AMENDED
JUL 24 2018

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.

I, ZACH DEAN
Name of the Holding Company Director and Official

DIRECTOR/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.

Zach Dean
Signature of Holding Company Director and Official

7·23·18
Date of Signature

For holding companies not registered with the SEC–
Indicate status of Annual Report to Shareholders:
- [X] 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 2922731
C.I.

Date of Report (top-tier holding company's fiscal year-end):
DECEMBER 31, 2017
Month / Day / Year

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

Reporter's Name, Street, and Mailing Address

FORT DAVIS BANCSHARES INC.
Legal Title of Holding Company

PO BOX 1808
(Mailing Address of the Holding Company) Street / P.O. Box

FORT DAVIS | TX | 79734
City | State | Zip Code

100 S STATE STREET
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
ZACH DEAN | DIRECTOR/PRESIDENT
Name | Title

432-426-3211
Area Code / Phone Number / Extension

432-426-3784
Area Code / FAX Number

zach@fdsb.com
E-mail Address

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

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

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.

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)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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City State Zip Code

Physical Location (if different from mailing address)

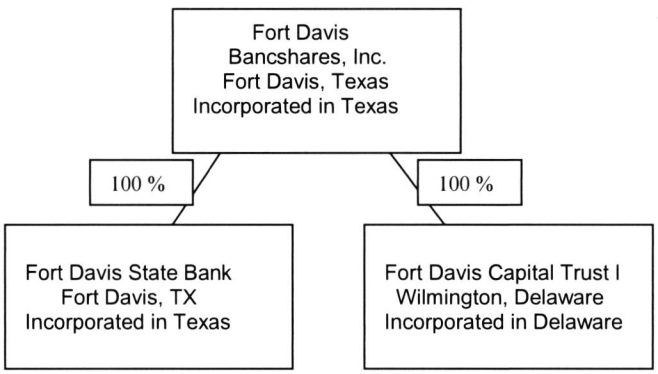
Form FR Y-6

Fort Davis Bancshares, Inc.
Fort Davis, Texas
Fiscal Year Ending
December 31, 2017

Report Item

1. a. The Bank Holding Company is not required to prepare form 10K with the Securities and Exchange Commission
1. b. The Bank Holding Company does prepare an annual report for its shareholders. Copy enclosed.
2. Organizational Chart

No entity has a LEI



Results: A list of branches for your depository institution: FORT DAVIS STATE BANK (ID_RSSD: 455459).
This depository institution is held by FORT DAVIS BANCSHARES, INC. (2922731) of FORT DAVIS, TX.
The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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)	455459	FORT DAVIS STATE BANK	100 SOUTH STATE STREET	FORT DAVIS	TX	79734	JEFF DAVIS	UNITED STATES	Not Required	Not Required	FORT DAVIS STATE BANK	455459	
ok		Full Service	2613673	ALPINE BRANCH	1102 EAST HOLLAND AVENUE	ALPINE	TX	79830	BREWSTER	UNITED STATES	Not Required	Not Required	FORT DAVIS STATE BANK	455459	
ok		Full Service	2642721	PRESIDIO BRANCH	206 EAST O'REILLY STREET	PRESIDIO	TX	79845	PRESIDIO	UNITED STATES	Not Required	Not Required	FORT DAVIS STATE BANK	455459	

Form FR Y-6
December 31, 2017

Report Item 3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more

With power to vote as of 12-31-17

(1) Name & Address (City, State, Country)	(1) b Country of Citizenship or Incorporation	(1) c Number and Percentage of Each Class of Voting Securities
James F. Dyer II Fort Davis, Tx	USA	7,500 Shares – 10.69%
James F. Dyer III Fort Davis, Tx	USA	22,950 Shares – 32.71%
Jamie Dyer Dean Fort Davis, Tx	USA	26,050 Shares – 37.13%
Jan Williams Dyer Fort Davis, Tx	USA	9,200 Shares – 13.11%

Shareholders not listed in 3(1) through 3(1)c that had Ownership, control or holding of 5% or more with power to vote during the fiscal year ending 12-31-17.

