark R. Evans, P.C.; Director/Manager-Beds Bar Venture 1960, LLC	1.57% Common Stock	N/A	Mark R. Evans, P.C.-100%; Beds Bar Venture 1960, LLC- 100%
Janet Friedman, Houston, TX, USA	Mortgage Lender	Director	Director (Icon Bank)	Director/President/ Secretary-J. Friedman, Inc.	0.89% Common Stock	N/A	J. Friedman, Inc.-100%
Archie A. Henderson, III Houston, TX, USA	Attorney	Director	Director (Icon Bank)	Director-A.A. (Trey) Henderson, III, P.C.	1.43% Common Stock	N/A	A.A. (Trey) Henderson, III, P.C.- 100%
Michael S. Richard Houston, TX, USA	Consultant/CPA	Director	Director (Icon Bank)	N/A	0.31% Common Stock; 0.06% Warrants	N/A	N/A
Joseph Rosa Houston, TX, USA	Real Estate Agent/Broker	Director	Director (Icon Bank)	Managing Member- Avalanche Food Group	1.90% Common Stock	N/A	Avalanche Food Group, LLC- 33.3%
David Roth Houston, TX, USA	Financial Consultant	Director	Director (Icon Bank)	Sole Owner-Roth Financial	1.56% Common Stock	N/A	Roth Financial-100%
Bernard E. Warriner, Jr. Houston, TX, USA	Insurance Agent	Director	Director (Icon Bank)	President-Warriner & Associates Insurance Services, Inc.	0.64% Common Stock; 0.13% Warrants	N/A	Warriner & Associates Insurance Services, Inc.-100%