Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [ ] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [X] special extension (enter description) HURRICANE HARVEY-MONTGOMERY COUNTY

Part II Basic Plan Information—enter all requested information

1a Name of plan
WOODFOREST FINANCIAL GROUP EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1981

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
WOODFOREST FINANCIAL GROUP, INC.

1330 LAKE ROBBINS DRIVE, SUITE 150
THE WOODLANDS, TX 77380-0000

2b Employer Identification Number (EIN) 76-0163373

2c Plan Sponsor's telephone number 832-375-2515

2d Business code (see instructions) 551111

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	12/18/2017	KELLY HOLMES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	4560
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	4085
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	4017
b	Retired or separated participants receiving benefits	**6b**	135
c	Other retired or separated participants entitled to future benefits	**6c**	988
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	5140
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	5141
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	4774
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1133
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2H 2I 2J 2K 2O 2Q 2S 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[ ]	0	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[ ]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan WOODFOREST FINANCIAL GROUP EMPLOYEE STOCK OWNERSHIP PLAN	**B** Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 WOODFOREST FINANCIAL GROUP, INC.	**D** Employer Identification Number (EIN) 76-0163373

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions). . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

RETIREMENT HORIZONS, INC

2201 TIMBERLOCH PLACE, STE 150
THE WOODLANDS, TX 77380

76-0551734

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	RECORDKEEPER	188552	Yes [X] No [ ]	Yes [X] No [ ]	213327	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
WOODFOREST FINANCIAL GROUP EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WOODFOREST FINANCIAL GROUP, INC.

D Employer Identification Number (EIN)
76-0163373

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	16041235	11461650
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	6778463	7015308
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	49847572	61009263
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	166876720	193643774
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	239543990	273129995
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	155486	188159
k	Total liabilities (add all amounts in lines 1g through1j)	1k	155486	188159
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	239388504	272941836

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	2846398	
	(B) Participants	2a(1)(B)	8389681	
	(C) Others (including rollovers)	2a(1)(C)	1051344	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		12287423
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	9484	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	320407	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		329891
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	18690605	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2413983	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		21104588
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	39007433	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		39007433

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1012907
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		73742242
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	38873154	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		38873154
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		1139807
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	175949	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		175949
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		40188910
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		33553332
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CALVETTI FERGUSON **(2)** EIN: 13-4255527

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n		X	
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
WOODFOREST FINANCIAL GROUP EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WOODFOREST FINANCIAL GROUP, INC.

D Employer Identification Number (EIN)
76-0163373

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 11223448

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 86-0691833

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☒ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☒ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☒ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☒ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.



WOODFOREST FINANCIAL GROUP
EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULES,
AND
INDEPENDENT AUDITORS' REPORT

December 31, 2016

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INDEPENDENT AUDITORS' REPORT

To the Plan Sponsor and Participants of the
Woodforest Financial Group Employee Stock Ownership Plan
The Woodlands, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Woodforest Financial Group Employee Stock Ownership Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Charles Schwab Bank, the Custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Custodian as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan Administrator by the Custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4j – Schedule of Reportable Transactions as of December 31, 2016 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and and not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



The Woodlands, Texas
November 2, 2017

WOODFOREST FINANCIAL GROUP EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2016 AND 2015

	2016	2015
ASSETS		
Investments, at fair value	$ 266,114,687	$ 232,765,527
Receivables:		
Notes receivable from participants	7,015,308	6,778,463
TOTAL ASSETS	273,129,995	239,543,990
LIABILITIES		
Excess contributions payable	188,159	155,486
TOTAL LIABILITIES	188,159	155,486
NET ASSETS AVAILABLE FOR BENEFITS	**$ 272,941,836**	**$ 239,388,504**

The accompanying notes are an integral part of these financial statements.

WOODFOREST FINANCIAL GROUP EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2016

ADDITIONS:	
Additions to net assets attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 40,020,340
Dividends and interest	21,114,072
	61,134,412
Interest income on notes receivable from participants	320,407
Contributions:	
Employer	2,846,398
Participants	8,389,681
Rollovers	1,051,344
Total contributions	12,287,423
Total additions	73,742,242
DEDUCTIONS:	
Deductions from net assets attributed to:	
Benefits paid to participants	40,012,961
Administrative expenses	175,949
Total deductions	40,188,910
Net increase	33,553,332
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	239,388,504
End of year	**$ 272,941,836**

The accompanying notes are an integral part of these financial statements.