(2) a Name & Address (City, State, Country)	(2) b Country of Citizenship or Incorporation	(2) c Number Shares
NONE		

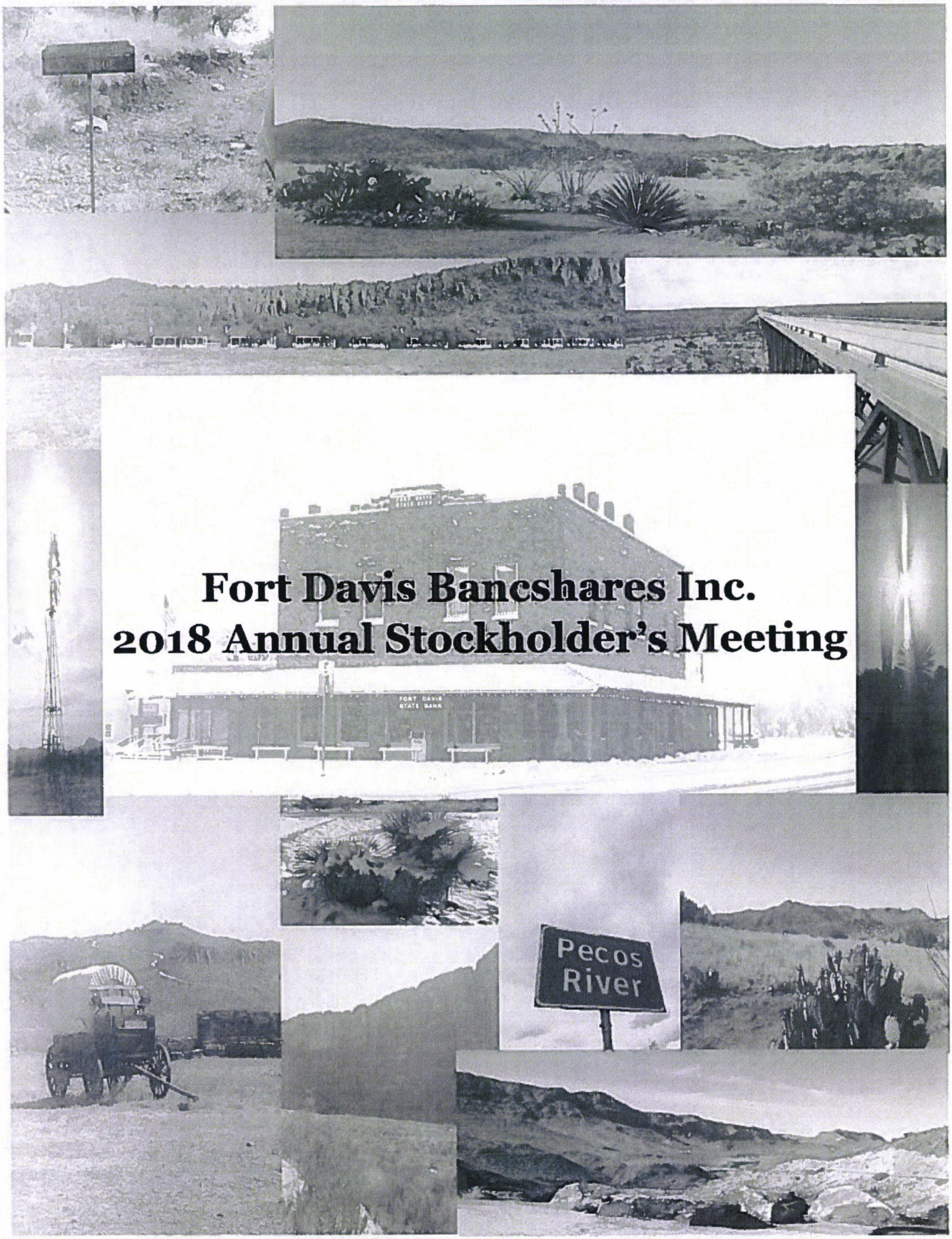
AMENDED
JUL 24 2018

Form FR Y –6
December 31, 2017

Report Item 4: Directors and Officers

(1) Names & Address (City,State, County)	(2) Principal Occupation if other than with Bank Holding Company	(3) a Title & Position with Bank Holding Company	(3) b Title & Position with Subsidiaries (include names of subsidiaries)	(3) c Title & Position with Other (Include names of Other businesses)	(4) a Percentage of Voting Shares in Bank Holding Company	(4) b Percentage of Voting Shares in Subsidiaries (include names Of subsidiaries)	(4) c List names of other companies (include partner-ships) If 25% or more of voting Securities are held (List names of companies and percentage of voting activities held)
James F. Dyer III Fort Davis, Tx	Ranching	Director	Director, Chairman (Fort Davis State Bank)	None	32.71%	None	None
James F. Dyer II Fort Davis, Tx	Ranching	Director	Director (Fort Davis State Bank)	None	10.69%	None	None
Jamie Dyer Dean Fort Davis, Tx	Ranching	Director	Director (Fort Davis State Bank)	None	37.13%	None	None
James M. Davis, Jr. Midland, Tx	Attorney	Director	Director (Fort Davis State Bank)	None	4.41%	None	None
R. Zach Dean Alpine, Tx	Banker	Director/President	Director/President (Fort Davis State Bank)	None	.0143%	None	None
Jo Ann Buchanan Fort Davis, Tx	Banker	Secretary/Treasurer Director	Director (Fort Davis State Bank)	None	.0230%	None	None
Jan Williams Dyer Fort Davis, TX	Ranching	Principal Shareholder	Principal Shareholder		13.11%	None	None
Amanda Dyer Fort Davis,TX	Ranching	Director	Director (Fort Davis State Bank)	None	1.426%	None	None

Fort Davis Bancshares Inc.
2018 Annual Stockholder's Meeting



YOUR "PEOPLE TO PEOPLE" BANK
SINCE 1911

Our mission is to develop lasting relationships through exceptional customer service

February 21, 2018

Dear Shareholder,

Fort Davis State Bank in 2017 was able to continue to reposition itself in to stronger earnings and a better asset position. The return on asset was 0.66% and return on equity was 7.24%.

Through 2017 the Fort Davis State Bank was able to increase total asset by 14.1% from 73mm to 83mm and banks total deposits increase 15.8% from 65mm to 75.3mm. Moving into 2018 the bank will be in stronger earnings position with the overall growth it had through 2017.

