

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, Chris Courtney

Name of the Holding Company Director and Official
President & 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

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 3726440
C.I. 1

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

Oak Valley Bancorp

Legal Title of Holding Company

125 N Third Ave

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

Oakdale

CA

95361

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Rick McCarty

SEVP / COO

Name

Title

209-844-7538

Area Code / Phone Number / Extension

209-844-4909

Area Code / FAX Number

RMcCarty@ovcb.com

E-mail Address

https://www.ovcb.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 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."

Form FR Y-6

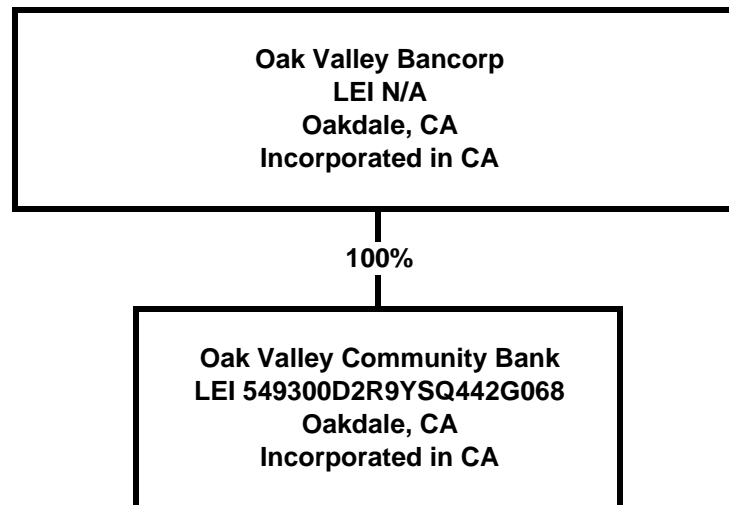
**Oak Valley Bancorp
Oakdale, CA
Fiscal Year Ending December 31, 2017**

Report Item

1: Annual Report

Oak Valley Bancorp prepares an annual report for its securities holders.
This report has been filed with the SEC as of 3/15/18

2(a): Organizational Chart



2(a)(b): Not applicable; Oak Valley Bancorp does not own any nonbanking companies, directly or indirectly, between 5 and 24.99%

