

FEDERAL DEPOSIT INSURANCE CORPORATION
Washington, D.C. 20429

FORM 10-K/A
Amendment No. 1

- Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the Fiscal Year Ended December 31, 2013
- Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from ___ to ___.

FDIC Certificate Number 32203

Summit State Bank

(Exact name of registrant as specified in its charter)

California 94-2878925
(State of incorporation) (I.R.S. Employee Identification No.)

500 Bicentennial Way, Santa Rosa, California 95403
(Address of principal executive offices)
(707) 568-6000

(registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:
Common Stock, no par value, registered on the NASDAQ Stock Market, LLC

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a no accelerated filer or smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act). (Check one)

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark if the registrant is a shell company, in Rule 12b(2) of the Exchange Act. Yes No

The aggregate market value of the Common Stock held by nonaffiliated was approximately \$28,783,000 (based upon the closing price of shares of the registrant's Common Stock, no par value, as reported by the NASDAQ Stock Market, LLC on June 28, 2013). The number of shares outstanding of the registrant's common stock (no par value) at the close of business April 23, 2014 was 4,778,070

Explanatory Note

Summit State Bank (“the Bank”) is filing this amendment No. 1 to its Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (the “Form 10-K”), as filed with the Federal Deposit Insurance Corporation on March 13, 2014, to include Part III disclosures because the Bank anticipates that it will not file its definitive proxy statement within the 120 days of December 31, 2013.

In accordance with Rule 12b-15 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), this Amendment No. 1 sets forth below the complete text of Part III for Item 10 through Item 14. In addition, new Certifications of our Principal Executive Officer and Principal Financial Officer pursuant to Rules 13a-14(a) and 15D-14(a) of the Exchange Act are filed as exhibits to this Amendment No. 1.

This Amendment No. 1 does not include any additional changes, nor does it update any disclosures to reflect developments since the Form 10-K. In particular, any forward-looking statements included in this Amendment No. 1 represent management’s view as of the filing date of the Form 10-K. Accordingly, this Amendment No. 1 should be read in conjunction with the Form 10-K.

This Amendment No. 1 contains forward-looking statements within the meaning of Section 21E of the Exchange Act. Actual results could differ materially from those set forth in the forward-looking statements.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors of the Bank

The following is information regarding the members of the Board of Directors:

Name	Age	Position With Bank	Director Since(1)	Principal Occupation, Business Experience During Past Five Years and Other Information
Jeffery B. Allen	54	Director	2013	Since 1980, President of Allen Land Design and in 2004 co-founded American Bio Diesel/Community Fuels. Prior thereto, he founded Muchas Grasses, a company that evolved into the largest resource of decorative grasses in the State of California. The Board’s primary reasons for determining that he should serve a Director are his representation and knowledge of the Healdsburg community and ecologically sound landscape architecture industry.
James E. Baxter II	53	Director	2011	Since 1992, President of Baxter Fentriss and Co., an investment banking firm that assists middle market companies in achieving significant corporate objectives. Prior thereto, he was a director in mergers and acquisition division of Crestar Financial Corp. He has also served as a senior auditor for Ernst and Young. The Board’s primary reason for determining that he should serve as a

Name	Age	Position With Bank	Director Since(1)	Principal Occupation, Business Experience During Past Five Years and Other Information
				Director is his knowledge of the financial industry and capital markets.
James E. Brush	61	Director	2009	Business consultant. Board member, the Healdsburg Green City Committee, the Board of Access Healdsburg/MyHbg.tv, the Sonoma County Assessor's Appeals Board, the Healdsburg Greyhound Boosters Board and Treasurer, and the Board of Summer Home Park Corp. Active CPA license for 25 years through 2003. The Board's primary reason for determining that he should serve as a Director is his knowledge of the Healdsburg community, wine and commercial real estate industries.
Josh C. Cox, Jr.	72	Director	2011	Principal and owner of Josh Cox & Associates, a consulting firm focused on bank management and profitability enhancement. Chief Executive Officer and Director of numerous financial institutions since 1972. Senior Vice President of Summit State Bank from April, 2006 to May, 2007. The Board's primary reason for determining that he should serve as a Director is his knowledge of bank administration and lending.
John F. DeMeo	79	Director	1995	Senior partner in the law firm of DeMeo DeMeo & West; founder and director of Sonoma County Savings & Loan, Santa Rosa, California from 1977 until it was sold in 1982. The Board's primary reason for determining that he should serve as a Director is his community involvement and legal experience.
Michael J. Donovan	78	Director	1990	Attorney in private practice in Santa Rosa, California since 1973; Santa Rosa Assistant City Attorney from 1968-1973. The Board's primary reason for determining that he should serve as a Director is his legal experience.
Thomas M. Duryea	56	President /CEO and Director	2008	President and Chief Executive Officer of the Bank since March 2008. Senior Vice President and Chief Credit Officer of the Bank from June 2006 to March 2008. From July 2001 to June 2006, Vice President and Commercial Loan Officer for the Bank. The Board's primary reasons for determine that he should serve as a Director are his position as President and CEO and his knowledge of bank administration and lending.
Todd R. Fry	48	Director	2000	Chief Financial Officer of Champion Industries, Inc., a commercial printing, office supply and retail office furniture company, since 1999; Chief Financial Officer of Broughton Foods Co., a dairy manufacturer and distributor, from 1997-1999; and Manager at Coopers & Lybrand, a public accounting firm, from 1991-1997. The Board's primary reason for determining that he should serve as a Director is his knowledge of finance and accounting.
Samuel G. Kapourales	79	Director	2013	Retired pharmacist and real estate investor. Director of First National Bank of Williamson (West Virginia), since 1966. Director of First Bank of Charleston (West Virginia) since 2003. Director of Energy Services of America Corporation since 2010. Also, director of West Virginia Housing Development Fund since 2010. The Board's primary reasons for determining that he should serve as a Director are his experience as a community bank director and his general business experience.

