

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, Ken L. Burgess, Jr.

Name of the Holding Company Director and Official
 Chief Executive Officer

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

Ken L. Burgess, Jr.

Date of Signature

3/29/18

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. _____

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

December 31, 2017

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

First Bancshares of Texas, Inc.

Legal Title of Holding Company

310 W. Wall St., Suite 1200

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

<u>Midland</u>	<u>TX</u>	<u>79701</u>
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Phyllis Bechner CFO

Name Title

432-687-9166

Area Code / Phone Number / Extension

432-687-1712

Area Code / FAX Number

pbechner@fcbtexas.com

E-mail Address

www.firstbancshares.com

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

Is confidential treatment requested for any portion of this report submission? No Yes

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."

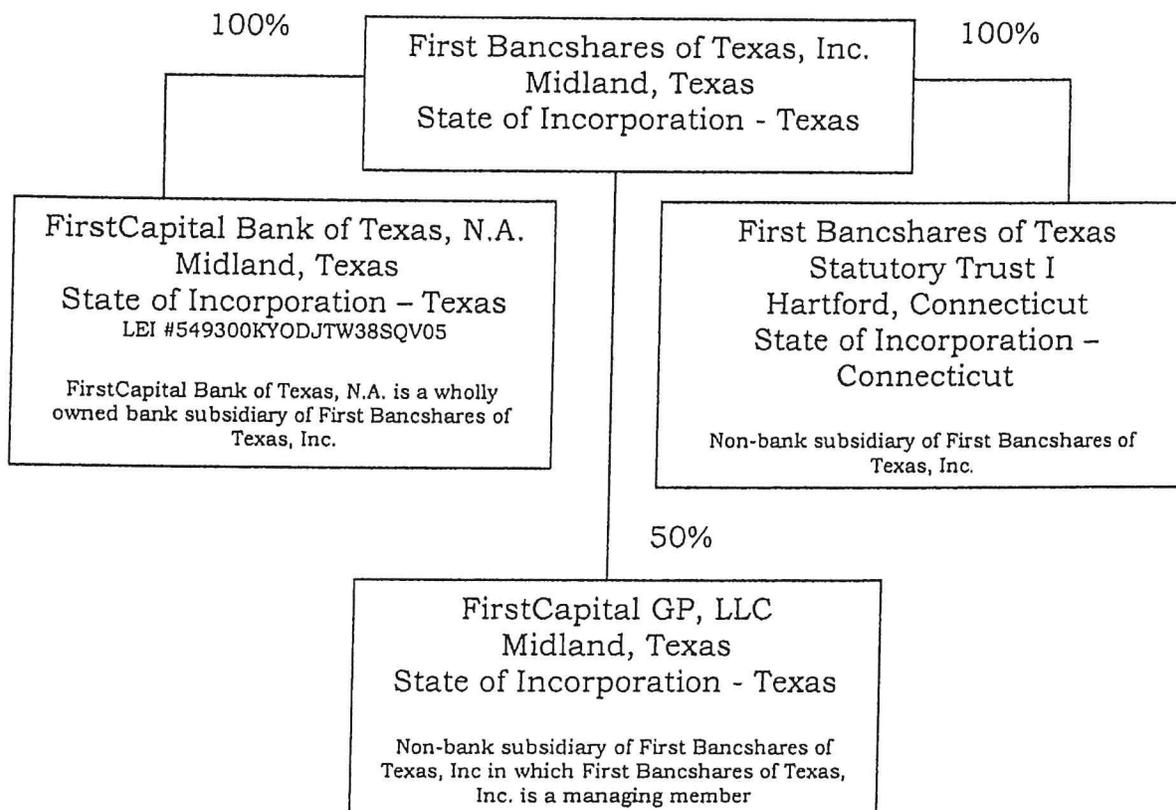
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**First Bancshares of Texas, Inc.
Midland, Texas
Fiscal Year Ending December 31, 2017**

Report Items 1 and 2a

1 First Bancshares of Texas, Inc. will hold its annual shareholder meeting May 26, 2018. The Annual Report will be forwarded to the District Federal Reserve Bank as soon as practicable.

2a Organization Chart



Results: A list of branches for your holding company: FIRST BANCSHARES OF TEXAS, INC. [3121344] of MIDLAND, TX.
 The data are as of 12/31/2017. Data reflects information that was received and processed through 04/04/2018.