2(b): Branch Verification

Branch Verification is enclosed

Results: A list of branches for your holding company: **OAK VALLEY BANCORP (3726440) of OAKDALE, CA.**
 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)	1864197	OAK VALLEY COMMUNITY BANK	125 NORTH THIRD AVENUE	OAKDALE	CA	95361	STANISLAUS	UNITED STATES	Not Required	Not Required	OAK VALLEY COMMUNITY BANK	1864197	
OK		Full Service	3291603	BISHOP BRANCH	351 NORTH MAIN STREET	BISHOP	CA	93514	INYO	UNITED STATES	Not Required	Not Required	OAK VALLEY COMMUNITY BANK	1864197	
OK		Full Service	2959296	BRIDGEPORT BRANCH	166 MAIN STREET	BRIDGEPORT	CA	93517	MONO	UNITED STATES	Not Required	Not Required	OAK VALLEY COMMUNITY BANK	1864197	
OK		Full Service	3438453	ESCALON BRANCH	1910 MCHENRY AVENUE	ESCALON	CA	95320	SAN JOAQUIN	UNITED STATES	Not Required	Not Required	OAK VALLEY COMMUNITY BANK	1864197	
OK		Full Service	3040212	MAMMOTH LAKES BRANCH	307 OLD MAMMOTH ROAD	MAMMOTH LAKES	CA	93546	MONO	UNITED STATES	Not Required	Not Required	OAK VALLEY COMMUNITY BANK	1864197	
OK		Full Service	4316352	MANTECA BRANCH	191 WEST NORTH STREET	MANTECA	CA	95336	SAN JOAQUIN	UNITED STATES	Not Required	Not Required	OAK VALLEY COMMUNITY BANK	1864197	
OK		Full Service	2607793	MODESTO BRANCH	1200 I STREET, SUITE 3	MODESTO	CA	95354	STANISLAUS	UNITED STATES	Not Required	Not Required	OAK VALLEY COMMUNITY BANK	1864197	
OK		Full Service	3431397	MODESTO DALE BRANCH	4120 DALE ROAD, SUITE B	MODESTO	CA	95356	STANISLAUS	UNITED STATES	Not Required	Not Required	OAK VALLEY COMMUNITY BANK	1864197	
OK		Full Service	4293958	MODESTO-MCHENRY BRANCH	3508 MCHENRY AVENUE	MODESTO	CA	95356	STANISLAUS	UNITED STATES	Not Required	Not Required	OAK VALLEY COMMUNITY BANK	1864197	
OK		Full Service	3431445	PATTERSON BRANCH	20 PLAZA CIRCLE	PATTERSON	CA	95363	STANISLAUS	UNITED STATES	Not Required	Not Required	OAK VALLEY COMMUNITY BANK	1864197	
OK		Full Service	3431463	RIPON BRANCH	150 NORTH WILMA AVENUE, SUITE 2	RIPON	CA	95366	SAN JOAQUIN	UNITED STATES	Not Required	Not Required	OAK VALLEY COMMUNITY BANK	1864197	
OK		Full Service	2463047	SONORA BRANCH	14580 MONO WAY	SONORA	CA	95370	TUOLUMNE	UNITED STATES	Not Required	Not Required	OAK VALLEY COMMUNITY BANK	1864197	
OK		Full Service	4934970	SONORA DOWNTOWN BRANCH	85 MONO WAY	SONORA	CA	95370	TUOLUMNE	UNITED STATES	Not Required	Not Required	OAK VALLEY COMMUNITY BANK	1864197	
OK		Full Service	3684670	STOCKTON BRANCH	2935 WEST MARCH LANE	STOCKTON	CA	95219	SAN JOAQUIN	UNITED STATES	Not Required	Not Required	OAK VALLEY COMMUNITY BANK	1864197	
OK		Full Service	4784625	TRACY BRANCH	1034 NORTH CENTRAL AVENUE	TRACY	CA	95376	SAN JOAQUIN	UNITED STATES	Not Required	Not Required	OAK VALLEY COMMUNITY BANK	1864197	
OK		Full Service	3431427	TURLOCK BRANCH	2001 GEER ROAD	TURLOCK	CA	95382	STANISLAUS	UNITED STATES	Not Required	Not Required	OAK VALLEY COMMUNITY BANK	1864197	

Oak Valley Bancorp
 Oakdale, CA
 Fiscal Year Ending December 31, 2017

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 12-31-2017

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) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
PWH Educational Foundation Robert Leong, President (1) Seattle, WA	USA	8.79% Common Stock 711,707 Common Stock	N/A		
The Banc Funds Company, LLC Charles J Moore, President (2) Chicago, IL	USA	5.83% Common Stock 472,489 Common Stock			

(1) Mr. Leong is the controlling member with sole voting and dispositive power
 (2) Mr. Moore is the controlling member with sole voting and dispositive power