In 2018 we will continue to look for ways to improve our overall operations and we appreciate your support. As always, feel free to call me with any questions or concerns. We look forward to a stronger more prosperous 2018.

Sincerely,

Zach Dean
President / CEO

FORT DAVIS BANCSHARES, INC.
(PARENT COMPANY ONLY)
BALANCE SHEETS

	December 31,	
	2017	2016
ASSETS		
Cash in bank	$ 29,880	$ 627
Interest receivable	-	12,127
Prepaid finance charges	-	1,079
Due from Fort Davis State Bank	-	469,916
Investment in Fort Davis State Bank	7,736,105	7,223,526
Investment in Fort Davis Capital Trust I	93,000	93,000
	$ 7,858,985	$ 7,800,275
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Accrued interest	$ 7,643	$ 403,300
Subordinated debentures	3,093,000	3,093,000
Total liabilities	3,100,643	3,496,300
Stockholders' equity		
Common stock, $5 par value; 1,000,000 shares authorized: 150,000 shares issued; 70,150 and 70,150 shares outstanding for 2016 and 2015, respectively	750,000	750,000
Additional paid-in capital	4,088,812	4,088,812
Treasury stock (79,850 shares at cost for 2016 and 2015)	(1,996,250)	(1,996,250)
Retained earnings	1,991,960	1,575,592
Accumulated other comprehensive income (loss)	(76,180)	(114,179)
Total stockholders' equity	4,758,342	4,303,975
	$ 7,858,985	$ 7,800,275

See accompanying accountant's compilation report.

FORT DAVIS BANCSHARES, INC.
(PARENT COMPANY ONLY)
STATEMENTS OF INCOME

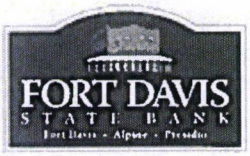
	Years ended December 31,	
	2017	2016
Income		
Dividend	$ 60,000	$ 465,000
Interest	3,211	2,768
Total income	63,211	467,768
Expenses		
Interest	114,427	92,043
Amortization of prepaid finance charge	1,079	2,859
Other expenses	5,917	-
Total expenses	121,423	94,902
Income before equity in undistributed net loss of subsidiary	(58,212)	372,866
Equity in undistributed income (loss) of Bank	474,580	100,909
NET INCOME (LOSS)	$ 416,368	$ 473,775

See accompanying accountant's compilation report.

FORT DAVIS BANCSHARES, INC.
(PARENT COMPANY ONLY)
STATEMENTS OF COMPREHENSIVE INCOME
Years Ended December 31, 2017 and 2016

	Years ended December 31,	
	2017	2016
Net income	$ 416,368	$ 473,775
Other comprehensive income:		
Gross unrealized gains/(losses) on securities available for sale	37,999	(321,263)
Reclassification adjustment for gains realized in net income	-	-
Total other comprehensive income (loss)	37,999	(321,263)
TOTAL COMPREHENSIVE INCOME	$ 454,367	$ 152,512

See accompanying accountant's compilation report.



