

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

RECEIVED
SCS ADMINISTRATION

FEDERAL RESERVE BANK
OF CLEVELAND

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.

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, David L. Lehman

Name of the Holding Company Director and Official

Director, President and 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

03/10/2017

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 3271263
C.I. _____

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.

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

Wayne Savings Bancshares, Inc

Legal Title of Holding Company

151 North Market Street

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

Wooster

OH

44691

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Myron Swartzentruber

SVP/CFO

Name

Title

330-287-2820

Area Code / Phone Number / Extension

330-262-0336

Area Code / FAX Number

mswartzentruber@waynesavings.com

E-mail Address

waynesavings.com

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

Is confidential treatment requested for any portion of this report submission?.....

0=No
1=Yes 1

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.

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

City State Zip Code

Physical Location (if different from mailing address)

Myron Swartzentruber

From: Myron Swartzentruber
Sent: Wednesday, March 08, 2017 10:26 AM
To: 'Structure@clev.frb.org'
Cc: John Lende
Subject: Wayne Savings Bancshares, Inc. ID#3271203
Attachments: BranchesForID985479.xlsx

This is my validation process of Wayne Savings Community Bank's branch structure to file with the FR Y-6 form.

Thanks.

Myron Swartzentruber

Senior Vice President, Chief Financial Officer



Member FDIC
Equal Housing Lender

151 North Market Street, Wooster, Ohio 44691

Telephone: (330) 287-2820
Toll-Free: (800) 414-1103 x306
Fax: (330) 262-0336
Website: www.waynesavings.com
E-mail: mswartzentruber@waynesavings.com

[Click here](#) to view a video about Wayne Savings Community Bank

This electronic transmission and any documents accompanying this electronic transmission contain confidential information belonging to the sender. This information may be legally protected. The information is intended only for the use of the individual or entity named above. If you are not the intended recipient or receive this message in error, you are hereby notified that any disclosure, copying, distribution or taking any action in reliance on or regarding the contents of this electronically transmitted information is strictly prohibited. In addition, please be aware that any message addressed to our domain is subject to archiving and review by persons other than the intended recipient.

FR Y-6 Item 2a
Wayne Savings Bancshares, Inc.
Wayne Savings Community Bank
Legal Entity Organization Chart

Wayne Savings Bancshares, Inc. (WSBI)
100% Shareholder Owned
Nasdaq: WAYN
Head Office: Wooster, Ohio
Incorporated: Delaware
RSSID 3271203
Unitary Savings & Loan Holding Company

Wayne Savings Community Bank (WSCB)
100% Owned by WSBI
Head Office: Wooster, Ohio
Incorporated: Ohio
FDIC Cert: 29847, RSSID 985479
Ohio Chartered Savings & Loan
Association

Wayne Financial Services, LLC
[REDACTED] Formed 8-8-2016
Virtual Insurance Agency

LEI is N/A for all of the above Companies

Results: A list of branches for your depository institution: WAYNE SAVINGS COMMUNITY BANK (ID_RSSD: 985479).
This depository institution is held by WAYNE SAVINGS BANCSHARES, INC. (3271203) of WOOSTER, OH.
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)	985479	WAYNE SAVINGS COMMUNITY BANK	151 NORTH MARKET STREET	WOOSTER	OH	44691	WAYNE	UNITED STATES	42681	0	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839890	233 CLAREMONT BRANCH	233 CLAREMONT AVENUE	ASHLAND	OH	44805	ASHLAND	UNITED STATES	277457	2	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839939	SUGARBUSH BRANCH	1055 SUGARBUSH DRIVE	ASHLAND	OH	44805	ASHLAND	UNITED STATES	518097	107	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839966	CRESTON BRANCH	121 NORTH MAIN STREET	CRESTON	OH	44217	WAYNE	UNITED STATES	11348	105	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839957	303 HIGHLAND DRIVE BRANCH	303 HIGHLAND DRIVE	LODI	OH	44254	MEDINA	UNITED STATES	277460	101	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839863	NORTH CLAY STREET BRANCH	90 NORTH CLAY STREET	MILLERSBURG	OH	44654	HOLMES	UNITED STATES	277456	1	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	2949466	NORTH CANTON OFFICE	1265 SOUTH MAIN STREET	NORTH CANTON	OH	44720	STARK	UNITED STATES	61313	104	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839948	237 NORTH MAIN BRANCH	237 NORTH MAIN STREET	RITTMAN	OH	44270	WAYNE	UNITED STATES	277458	4	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839827	1908 CLEVELAND ROAD BRANCH	1908 CLEVELAND ROAD	WOOSTER	OH	44691	WAYNE	UNITED STATES	277459	100	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	2949484	MILLERSBURG ROAD BRANCH	2024 MILLERSBURG ROAD	WOOSTER	OH	44691	WAYNE	UNITED STATES	357639	103	WAYNE SAVINGS COMMUNITY BANK	985479	
OK		Full Service	3839836	RIFFEL ROAD BRANCH	543 RIFFEL ROAD	WOOSTER	OH	44691	WAYNE	UNITED STATES	518096	106	WAYNE SAVINGS COMMUNITY BANK	985479	

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Wayne Savings Bancshares, Inc.
Fiscal Year Ending December 31, 2016
Item 3