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Form FR Y-6

Oak Valley Bancorp
Oakdale, CA
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders (1)(a)(b)(c) and (2)(a)(b)(c)	(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)
Donald L Barton Oakdale, CA	Agribusinessman	Director Chairman Investment Committee	Director Chairman Investment Committee (Oak Valley Community Bank)	Managing Partner GoldRiver Orchards	0.33%	N/A	GoldRiver Orchards: 33.33% Rivertree Partners: 28.00%
Christopher M Courtney Oakdale, CA	N/A	President & Chief Executive Officer Director	President & Chief Executive Officer Director (Oak Valley Community Bank)	N/A	2.30%	N/A	N/A
Jeffrey A Gall Oakdale, CA	N/A	Senior Vice President Chief Financial Officer	Senior Vice President Chief Financial Officer (Oak Valley Community Bank)	N/A	0.22%	N/A	N/A
James L Gilbert Oakdale, CA	Feed and Seed Business	Director Chairman Nominating Committee	Director Chairman Nominating Committee (Oak Valley Community Bank)	Executive A.L. Gilbert Company	1.91%	N/A	Oakdale Feed and Seed Corporation: 25.78%
Thomas A Haidlen Oakdale,CA	Automobile Dealer	Director	Director (Oak Valley Community Bank)	Owner Ford-Mercury Dealership	2.08%	N/A	Owner Ford-Mercury Dealership: 70.00%
David S Harvey Modesto, CA	N/A	Executive Vice President Commercial Banking Group Manager	Executive Vice President Commercial Banking Group Manager (Oak Valley Community Bank)	N/A	0.46%	N/A	N/A
H Randolph Holder Sonora, CA	News, Media and Communications	Director	Director (Oak Valley Community Bank)	President Clarke Broadcasting Corporation Manager Holder Enterprises, LLC	0.96%	N/A	Clarke Broadcasting: 52.25% Holder Enterprises, LLC: 25.00%
Michael Q Jones Sonora, CA	Retired	Director	Director (Oak Valley Community Bank)	N/A	0.28%	N/A	N/A
Allison Lafferty Stockton, CA	Attorney	Director	Director (Oak Valley Community Bank)	President Managing Shareholder Managing Partner Owner Krolloff, Belcher, Smart, Perry & Christopherson, A Professional Law Corporation	0.01%	N/A	N/A
Daniel J Leonard Oakdale, CA	Chief Financial Officer	Director Chairman Loan Committee Chairman Compensation Committee	Director Chairman Loan Committee Chairman Compensation Committee (Oak Valley Community Bank)	Vice President / Chief Financial Officer Bronco Wine Company	0.63%	N/A	N/A
Ronald C Martin Kailua Kona, HI	Retired	Director	Director (Oak Valley Community Bank)	N/A	2.57%	N/A	N/A
Richard A McCarty Clements, CA	N/A	Corporate Secretary Senior Executive Vice President Chief Operating Officer	Corporate Secretary Senior Executive Vice President Chief Operating Officer (Oak Valley Community Bank)	N/A	0.40%	N/A	N/A
Janet S Pelton Modesto, CA	Certified Public Accountant	Director Chairman of the Board Chairman Audit Committee	Director Chairman of the Board Chairman Audit Committee (Oak Valley Community Bank)	Managing Partner / Certified Public Accountant Atherton & Associates, LLP	0.49%	N/A	N/A
Janis L Powers Modesto, CA	N/A	Executive Vice President Risk Manager	Executive Vice President Risk Manager (Oak Valley Community Bank)	N/A	0.82%	N/A	N/A
Michael J Rodrigues Modesto, CA	N/A	Executive Vice President Chief Credit Officer	Executive Vice President Chief Credit Officer (Oak Valley Community Bank)	N/A	0.63%	N/A	N/A
Danny L Titus Oakdale, CA	Real Estate and Investments	Director Vice Chairman of the Board Chairman CRA Committee	Director Vice Chairman of the Board Chairman CRA Committee (Oak Valley Community Bank)	President Situs Investments	2.70%	N/A	N/A
Terrance P Withrow Modesto, CA	Certified Public Accountant	Director	Director (Oak Valley Community Bank)	Partner / Certified Public Accountant Withrow Koftinow Callaway & Baggett, LLP Owner Withrow Farms LLC Partner Withrow Cronin Ciccarelli, GP	0.18%	N/A	Withrow Koftinow Callaway & Baggett LLP: 25.00% Withrow Farms LLC: 100% Withrow Cronin Ciccarelli, GP: 33%