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
		Full Service (Head Office)	2746263	FIRSTCAPITAL BANK OF TEXAS,N.A.	310 WEST WALL STREET, SUITE 1200	MIDLAND	TX	79701	MIDLAND	UNITED STATES	Not Required	Not Required	FIRSTCAPITAL BANK OF TEXAS,N.A.	2746263	
		Full Service	3459690	HILLSIDE BRANCH	7100 HILLSIDE ROAD	AMARILLO	TX	79109	RANDALL	UNITED STATES	Not Required	Not Required	FIRSTCAPITAL BANK OF TEXAS,N.A.	2746263	
		Full Service	4638782	SONCY BRANCH	3900 S. SONCY	AMARILLO	TX	79119	RANDALL	UNITED STATES	Not Required	Not Required	FIRSTCAPITAL BANK OF TEXAS,N.A.	2746263	
		Full Service	4853914	HORSESHOE BAY BRANCH	9891 WEST FM 2147	HORSESHOE BAY	TX	78657	LLANO	UNITED STATES	Not Required	Not Required	FIRSTCAPITAL BANK OF TEXAS,N.A.	2746263	
		Full Service	3672323	LUBBOCK BRANCH	6811 INDIANA AVENUE	LUBBOCK	TX	79413	LUBBOCK	UNITED STATES	Not Required	Not Required	FIRSTCAPITAL BANK OF TEXAS,N.A.	2746263	
		Full Service	5189777	MILWAUKEE BRANCH	7904 MILWAUKEE AVE.	LUBBOCK	TX	79424	LUBBOCK	UNITED STATES	Not Required	Not Required	FIRSTCAPITAL BANK OF TEXAS,N.A.	2746263	
		Full Service	3648300	MARBLE FALLS BRANCH	507 WEST FM 2147	MARBLE FALLS	TX	78654	BURNET	UNITED STATES	Not Required	Not Required	FIRSTCAPITAL BANK OF TEXAS,N.A.	2746263	
		Full Service	3408885	A STREET BRANCH	300 NORTH A STREET	MIDLAND	TX	79701	MIDLAND	UNITED STATES	Not Required	Not Required	FIRSTCAPITAL BANK OF TEXAS,N.A.	2746263	
		Full Service	3408867	NORTH BRANCH	3708 NORTH BIG SPRING STREET	MIDLAND	TX	79705	MIDLAND	UNITED STATES	Not Required	Not Required	FIRSTCAPITAL BANK OF TEXAS,N.A.	2746263	
		Full Service	3408876	WEST BRANCH	5606 WEST WADLEY AVENUE	MIDLAND	TX	79707	MIDLAND	UNITED STATES	Not Required	Not Required	FIRSTCAPITAL BANK OF TEXAS,N.A.	2746263	

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First Bancshares of Texas, Inc.
Midland, Texas
Fiscal Year Ending December 31, 2017

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 12-31-2017			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 12-31-2017		
(1)(a)	(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
Concho Trust Teresa D. Wilkinson - Beneficial Owner Midland, TX USA	USA	150,000 - 1.19% Common Stock	None		
Teresa D. Wilkinson Midland, TX USA	USA	1,000 - 0.01% Common Stock			
Teresa M. Durkin Wilkinson Trust Jack B. Wilkinson, Trustee Midland, TX USA	USA	225,000 - 1.79% Common Stock			
Lee Caldwell TR UA Teresa D. Wilkinson - Beneficial Owner Midland, TX USA	USA	239,000 - 1.90% Common Stock			
Teresa Durkin Wilkinson GST Exempt Trust Teresa D. Wilkinson, Trustee Midland, TX USA	USA	26,673 - .21% Common Stock			
Patriot Financial Partners III, LP (1) Philadelphia, PA USA	USA	1,000,000-7.94% Common Stock			
Castle Creek Capital Partners VI, LP (2) Rancho Santa Fe, CA USA	USA	1,000,000-7.94% Common Stock			
(1) Patriot Financial Partners is represented on the board by Jim Deutsch					
(2) Castle Creek is represented on the board by Tony Scavuzzo					

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First Bancshares of Texas, Inc.
Midland, Texas
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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 Bank Holding Company	Title & Position with Bank 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 Bank 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)
Michael J Canon Midland, TX USA	Attorney	Chairman & Director	General Counsel & Director (FirstCapital Bank of Texas)	Attorney: Michael J Canon, PC Chairman: Phyzit	1.23%	None	Michael J Canon, PC-100% Phyzit - 25%
Kenneth L Burgess Jr Horseshoe Bay, TX USA	None	CEO & Director	Chairman (FirstCapital Bank of Texas) & Manager (FirstCapital GP, LLC)	Chairman, American Bankers Association Past Chairman, Texas Bankers Association	1.15%	None	None
Brad D. Burgess Lubbock, TX USA	None	Vice President & Director	CEO (FirstCapital Bank of Texas)	Manager, Brookchase, Ltd.; Board Member, Independent Bankers Association of Texas	0.95%	None	Brookchase, Ltd. - 99%
Tracy Bacon Midland, TX USA	None	Treasurer & Director	COO (FirstCapital Bank of Texas)	None	0.27%	None	None
Robin Richey Midland, TX USA	None	Secretary	Sr. Vice President (FirstCapital Bank of Texas)	Managing Partner, RichTree Farms	0.20%	None	RichTree Farms - 25%
Tevis Herd Midland, TX USA	Attorney	Director	Director (FirstCapital Bank of Texas)	President, Five H Fund President, Herd Partners, Ltd. President, Herd Securities, LLC President, Herd Westex, LLC Vice-President, Herd Oil & Gas Company	1.36%	None	Five H Fund, 30% Herd Securities, LLC - 25.7%