NOTE 1 – PLAN DESCRIPTION

The following brief description of the Woodforest Financial Group Employee Stock Ownership Plan (the "Plan") provides only general information. Participants should refer to the Summary Plan Description and the Plan Document for a more complete description of the Plan's provisions.

General – The Plan was established on January 1, 1981 and covers substantially all employees of Woodforest Financial Group, Inc. (the "Employer" or the "Company"). As of January 1, 2016, the Plan was amended and operates, in relevant part, as a non-leveraged employee stock ownership plan ("ESOP") and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code ("IRC") of 1986, as amended, and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

On December 15, 2011, the Plan purchased 4,171,918 shares of the Company's Common Stock ("Company Stock") with a credit agreement of $15,000,000 (See Note 6). The loan was paid in full in July 2013. On December 31, 2013, following the Company's purchase of 347,393 shares from participants under the diversification provision of the Plan, the Plan repurchased the shares of Company Stock using $10,856,031 proceeds of the credit agreement. The loan was paid in full in July 2014. The Plan holds the Company Stock in a trust established under the Plan.

The borrowing was collateralized by the unallocated shares of Company Stock and was guaranteed by the Company. The lender has no rights against shares of Company Stock once they are allocated to participants in accordance with the terms of the ESOP.

Administration of the Plan – The Company serves as the Plan Administrator. Charles Schwab Bank ("Charles Schwab" or the "Custodian") serves as Custodian of the Plan's investments. Retirement Horizons, Inc. serves as the Plan's record-keeper. Certain officers of the Company serve as Trustees of the Plan.

Eligibility – All employees are eligible to participate in the Plan on the date in which they have completed either 500 hours of service during a consecutive six month period or 1,000 hours of service during a consecutive 12 month period, and have attained 18 years of age. Independent contractors and employees who are employed by a related employer that does not participate in the Plan are ineligible to participate in the Plan.

Participant Accounts – Each participant's account is credited with the participant's contributions and the Company's matching contributions as well as allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Allocations are based on participant compensation or account balances, as defined.

Participant Contributions – All eligible participants may elect to defer a certain percentage or dollar amount of at least 1% and up to 100% of their compensation, on a pre-tax basis through payroll deductions. Highly-compensated employees may elect to defer a certain percentage or dollar amount of at least 1% and up to 20% of their compensation. Participant contributions are subject to certain limitations under the IRC. Each participant's annual contribution shall not exceed the maximum amount allowed for deferral under the IRC, which was $18,000 for 2016. Participants who have attained age 50 before the end of the Plan year are eligible to make additional catch-up contributions of up to $6,000 for 2016.

Rollover Contributions – Rollover contributions may also be accepted by the Plan on behalf of participants from other plans qualified under Section 401(a) of the IRC, provided that such rollover contributions are approved by the Plan's Administrator.

NOTE 1 – PLAN DESCRIPTION – continued

Employer Contributions – Each year, the Company may make contributions to the Plan in the form of Company stock or cash, which resides in a trust account. For the year ended December 31, 2016, the Employer made Safe Harbor fixed matching contributions to all eligible participants in an amount equal to 100% of the first 3% of employee contributions and 50% of employee contributions greater than 3% but not to exceed 5% of an employee's compensation; the maximum employer Safe Harbor fixed matching contribution is 4%.

The Employer, on a discretionary basis, may also make Safe Harbor, qualified non-elective, and employer optional contributions. There were no such discretionary contributions made in the 2016 Plan year.

Vesting – Participants are always 100% vested with respect to salary deferrals, Safe Harbor fixed matching contributions, rollover contributions, qualified non-elective contributions, and related earnings. For all Employer discretionary matching, employer optional contributions, and related earnings, participants' accounts vest at a rate of 20% per year, beginning with the participant's second year of service.

Forfeited Accounts – At December 31, 2016 and 2015, forfeited non-vested accounts totaled $3,725 and $582, respectively. These accounts will be used to reduce future employer contributions and pay plan expenses. For the year ended December 31, 2016, employer contributions were reduced by $741,335 from forfeited, non-vested accounts.