Balance Sheet Compare

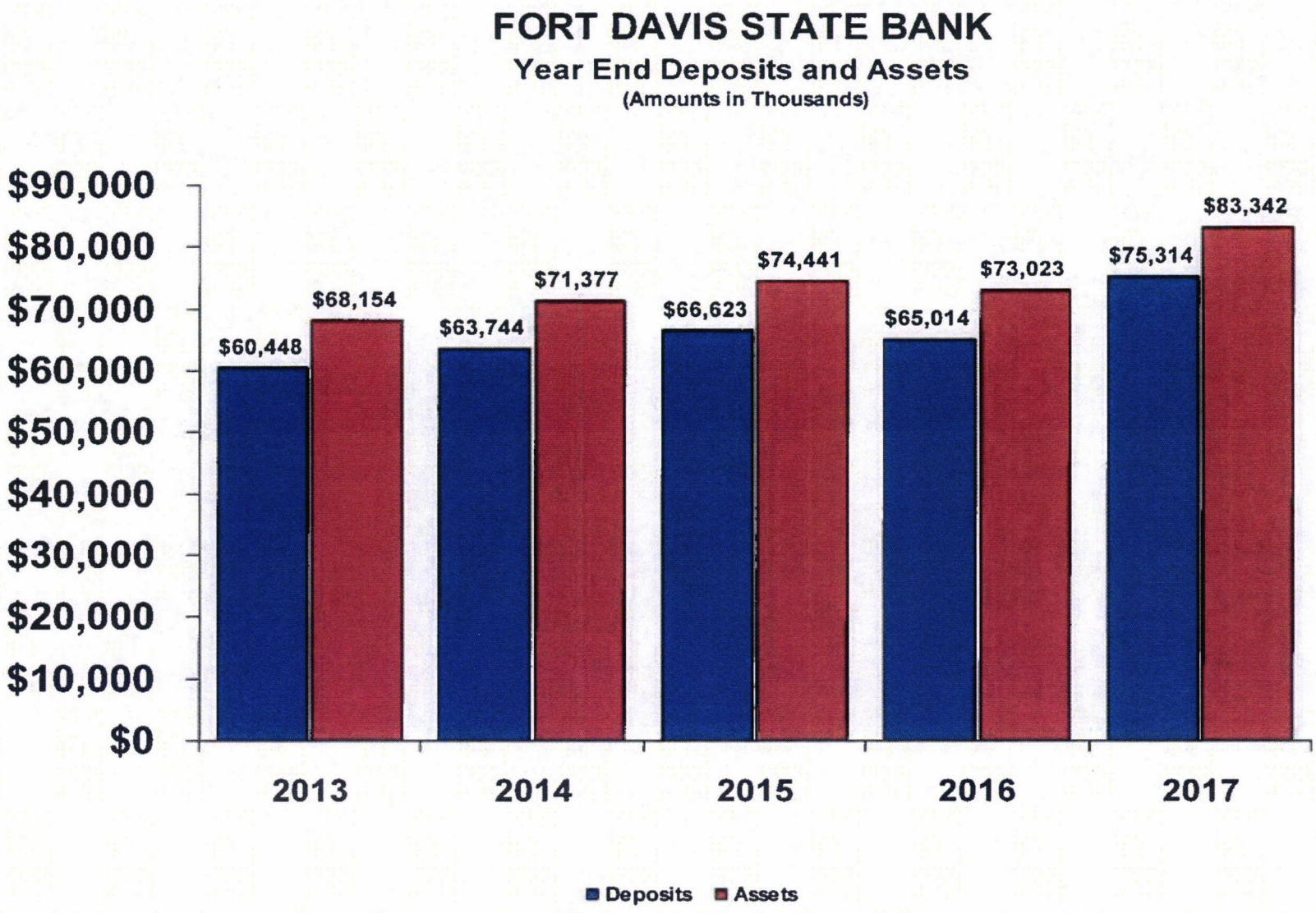
Consolidated

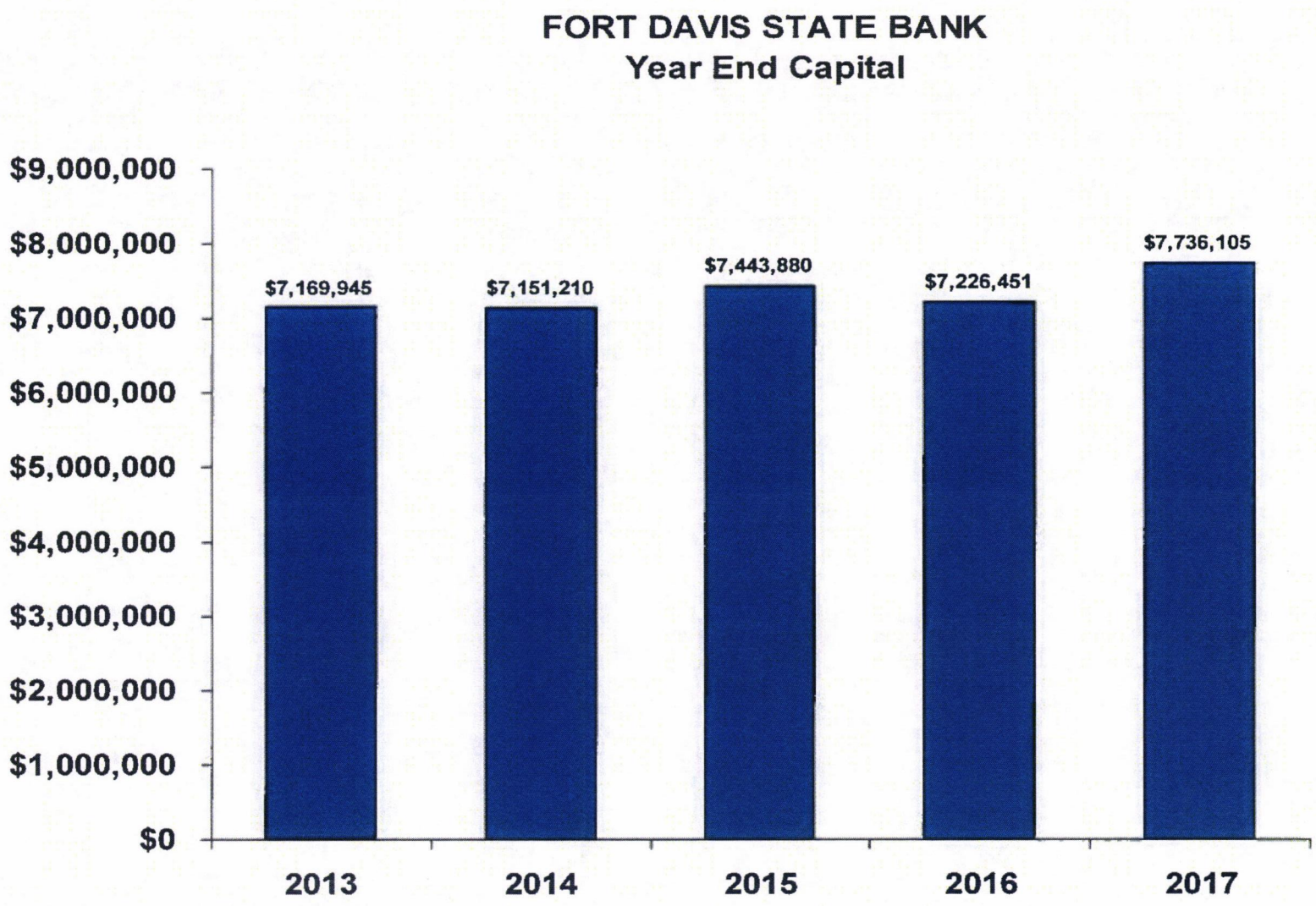
	Actual Dec 2017	Actual Dec 2016	$ Change	% Change
Assets				
Cash and due from banks	21,159,187	7,896,283	13,262,904	168.0
Interest bearing deposits with banks	2,006,444	2,490,333	(483,889)	(19.4)
Investment Securities - Taxable	8,028,755	7,006,072	1,022,683	14.6
Investment Securities - Tax-exempt	9,446,224	10,114,896	(668,672)	(6.6)
Loans, net of unearned income	39,730,660	42,101,594	(2,370,934)	(5.6)
Less: Allowance for loan losses	(607,430)	(508,816)	(98,615)	(19.4)
Premises and equipment, net	1,182,896	1,201,718	(18,823)	(1.6)
Accrued interest receivable	433,568	470,083	(36,515)	(7.8)
Other real estate	96,393	463,670	(367,277)	(79.2)
Other assets	1,865,665	1,808,661	57,003	3.2
Total Assets	**83,342,362**	**73,044,495**	**10,297,866**	**14.1**
Liabilities				
Non-Interest Bearing Deposits	33,508,667	28,745,115	4,763,552	16.6
Interest bearing demand deposits	1,886,148	1,445,919	440,229	30.4
Savings and Money Market Deposits	30,937,922	25,255,724	5,682,198	22.5
Time Deposits - Retail	8,981,287	9,585,320	(604,033)	(6.3)
Total Deposits	75,314,024	65,032,078	10,281,946	15.8
Accrued expenses and other liabilities	292,233	785,876	(493,643)	(62.8)
Total Liabilities	**75,606,256**	**65,817,954**	**9,788,303**	**14.9**
Equity				
Common stock	100,000	100,000	-	-
Capital surplus	5,443,319	5,443,319	-	-
Retained earnings	1,734,387	1,228,477	505,910	41.2
Accumulated other comprehensive income (loss)	(76,181)	(114,179)	37,998	33.3
Net Income	534,580	568,924	(34,344)	(6.0)
Total Equity	**7,736,105**	**7,226,541**	**509,564**	**7.1**
Total Liabilities & Equity	**83,342,362**	**73,044,495**	**10,297,866**	**14.1**

