

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):

December 31, 2018

Month / Day / Year

549300X4ZNLYSX7GUY60

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

Reporter's Name, Street, and Mailing Address

I, Van A. Dukeman

Name of the Holding Company Director and Official

President & C.E.O.

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.

First Busey Corporation

Legal Title of Holding Company

100 W. University Avenue

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

Champaign

IL

61820

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Lynette Strode

SVP

Name

Title

217-365-4045

Area Code / Phone Number / Extension

217-365-4592

Area Code / FAX Number

lynette.strode@busey.com

E-mail Address

www.busey.com

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

Signature of Holding Company Director and Official

3/12/19

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 1203602

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."

**First Busey Corporation**

**Form FR Y-6**

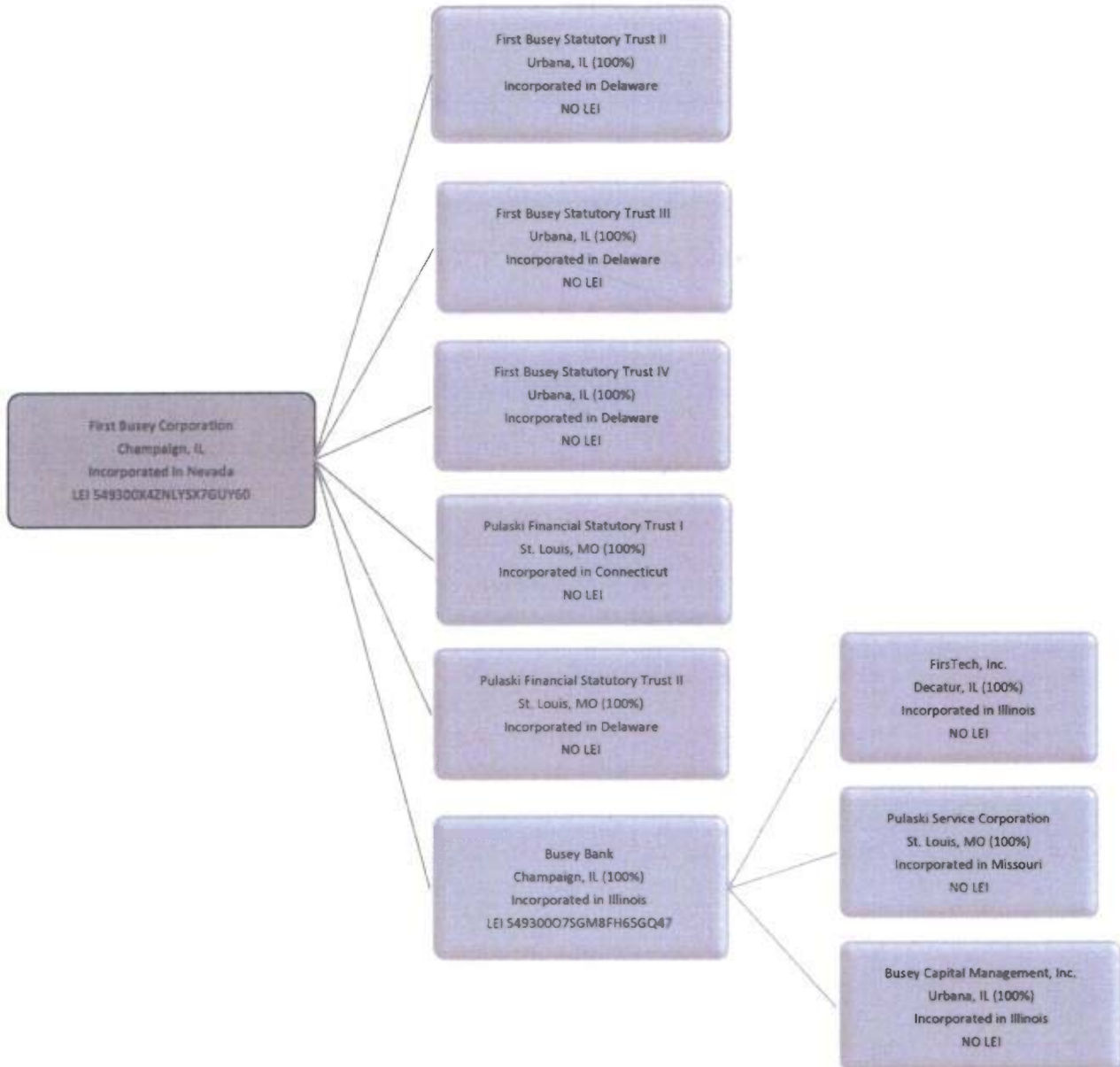
**For Year Ended December 31, 2018**

**Item 1: Annual Report.**

None. First Busey Corporation is registered with the SEC and filed its annual report on Form 10-K on February 27, 2019.