Participant-Directed Investments – Participant contributions and Employer contributions to the Plan and related earnings are participant-directed investments. To the extent such amounts are not invested in shares of Company Stock, participants have the option of directing these account balances to one or more investment options offered by the Plan. The Plan has selected various investment options, as more fully described in the Plan Document, to which participants may designate the allocation of their account balances. The funds vary in types of investments, rates of return, and investment risk.

Diversification – Diversification is offered to participants approaching retirement to provide the opportunity to diversify their investment in the Company Stock, by electing to receive a cash distribution or invest in three alternative investments offered by the Plan. Participants eligible for diversification must be at least age 55 with at least 10 years of participation in the Plan. Diversification is available to each eligible participant over a six year period, in which they may diversify a percentage of post-1986 shares allocated to the participant's account, less any shares previously diversified. In each of the first five years, a participant may diversify up to 25%, increasing to 50% in the sixth year.

Put Option – Under federal income tax regulations, the Employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the current appraised value of the stock. The Company may pay for the purchase with interest over a period of up to five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Voting Rights – Each participant is entitled to voting rights attributable to the shares allocated to the participant's account. Participants are notified by the Trustees prior to the time that such rights are to be exercised. The Trustees are not permitted to vote any allocated share for which instructions have not been given by a participant. The Trustees are required, however, to vote any unallocated shares on behalf of the collective best interest of plan participants and beneficiaries.

NOTE 1 – PLAN DESCRIPTION – continued

Notes Receivable from Participants – Under the Plan's loan provisions, participants may borrow from their accounts by transferring from their fund balances a minimum of $1,000 up to a maximum amount equal to the lesser of 50% of their vested balance or $50,000, less outstanding loan balances at the time of issuance. A participant may have three outstanding loans at a time, however may only request one new loan per Plan year. The loans must be repaid over a period of no longer than five years; however, the Plan Administrator may permit a longer repayment term if the loan is for the purchase of the participant's principal residence. The loans are secured by the balance in the participant's account. For loan balances not repaid, the Plan Administrator deems the defaulted loan to be a distribution and will record a benefit payment. Interest is fixed at 1% plus the Wall Street Journal Prime rate at the time the loan is made, with scheduled repayments to be made through salary deferrals. Interest rates for the 2016 Plan year were 4.25% to 4.50%. Principal and interest are paid ratably through payroll deductions and are due in equal installments not less frequently than quarterly. Participant loans are measured at the unpaid principal balance plus any accrued but unpaid interest.

Payment of Benefits – The payment of benefits from each account may occur upon attaining age 59 ½, retirement, disability, death, termination of employment, or if the participant reaches the age 70 ½ while still employed. Upon normal retirement, disability, or death, a participant is entitled to receive 100% of their account balance. Under the Plan, normal retirement is defined as age 65. Upon termination, participants or beneficiaries are entitled to receive the vested portion of their account balance. Cash payment of benefits are paid in a lump-sum amount, installment payment, or life annuity, as defined by the Plan. Participant accounts invested in Company Stock may be distributed in Company Stock as an in-kind distribution. Because the Company is operating as an S Corporation, participants that receive a distribution of Company Stock will be required to immediately resell such Company Stock back to the Company under a mandatory put option.

Terminated participants whose account balances are less than $1,000 receive automatic distributions. The Plan has the option to open an individual retirement account for participants with vested balances between $1,000 and $5,000 if no election from the participant is received. In addition, financial hardship withdrawals are permitted by the Plan for those participants who have incurred a substantial financial hardship.

For Company stock held in the participant's account, if a participant terminates employment by reason of the attainment of age 65, death, or disability, the participant's vested account balance will be distributed no later than one year following the Plan year of the participant's separation from service. If the participant terminates employment for any other reason, the vested account balance attributable to Company stock will be distributed no later than one year following the fifth Plan year subsequent to the participant's separation from service.

Plan Termination – Although the Company intends to continue the Plan indefinitely, it reserves the right to terminate the Plan, in accordance with the provisions of the Plan. In the event of termination of the Plan, all amounts credited to a participant's account become fully vested, and the Plan assets are to be distributed according to provisions outlined in the Plan Document.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The Plan's financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates – The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes in those assets and liabilities, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Investment Valuation and Income Recognition – Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments purchased and sold as well as held during the year.

Notes Receivable from Participants – Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 and 2015. Delinquent participant loans are recorded as distributions on the basis of the terms of the Plan agreement.

Payment of Benefits – Benefits payments are recorded when paid.