Income Statement Compare

Consolidated

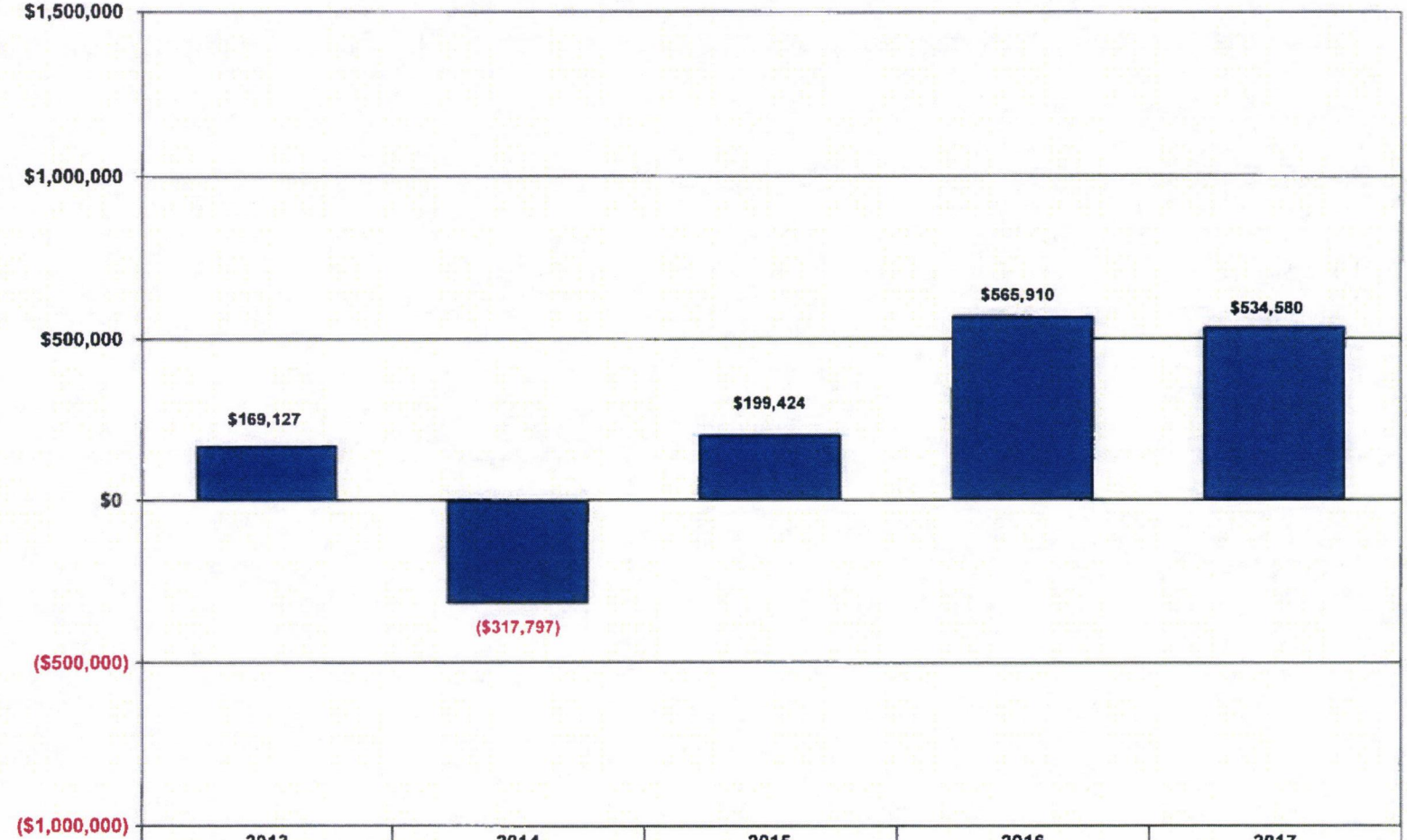
	YTD Actual Dec 2017	YTD Actual Dec 2016	$ Change	% Change
Interest Income				
Interest on Loans	2,483,285	2,240,937	242,348	10.8
Fees on Loans	106,880	93,782	13,098	14.0
Interest on deposits with banks	191,079	67,124	123,955	184.7
Investment Securities - Taxable	119,105	132,907	(13,802)	(10.4)
Investment Securities - Tax-exempt	196,308	196,843	(535)	(0.3)
Total Interest Income	3,096,657	2,731,593	365,063	13.4
Interest Expense				
Interest bearing demand deposits	2,977	1,496	1,481	99.0
Savings and Money Market Deposits	43,473	30,153	13,319	44.2
Time Deposits - Retail	58,257	62,017	(3,759)	(6.1)
Total Interest Expense on Deposits	104,707	93,666	11,041	11.8
Total Interest Expense	104,707	93,666	11,041	11.8
Net Interest Income	**2,991,949**	**2,637,927**	**354,022**	**13.4**
Provision for loan losses	(170,929)	50,586	(221,515)	(437.9)
Net In. Inc. After Prov. for Loan Losses	**3,162,878**	**2,587,342**	**575,537**	**22.2**
Non Interest Income				
Service charges and fees	385,942	401,135	(15,193)	(3.8)
Other noninterest income	306,388	604,879	(298,491)	(49.3)
Total Non Interest Income	692,330	1,006,014	(313,684)	(31.2)
Non Interest Expense				
Salaries and employee benefits	1,652,002	1,464,559	187,443	12.8
Occupancy	321,474	332,832	(11,358)	(3.4)
Other noninterest expense	1,347,152	1,227,041	120,111	9.8
Total Non Interest Expense	3,320,629	3,024,432	296,197	9.8
Income Before Taxes	**534,580**	**568,924**	**(34,344)**	**(6.0)**
Net Income	**534,580**	**568,924**	**(34,344)**	**(6.0)**