Form FR Y-6  
Report Item 2a. Organization Chart

First Busey Corporation  
as of December 31, 2018







**Form FR Y-6**  
**First Busey Corporation**  
**Fiscal Year Ending December 31, 2018**

**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 12-31-2018				Shareholders 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 12-31-2018		
(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 & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Blackrock Inc. New York, NY, U.S.A	U.S.A.	3,301,566	6.76%	None		
Wellington Management Boston, MA, U.S.A.	U.S.A.	3,356,444	6.87%			

Form FR Y-6  
 First Busey Corporation  
 Fiscal Year Ending December 31, 2018

Report Item 4: Insiders

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

(1)(a) 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) Percent 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 (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Joseph M. Ambrose Champaign, IL, U.S.A.	President & Chief Executive Officer, Horizon Hobby, Inc.	Director	N/A	President & Chief Executive Officer, Horizon Hobby, Inc.	0.20%	None	N/A
Curt A. Anderson Champaign, IL, U.S.A.	N/A	President of Busey Wealth Management	N/A	N/A	0.11%	None	N/A
George Barr Joliet, IL, U.S.A.	Attorney, George Barr & Associates	Director	N/A	Attorney, George Barr & Associates	0.45%	None	N/A
Stanley J. Bradshaw Pinehurst, NC, U.S.A.	Principal, Bradshaw Capital Management, LLC	Director	N/A	Principal, Bradshaw Capital Management, LLC	0.57%	None	N/A
David J. Downey Champaign, IL, U.S.A.	President The Downey Group, Inc.	Director	N/A	President The Downey Group, Inc.	0.56%	None	N/A
Van A. Dukeman Champaign, IL, U.S.A.	N/A	Director, President & Chief Executive Officer	Director, Busey Bank Director, FirsTech, Inc.	N/A	0.53%	None	N/A
Robin N. Elliott Champaign, IL, U.S.A.	N/A	Executive Vice President & Chief Financial Officer & Chief Operating Officer	N/A	N/A	0.21%	None	N/A
Barbara J. Harrington Champaign, IL, U.S.A.	N/A	Executive Vice President & Chief Risk Officer	N/A	N/A	0.13%	None	N/A
Frederic L. Kenney Champaign, IL, U.S.A.	Attorney and Director, Christy- Foltz, Inc.	Director	N/A	Attorney and Director, Christy- Foltz, Inc.	0.35%	None	N/A
Eisabeth M. Kimmel San Diego, CA, U.S.A.	President & Chief Executive Officer, Midwest Television, Inc.	Director	N/A	President & Chief Executive Officer, Midwest Television, Inc.	2.62%	None	N/A
Stephen V. King Chicago, IL, U.S.A.	Founding Partner & Managing Member Prairie Capital, L.P.	Director	N/A	Founding Partner & Managing Member Prairie Capital, L.P.	0.16%	None	N/A

Form FR Y-6  
 First Busey Corporation  
 Fiscal Year Ending December 31, 2018

Report Item 4: Insiders

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

(1)(a) 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) Percent 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 (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Gregory B. Lykins Champaign, IL, U.S.A.	N/A	Chairman of the Board, First Busey Corporation	Director, Busey Bank Director, Busey Wealth	N/A	2.83%	None	N/A
August C. Meyer, Jr. Champaign, IL, U.S.A.	Chairman, Midwest Television, Inc.	Director	N/A	Chairman, Midwest Television, Inc.	0.51%	None	N/A
Howard F. Mooney Decatur, IL, U.S.A.	N/A	President & Chief Executive Officer of FirsTech	N/A	N/A	0.10%	None	N/A
Robert F. Plecki, JR. Champaign, IL, U.S.A.	N/A	Executive Vice President & Chief Credit Officer	N/A	N/A	0.16%	None	N/A
John J. Powers Champaign, IL, U.S.A.	N/A	Executive Vice President & General Counsel	N/A	N/A	0.13%	None	N/A
Amy L. Randolph Champaign, IL, U.S.A.	N/A	Executive Vice President & Chief of Staff	N/A	N/A	0.06%	None	N/A
George T. Shapland Champaign, IL, U.S.A.	President, Shapland Management Co.	Director	N/A	President, Shapland Management Co.	0.74%	None	N/A
Christopher M. Shroyer Champaign, IL, U.S.A.	N/A	President & Chief Executive Officer of Busey Bank	N/A	N/A	0.13%	None	N/A
Thomas G. Sloan Champaign, IL, U.S.A.	Chief Executive Officer, Sloan Implement Company	Director	N/A	Chief Executive Officer, Sloan Implement Company	0.46%	None	N/A
Busey Trust Company Champaign, IL, U.S.A.	N/A	Trustee, First Busey Corporation Employee Stock Ownership Plan	N/A	N/A	0.77%	None	N/A