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First Bancshares of Texas, Inc.
Midland, Texas
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders
(1)(a)(b)(c) and (2)(a)(b)(c)

(1) Names & Address (City, State, Country)	(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 Businesses (include names of other businesses)	(4)(a) Percentage of Voting Securities in Bank Holding Company	(4)(b) Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
Subodh Patel Lubbock, TX USA	Hospitality	Director	Director (FirstCapital Bank of Texas)	President of: ICNP Investments Inc.	0.71%	None	ICNP Investments Inc. - 100% Inn of the South Plains LLC - 100% M&M Hospitality LLC - 37.5% Ishvarpremi Hospitality LLC - 100% Seminole Hospitality LLC - 50% Maheshwari Hospitality LLC - 50% Bluebonnet Hospitality Management, LLC. - 50% BlueBonnet SW Bagels LLC - 50% Bhaginee - 50% P&B Lodging LLC- 25% SPHG Management LLC - 100% IC Investments LLC- 100% Big Spring Hospitality LLC-50% SSNRM, LLC-42% PD Hospitality, LLC-42% Starlight Conference Center, LLC-42% Rosh Kam Inv. - 100% MJS Royalty LLC - 33.33%
James W. Ramsey Fredericksburg, TX USA	Petroleum Engineer	Director	None	Vice President & Director: Riverhill Energy Corporation Partner: Chestnuthill Capital Ltd. President & Director: Cinnabar Management Corporation & Dos Perros Energy Corporation	0.90%	None	Cinnabar Management Corporation - 100% Chestnuthill Capital Ltd - 99% Dos Perros Energy Corporation - 53%
C. Todd Sparks Midland, TX USA	Oil & Gas Producer	Director	Director (FirstCapital Bank of Texas)	Director & Officer: Discovery Operating Inc. Director: Sparco Producing Inc. Director: Triumph Savings Bank Director: Triumph Bank, Inc. Director: JKTS Corp Director: Patriot Drilling LLC Managing member: SBP Aviation LLC	2.56%	None	JKTS Corp - 33% SPARCO Producing - 33% Dig 'em Deep LTD - 25% Patriot Drilling LLC - 30%

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First Bancshares of Texas, Inc.
Midland, Texas
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders
(1)(a)(b)(c) and (2)(a)(b)(c)

(1) Names & Address (City, State, Country)	(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 Businesses (include names of other businesses)	(4)(a) Percentage of Voting Securities in Bank Holding Company	(4)(b) Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
Teresa D. Wilkinson Midland, TX USA	Investments	Director	Director (FirstCapital Bank of Texas) & Manager (FirstCapital GP, LLC)	Partner, Ben-mar Partners	5.09% ¹	None	Ben-mar Partners - 50% JB Sterling LLC - 100%
Jay Isaacs Midland, TX USA	None	Director	President (FirstCapital Bank of Texas)	None	1.06%	None	None
Breck Colquett Lubbock, TX USA	Business Owner	Director	None	President: Raider Manufacturing President: Brexon Machinery & Leasing President: Triple C Concrete Partner: Christmas Trees and More Partner: Black Diamond Slip Form and Paving President: Southwest Fab	2.24%	None	Raider Manufacturing-100% Brexon Machinery & Leasing - 100% Triple C Concrete - 49% Christmas Trees and More - 50% Black Diamond Slip Form and Paving - 25% Southwest Fab - 100%
Allen Pruit Midland, TX USA	Finance	Director	Director (FirstCapital Bank of Texas)	Partner, Texcap Land & Minerals 3 and Texcap Land & Minerals 4; Asset and Finance Management for Warren Charitable Foundation, Warren Ventures, Ltd., Warren Management, LLC	0.18%	None	None
Don Cosby Ft Worth, TX USA	None	President and Director	Director (FirstCapital Bank of Texas)	None	0.79%	None	None

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First Bancshares of Texas, Inc.
Midland, Texas
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders
(1)(a)(b)(c) and (2)(a)(b)(c)

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Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank 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 Bank 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)
Jim Deusch Philadelphia, PA USA	Finance	Director	Director (FirstCapital Bank of Texas)	Partner: Patriot Financial Partners LP	7.94%	None	Colton LLC - 50% Sarily LLC - 100%
Tony Scavuzzo Dallas, TX USA	Finance	Director	Director (FirstCapital Bank of Texas)	Principal: Castle Creek Capital Partners	7.94%	None	None

¹ As reported on Item 3, the 5.09% is the sum of: Concho Trust, Teresa D. Wilkinson, Teresa M. Durkin Wilkinson Trust, Lee Caldwell TR UA, Teresa Durkin Wilkinson GST Exempt Trust and Jack B. Wilkinson is the spouse of Teresa Wilkinson