Administrative Expenses – Loan origination fees associated with notes receivable from participants, check fees associated with distributions, and certain expenses incurred maintaining the Plan are paid by the Plan and are reflected in the financial statements as Plan expenses. Investment management fees are charged to the Plan as a reduction of investment return and are included in net appreciation of fair value of investments. All other expenses of the Plan are paid by the Company

Recent Accounting Pronouncements – In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, which eliminates the requirement to categorize investments in the fair value hierarchy if their fair value is measured at net asset value ("NAV") per share (or its equivalent) using the practical expedient in FASB Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurement*. The scope of current disclosure requirements for investments eligible to be measured at NAV will be limited to investments to which the practical expedient is applied. This guidance requires retrospective application. The Plan adopted this guidance as of January 1, 2016. The adoption of this guidance did not have an impact on the Plan because all investments measured at fair value in the Plan have readily determinable fair value.

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*. The amendments in this update remove the requirement to report fully benefit-responsive investment contracts at fair value with an adjustment to contract value and to simplify certain investment disclosures required for employee benefit plans. The update designates contract value as the only required measure for fully benefit-responsive investment contracts and eliminates certain disclosures (Part I). Additionally, the update eliminates the requirements to disclose individual investments that represent 5% or more of net assets available for benefits, the net appreciation or depreciation for investments by general type, and the investment information disaggregated based on nature, characteristics, and risks (Part II). The update also allows plans to measure investments and investment related accounts as of a month-end date that is closest to the Plan's fiscal year end, when the fiscal period does not coincide with a month-end (Part III). The amendments in this update are effective for fiscal years beginning after December 15, 2015 and should be applied on a retrospective basis for the periods presented for Parts I and II and on a prospective basis for Part III. Early adoption is permitted. The Plan elected to early adopt ASU 2015-12 Part II and has applied the provisions effective January 1, 2015. Parts I and III were not applicable to the Plan.

Subsequent Events – The Plan has evaluated all events and transactions that occurred through November 2, 2017, the date these financial statements were issued.

NOTE 3 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy under FASB ASC 820 are as follows:

- **Level 1** – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access at the measurement date.
- **Level 2** – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; or inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
- **Level 3** – Inputs that are unobservable inputs for the assets or liability.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

- *Money market fund*: This investment is recorded at cost, which approximates fair value and is classified within level 1 of the valuation hierarchy.
- *Mutual funds*: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and are classified within Level 1 of the fair value hierarchy.
- *Common Stock - Woodforest Financial Group, Inc.:* The Company Stock held by the Plan is valued based on an appraisal. This appraisal was based upon a combination of the market and income valuation approaches consistent with prior years as illustrated in the following table.

Level 3 Investments	Principal Valuation Technique	Weighted Average	Unobservable Inputs
Common stock	Income approach	44%	Earnings Weighted average cost of capital Discount rate Discount for lack of marketability
	Market approach	56%	Public comparables Tangible book value multiple Earnings multiple Discount for lack of marketability

The valuation process involves the selection of an appraiser by Plan management each year. Plan management accumulates the data for the appraiser from historical and projected financial information of the Company. The appraiser prepares a report of estimated value per share that a participant will receive upon distribution. Plan management must approve of the appraisal report and the value reported prior to implementation.

NOTE 3 – FAIR VALUE MEASUREMENTS – continued

The methods described above may produce a fair value calculation which may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015. Classification within the fair value hierarchy table is based on the lowest level of any input that is significant to the fair value measurement.

	Assets at Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 11,461,650	$ -	$ -	$ 11,461,650
Mutual funds	61,009,263	-	-	61,009,263
Common stock - Woodforest Financial Group, Inc.	-	-	193,643,774	193,643,774
Investments at fair value	$ 72,470,913	$ -	$ 193,643,774	$ 266,114,687

	Assets at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Money market funds	$ 16,041,235	$ -	$ -	$ 16,041,235
Mutual funds	49,847,572	-	-	49,847,572
Common stock - Woodforest Financial Group, Inc.	-	-	166,876,720	166,876,720
Investments at fair value	$ 65,888,807	$ -	$ 166,876,720	$ 232,765,527

For the years ended December 31, 2016 and 2015, there were no transfers between Levels 1 and 2 and no transfers in or out of Level 3.