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 12/31/2016				Current 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 of Voting Securities		(2) (a) name, city, state, country	(2) (b) Country of Citizenship or Incorporation	(2) (c) Number and percentage of Each Class of Voting Securities
Joseph Stilwell New York, NY, USA	USA	269,863	9.70% Common Stock (1) (2) (3)			
Wayne Savings Employee Stock Ownership Plan Trust Wooster, Ohio, USA	USA	155,915	5.60% Common Stock (2) (3)			

(1) Based on information contained in a Schedule 13F beneficial ownership report filed on December 31, 2016 with the SEC under the Securities Exchange Act of 1934 by Joseph Stilwell

(2) Percentage share ownership figures are based on 2,781,839 shares outstanding

(3) Neither Joseph Stilwell and affiliated investment entities nor the Wayne Savings ESOP holds options, warrants, or other securities or rights to acquire voting securities of Wayne Savings Bancshares, Inc.

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Wayne Savings Bancshares, Inc.
Fiscal Year Ending December 31, 2016
Item 4

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal occupation if other than with the holding company	3(a) Title & position with the holding company	3(b) Title & position with subsidiaries (Include names of subsidiaries)	3(c) Title & position with any other company in which the person is a director, trustee, partner, or executive officer (Include names of other businesses)	4(a) Percentage of each class of voting securities owned, controlled, or held with power to vote of the holding company (including options, warrants, etc.)	4(b) Percentage of each class of voting securities owned, controlled, or held with power to vote of subsidiaries (including options, warrants, etc.)	4(c) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants, etc.) of any other company, if 25% or more of its outstanding voting securities or proportionate interests in a partnership are held (list the name of the company and the percentage of voting securities owned, controlled, or held with power to vote)
Daniel R. Buehler Wooster, Ohio, USA	President Retail Grocery Store	Director	Director Wayne Savings Community Bank	President E & H Family Group, Inc Wooster, Ohio Member, Octagon Associates	0.20%	None	See Confidential Exhibit
Jonathan Ciccotelli Wooster, Ohio, USA	Vice President Accounting Firm	Lead Director	Lead Director Wayne Savings Community Bank	Vice President - Tax Services Group & Officer Meaden and Moore, LTD Wooster, Ohio	0.18%	None	None
Debra A. Marthey Orrville, Ohio, USA	Treasurer-Retired Manufacturing	Director	Director Wayne Savings Community Bank	Treasurer-retired J.M. Smucker Company and subsidiaries Orrville, Ohio	0.20%	None	None
Peggy J. Schmitz Wooster, Ohio, USA	Attorney-Law Firm	Chair of the Board and Director	Chair of the Board and Director Wayne Savings Community Bank	Member Critchfield, Critchfield and Johnston, Ltd. Wooster, Ohio Member, Two Two Five Associates, Ltd Member, Heartland Title Agency, LLC Vice President- Critchfield Associates Assistant Secretary-Brasfond U.S.A. Secretary-McIntire Funeral Home, Inc.	0.20%	None	None
Glenn W. Miller Millersburg, Ohio, USA	President and Chief Executive Officer Electric Company	Director	Director Wayne Savings Community Bank	President and Chief Executive Officer Holmes-Wayne Electric Cooperative, Inc. Millersburg, Ohio Trustee and Treasurer of Buckeye Power, Inc. Columbus , Ohio Treasurer of Holmes Economic Development Council, Inc. Millersburg, Ohio Vice President of The Pines Gulf Club, Inc. Orrville, Ohio Sole Proprietor, Glenn W. Miller CPA, Director, Rural Electric Supply Corporation Madison WI Director, United Utility Supply Cooperative Corporation Louisville, KY Director, United Utility Supply Cooperative, Louisville, KY Trustee, Coopartive Power, Inc. Board of Managers, Buckeye Power Generation, LLC, Columbus, OH Board of Managers, Buckeye Power Generation, LLC II, Columbus, OH Director, Holmes-Wayne Electric Foundation, Inc	1.10%	None	Glenn W. Miller CPA - 100%

Report Item 4: Insiders (1),(2),(3)(a)(b)(c) , and (4)(a)(b)(c)							
(1) Name, City, State, Country	(2) Principal occupation if other than with the holding company	3(a) Title & position with the holding company	3(b) Title & position with subsidiaries (Include names of subsidiaries)	3(c) Title & position with any other company in which the person is a director, trustee, partner, or executive officer (Include names of other businesses)	4(a) Percentage of each class of voting securities owned, controlled, or held with power to vote of the holding company (including options, warrants, etc.)	4(b) Percentage of each class of voting securities owned, controlled, or held with power to vote of subsidiaries (including options, warrants, etc.)	4(c) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants, etc.) of any other company, if 25% or more of its outstanding voting securities or proportionate interests in a partnership are held (list the name of the company and the percentage of voting securities owned, controlled, or held with power to vote)
David L. Lehman Orrville, Ohio, USA	Director, President and Chief Executive Officer	Director	Director, President and Chief Executive Officer Wayne Savings Community Bank	N/A	0.18%	None	None
Myron Swartzentruber Jeromesville, Ohio, USA		SVP/Chief Financial Officer	Chief Financial Officer Wayne Savings Community Bank	N/A	0.14%	None	None
Joel Beckler Wooster, Ohio, USA	N/A	SVP/Senior Loan Officer	Senior Loan Officer Wayne Savings Community Bank	N/A	0.13%	None	None