FORT DAVIS STATE BANK
Year End Deposits and Assets
(Amounts in Thousands)
$90,000
$80,000
$70,000
$60,000
$50,000
$40,000
$30,000
$20,000
$10,000
$0
$60,448
$68,154
$63,744
$71,377
$66,623
$74,441
$65,014
$73,023
$75,314
$83,342
2013
2014
2015
2016
2017
Deposits
Assets


FORT DAVIS STATE BANK
Year End Capital
$9,000,000
$8,000,000
$7,000,000
$6,000,000
$5,000,000
$4,000,000
$3,000,000
$2,000,000
$1,000,000
$0
$7,169,945
$7,151,210
$7,443,880
$7,226,451
$7,736,105
2013
2014
2015
2016
2017

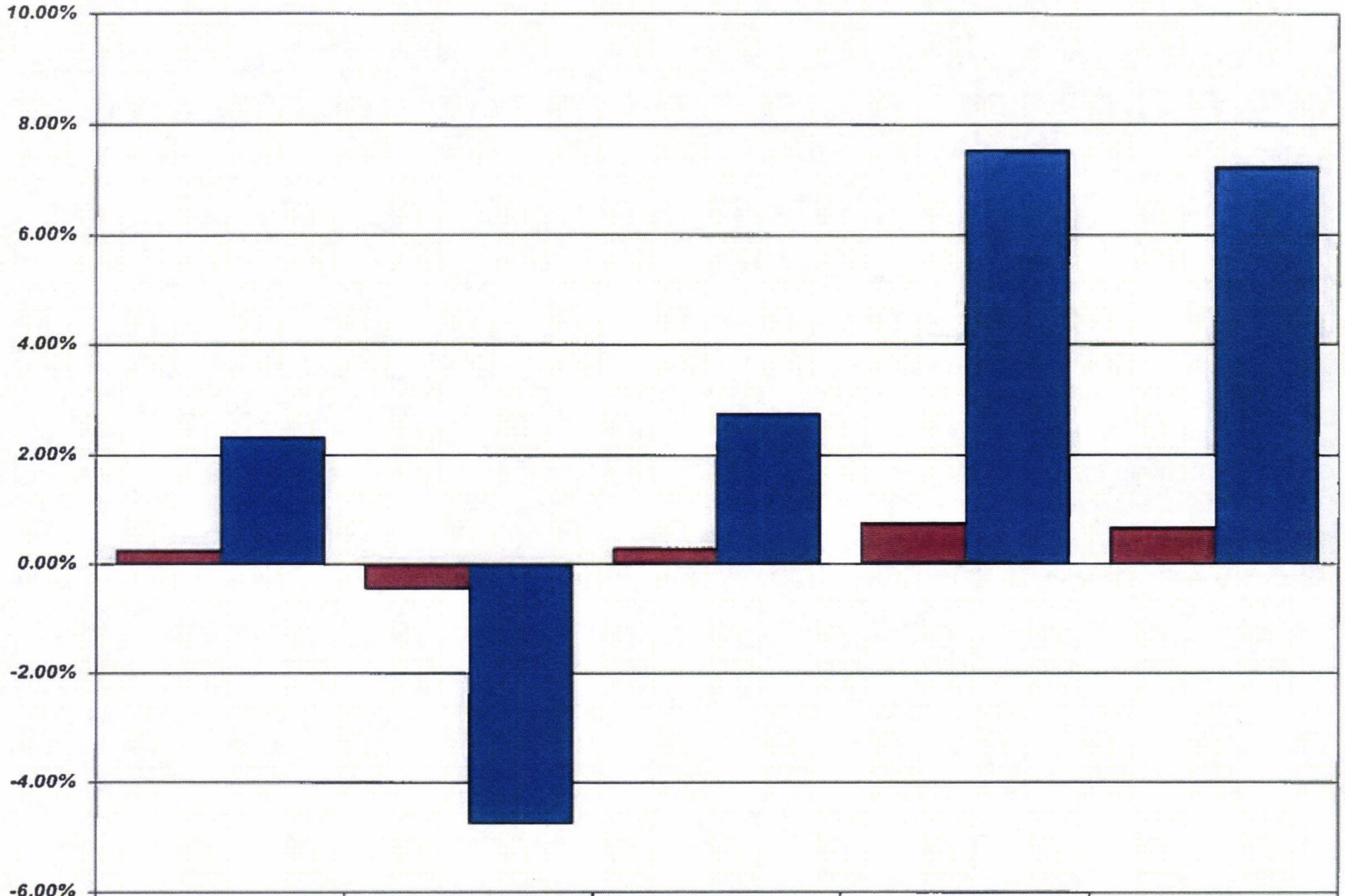
FORT DAVIS STATE BANK

Net Income



	2013	2014	2015	2016	2017
Net Income	$169,127	($317,797)	$199,424	$565,910	$534,580

FORT DAVIS STATE BANK
Pretax Return on Average Assets
Pretax Return on Average Equity



	2013	2014	2015	2016	2017
Return on Average Asset	0.23%	-0.45%	0.28%	0.75%	0.66%
Return on Average Equity	2.32%	-4.75%	2.73%	7.53%	7.24%

2017
OFFICERS

Zach Dean
President & CEO

Jo Ann Buchanan
Executive Vice President

Christine Shackelford/Cashier
Sr. Vice President/CFO

Elizabeth Villanueva
Vice President

Mary James
Vice President

Brenda Sanchez
Vice President/COO

Bonnie Hamilton
Vice President

Hannah Gray
Assistant Vice President

Carolina Fierro
Assistant Vice President

Laura Cardona
Assistant Vice President

Yolanda Natera
Vice President
Alpine Branch Manager

Marcos Rodriguez
Assistant Vice President
Alpine Branch

Nereida Marquez
Vice President
Presidio Branch President

Lorena Tavarez
Assistant Vice Preside
Presidio Branch

DIRECTORS

James Dyer III, Chairman of the Board
Zach Dean, Vice Chairman
James Dyer II
Jamie Dyer Dean
James M. Davis, Jr.
Jo Ann Buchanan
Amanda Dyer

SECRETARY TO THE BANK & HOLDING COMPANY

Jo Ann Buchanan