The following sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2016:

	Common Stock
Balance, beginning of year	$ 166,876,720
Unrealized gain on investments	9,365,067
Purchases of investments	29,042,290
Sales of investments	(40,265,731)
Realized gain on sales of investments	28,625,428
Balance, end of year	$ 193,643,774

The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses, relating to assets still held by the Plan as of December 31, 2016, was $39,007,433.

NOTE 4 – INFORMATION CERTIFIED BY CUSTODIAN (UNAUDITED)

As permitted by the rules and regulations of the DOL with respect to reporting and disclosure under ERISA, the Plan's Custodian, Charles Schwab, has certified to the Plan's Administrator that the following data included in the accompanying financial statements and supplemental schedules as of December 31, 2016 and 2015 and for the year ended December 31, 2016 are complete and accurate:

December 31,	2016	2015
Investments, at fair value	$ 266,114,687	$ 232,765,527
Notes receivable from participants	7,015,308	6,778,463

Year Ended December 31,	2016
Net appreciation in fair value of investments	$ 40,020,340
Dividends and interest	21,114,072
Interest income on notes receivable from participants	320,407

NOTE 5 – NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows:

December 31,	2016	2015
Net Assets:		
Common stock - Woodforest Financial Group, Inc.	$ 193,643,774	$ 166,876,720

Year Ended December 31,	2016
Changes in Net Assets:	
Net appreciation in fair value of investments	37,990,495
Dividends	18,690,605
Contributions:	
Employer	2,846,398
Participant	4,761,645
Benefits paid to participants	(20,701,870)
Administrative expenses	(112,377)
Net transfers to participant-directed investments	(16,707,842)
	$ 26,767,054

NOTE 6 – REVOLVING CREDIT AGREEMENT

On December 15, 2011, the Plan entered into a $15,000,000 revolving credit agreement with the Company, a financial institution. At issuance, the proceeds of the loan were used to purchase Company Stock. As of December 31, 2016 and 2015, the loan had no outstanding balance and all shares of Company Stock are allocated to participants under the Plan.

Under the revolving credit agreement, the Plan was able to request advances and make payments on principle from time to time. The agreement required interest-only payments each quarter beginning on February 1, 2014 through November 1, 2014, and continuing on the first day of each month thereafter through December 31, 2015 at an interest rate of 1.57%. All outstanding principal was due on December 31, 2015, at the agreement's termination date.

NOTE 6 – REVOLVING CREDIT AGREEMENT – continued

The borrowing was collateralized by the unallocated shares of Company Stock and guaranteed by the Company. The lender had no rights against shares of Company Stock once they were allocated to participants in accordance with the terms of the ESOP.

NOTE 7 – TAX STATUS

The Plan has obtained a determination letter from the Internal Revenue Service ("IRS") dated June 15, 2015 stating that the Plan is qualified under the IRC and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter, however the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the IRS. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Plan management believes it is no longer subject to income tax examinations for years prior to 2013.

NOTE 8 – EXEMPT PARTY-IN-INTEREST TRANSACTIONS

The Plan invests in Company Stock, maintains cash deposits in an account held by the Company, and has indebtedness guaranteed by the Company. These are related party and party-in-interest transactions. As described in Note 1, the Company pays certain Plan expenses.

Certain Plan investments are shares of mutual funds and money market funds managed by the Custodian, and therefore, these transactions qualify as party-in-interest transactions as defined by ERISA. Such transactions are permitted under the provisions of the Plan and are exempt from the prohibition of party-in-interest transactions under ERISA. There have been no known prohibited transactions with parties-in-interest. As described in Note 2, the Plan paid certain expenses related to Plan operations and investment activity to service providers.

The Plan has notes receivable from participants at December 31, 2016 and 2015. As a result, these receivables and all transactions relating to these receivables qualify as party-in-interest transactions. These transactions are exempt from being prohibited transactions by ERISA.

NOTE 9 – RISKS AND UNCERTAINTIES

The Plan's investments consist of the Company Stock and various investment securities. These investments are exposed to various risks, such as interest rate, market, and credit risks, in addition to valuation assumptions based on earnings, cash flows, and other techniques. Because of the level of risk associated with these investments and to uncertainties inherent to estimates and assumptions, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

* * * * * *

WOODFOREST FINANCIAL GROUP EMPLOYEE STOCK OWNERSHIP PLAN

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT YEAR END)
DECEMBER 31, 2016

EIN 76-0163373
Plan # 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
Money market funds:				
*	Woodforest National Bank	Money Market Checking	(i)	$ 3,041,823
*	Charles Schwab Trust Company	Schwab Bank Savings	(i)	7,027,456
*	Charles Schwab Trust Company	Schwab Money Market Fund	(i)	1,392,371
		Total money market funds		11,461,650
Mutual funds:				
	American Funds Distributors, Inc.	American Balanced Fund, Class A	(i)	36,171,275
	American Funds Distributors, Inc.	Capital Income Builder, Class R3	(i)	54,610
	American Funds Distributors, Inc.	EuroPacific Growth Fund, Class A	(i)	1,778,247
	American Funds Distributors, Inc.	Fundamental Investors, Class A	(i)	2,557,578
	American Funds Distributors, Inc.	New Perspective Fund, Class A	(i)	1,265,412
	American Funds Distributors, Inc.	SMALLCAP World Fund, Class A	(i)	2,258,183
	American Funds Distributors, Inc.	The Bond Fund of America, Class A	(i)	627,091
	American Funds Distributors, Inc.	The Growth Fund of America, Class A	(i)	3,768,696
	American Funds Distributors, Inc.	The Income Fund of America, Class A	(i)	1,320,599
	American Funds Distributors, Inc.	The Investment Company of America, Class A	(i)	819,476
	American Funds Distributors, Inc.	The New Economy Fund, Class A	(i)	2,437,176
	American Funds Distributors, Inc.	Washington Mutual Investors Fund, Class A	(i)	793,480
	Columbia Management Investment Advisors, LLC	Columbia Large Cap Growth Fund III, Class A	(i)	508,885
	Delaware Investments	Delaware Small Cap Core Fund, Class A	(i)	401,102
	Federated Investors, Inc.	Federated High Income Bond Fund, Class A	(i)	431,434
	Federated Investors, Inc.	Federated Clover Small Value Fund, Class A	(i)	11,031
	Franklin Templeton Investments	Franklin Convertible Securities Fund, Class A	(i)	454,962
	Franklin Templeton Investments	Franklin U.S. Government Securities Fund, Class A	(i)	199,286
	Franklin Templeton Investments	Templeton Global Bond Fund, Class A	(i)	385,659
	Hartford Funds Distributors, LLC	The Hartford MidCap Fund, Class R3	(i)	519,750
	Henderson Global Investors, Inc.	Global Equity Income Fund, Class A	(i)	11,172
	Invesco Distributors, Inc.	Invesco Comstock Fund, Class A	(i)	801,935
	Legg Mason Partners Fund Advisors, LLC	ClearBridge Aggressive Growth, Class A	(i)	452,553
	Lord, Abbett and Co., LLC	Lord Abbett Bond Debenture Fund, Class A	(i)	699,886
	MainStay Investments	MainStay Floating Rate Fund, Class A	(i)	578,273
	Oakmark Funds	Oakmark Fund, Class I	(i)	425,933
	OppenheimerFunds Distributors, Inc.	Oppenheimer Global Fund, Class A	(i)	613,665
	Pioneer Investments	Pioneer High Yield Fund, Class A	(i)	30,310
	Principal Funds, Inc.	Global Real Estate Securities Fund, Class A	(i)	118,319
	Prudential Financial, Inc.	Prudential Jennison Small Company Fund, Class A	(i)	85,645
	T.Rowe Price Associates, Inc.	Short Term Bond Fund	(i)	228,549
	Van Eck Associates Corporation	International Investors Gold Fund, Class A	(i)	107,946
	Victory Capital Management, Inc.	Munder Mid-Cap Core Growth Fund, Class A	(i)	91,145
		Total mutual funds		61,009,263
Common stock:				
*	Woodforest Financial Group, Inc.	Common Stock, 3,923,886 shares		193,643,774
Other:				
*	Notes receivable from participants	4.25% - 4.50%, maturing at various dates through October 2027	-0-	7,015,308
				$ 273,129,995

(i) Cost basis for participant-directed investments is not required.
* A party-in-interest as defined by ERISA

WOODFOREST FINANCIAL GROUP EMPLOYEE STOCK OWNERSHIP PLAN

SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS
DECEMBER 31, 2016

EIN 76-0163373
Plan # 001

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Series of Transactions Exceeding 5% of Plan Net Assets:						
Woodforest Financial Group, Inc.	Common Stock	$ 29,042,290		$ 29,042,290	$ 29,042,290	
Woodforest Financial Group, Inc.	Common Stock		$ 40,265,731	$ 11,640,303	$ 40,265,731	$ 28,625,428

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- ☐ a multiemployer plan
- ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- ☒ a single-employer plan
- ☐ a DFE (specify) ___

B This return/report is:
- ☐ the first return/report
- ☐ the final return/report
- ☐ an amended return/report
- ☐ a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ ☐

D Check box if filing under:
- ☐ Form 5558
- ☐ automatic extension
- ☐ the DFVC program
- ☒ special extension (enter description) Hurricane Harvey-Montgomery County

Part II Basic Plan Information—enter all requested information

1a Name of plan
WOODFOREST FINANCIAL GROUP EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1981

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
WOODFOREST FINANCIAL GROUP, INC.

1330 LAKE ROBBINS DRIVE, SUITE 150

THE WOODLANDS TX 77380-0000

2b Employer Identification Number (EIN)
76-0163373

2c Plan Sponsor's telephone number
832-375-2515

2d Business code (see instructions)
551111

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Kelly Holmes	12/18/17	KELLY HOLMES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	4,560
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	4,085
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	4,017
b	Retired or separated participants receiving benefits	**6b**	135
c	Other retired or separated participants entitled to future benefits	**6c**	988
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	5,140
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	5,141
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	4,774
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1,133
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2H 2I 2J 2K 2O 2Q 2S 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[ ]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

WOODFOREST FINANCIAL GROUP EMPLOYEE STOCK OWNERSHIP PLAN

SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS
DECEMBER 31, 2016

EIN 76-0163373
Plan # 001

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
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Woodforest Financial Group, Inc.	Common Stock		$ 40,265,731	$ 11,640,303	$ 40,265,731	$ 28,625,428

WOODFOREST FINANCIAL GROUP EMPLOYEE STOCK OWNERSHIP PLAN

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT YEAR END)
DECEMBER 31, 2016

EIN 76-0163373
Plan # 001

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
Money market funds:				
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*	Charles Schwab Trust Company	Schwab Bank Savings	(i)	7,027,456
*	Charles Schwab Trust Company	Schwab Money Market Fund	(i)	1,392,371
		Total money market funds		11,461,650
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	American Funds Distributors, Inc.	EuroPacific Growth Fund, Class A	(i)	1,778,247
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	American Funds Distributors, Inc.	The Growth Fund of America, Class A	(i)	3,768,696
	American Funds Distributors, Inc.	The Income Fund of America, Class A	(i)	1,320,599
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	American Funds Distributors, Inc.	Washington Mutual Investors Fund, Class A	(i)	793,480
	Columbia Management Investment Advisors, LLC	Columbia Large Cap Growth Fund III, Class A	(i)	508,885
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	Franklin Templeton Investments	Templeton Global Bond Fund, Class A	(i)	385,659
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	Invesco Distributors, Inc.	Invesco Comstock Fund, Class A	(i)	801,935
	Legg Mason Partners Fund Advisors, LLC	ClearBridge Aggressive Growth, Class A	(i)	452,553
	Lord, Abbett and Co., LLC	Lord Abbett Bond Debenture Fund, Class A	(i)	699,886
	MainStay Investments	MainStay Floating Rate Fund, Class A	(i)	578,273
	Oakmark Funds	Oakmark Fund, Class I	(i)	425,933
	OppenheimerFunds Distributors, Inc.	Oppenheimer Global Fund, Class A	(i)	613,665
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	T.Rowe Price Associates, Inc.	Short Term Bond Fund	(i)	228,549
	Van Eck Associates Corporation	International Investors Gold Fund, Class A	(i)	107,946
	Victory Capital Management, Inc.	Munder Mid-Cap Core Growth Fund, Class A	(i)	91,145
		Total mutual funds		61,009,263
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*	Woodforest Financial Group, Inc.	Common Stock, 3,923,886 shares		193,643,774
Other:				
*	Notes receivable from participants	4.25% - 4.50%, maturing at various dates through October 2027	-0-	7,015,308
				$ 273,129,995

(i) Cost basis for participant-directed investments is not required.
* A party-in-interest as defined by ERISA