Name	Age	Position With Bank	Director Since(1)	Principal Occupation, Business Experience During Past Five Years and Other Information
Allan J. Hemphill	75	Director / Chairman	1999	President of Hemphill and Associates, a winery consulting and management firm, since 1999; President of Laguna Custom Cellars, Inc., a winery venture capital firm, since 1999; President of Associated Vintage Group, a winery service company, from 1993 to 1999. The Board's primary reason for determining that he should serve as a Director is his knowledge of the local wine industry.
Ronald A. Metcalfe	55	Director	2000	Shareholder and Principal in Call & Metcalfe Certified Public Accountants, P.C., a certified public accounting firm, since 1995; Certified Public Accountant since 1986. The Board's primary reason for determining that he should serve as a Director is his knowledge of accounting and the local business community.
Richard E. Pope	68	Director	2013	Board member for Coddling Investments, Inc. and Development Director for Sonoma Mountain Village, the first One Planet master planned community in Northern California. Co-founder of BrightHaven, a nonprofit Animal Sanctuary and awarded the Jefferson Award for Public Service in 2013. The Board's primary reason for determining that he should serve as a Director is his knowledge of the Sonoma County community and real estate development.
Nicholas J. Rado	66	Director	2009	Owner of Rado Consulting Services since November 2011. This business concentrates on accounting, job costing, Workers' Compensation insurance and for general engineering construction businesses. Vice President and CFO of North Bay Construction since 1991 with an engineering background and extensive financial operations experience. Past board member of the Engineering Contractors Assoc. for 18 years, being honored as Contractor of the Year in 1991 and 1996. He contributes extensively to the Petaluma community, including service on the Board of the Petaluma Boys & Girls Club. The Board's primary reasons for determining that he should serve a Director are his representation and knowledge of the Petaluma community and construction industry.
Marshall T. Reynolds	77	Director	1998	Chairman of the Board and Chief Executive Officer of Champion Industries, Inc., a commercial printing, office supply and retail office furniture company. Chairman of the Board of Premier Financial Bancorp, Inc. Serves as a director of several financial and other public and private companies listed below. The Board's primary reason for determining that he should serve as a Director is his experience in the financial industry, business acquisitions and corporate governance.
Eugene W. Traverso	75	Director	1999	Retired owner and director of Traverso's Gourmet Foods & Liquors, Santa Rosa, California, a food and wine retailer, from 1990 to 1998; founder, chairman and president of Sonoma County Savings & Loan, Santa Rosa, California from 1977 until its sale in 1982; director of Northbay Savings Bank, Petaluma, California from 1992 until its sale in 1997. The Board's primary reasons for determining that he should serve as a Director are his involvement in the Bank's market area and experience on the board of former financial institutions.

There are no family relationships among any of the Bank's executive officers or directors. The Board of Directors has determined that all directors except Thomas M. Duryea meet Nasdaq's requirements for independence of directors. Nasdaq rules require that a majority of the Board consist of independent directors and the Bank's Board meets this requirement.

The Board of Directors approved a mandatory retirement policy for directors upon reaching their 80th birthday.

With the exception of Marshall T. Reynolds and Samuel G. Kapourales, no director is, or within the last five years has been a director of any company with a class of securities registered pursuant to Section 12 of the Exchange Act, or subject to the requirements of Section 15(d) of such Act or of any company registered as an investment company under the Investment Company Act of 1940. Marshall T. Reynolds is Chairman of the Board of Champion Industries, Inc., Chairman of the Board of Premier Financial Bancorp, Chairman of the Board of Energy Services of America Corporation, director of First Guaranty Bank of Hammond, Louisiana; each of which has registered its common stock pursuant to the Exchange Act. In addition, during the past five years, he was a director of Portec Rail Products, Inc. of Pittsburgh, Pennsylvania, Abigail Adams National Bancorp, Inc. and First State Financial Corporation. Mr. Kapourales is a director of Energy Services of America Corporation, which has registered its common stock pursuant to the Exchange Act.

During 2013, the Bank's Board of Directors met 14 times for regularly scheduled and special meetings. Each director standing for reelection attended at least 75 percent of the aggregate of: (i) the total number of meetings of the Board of Directors; and (ii) the total number of meetings of board committees on which that director served.

Executive Officers Of The Bank

Set forth below is certain information with respect to the Executive Officers of the Bank.

Name	Age	Position	Officer Since
Allan J. Hemphill (1)	75	Chairman of the Board	2012
Thomas M. Duryea	56	President and Chief Executive Officer	2006
Dennis E. Kelley	60	Senior Vice President and Chief Financial Officer	2005
William Fogarty	54	Senior Vice President and Chief Credit Officer	2011
Linda Bertauche	68	Senior Vice President and Chief Operating Officer	2009

- (1) The Board has named the Chairman of the Board as an Executive Officer for succession planning. The Chairman of the Board does not receive compensation beyond the Board approved fees and does not participate in operating management.

A brief summary of the background and business experience of the Executive Officers of the Bank who have not previously been described is set forth below:

Dennis E. Kelley has been the Bank's Senior Vice President and Chief Financial Officer since January 2005. Previously he was Chief Financial Officer for Bank of Petaluma and National Bank of the Redwoods and its parent company, Redwood Empire Bancorp, and an Investment Representative/Registered Investment Advisor for A. G. Edwards.

William Fogarty was appointed Senior Vice President and Chief Credit Officer effective December 8, 2011. He was formerly with First Security Bank, Bozeman, MT as the Chief Credit Officer from April 2011 until joining Summit State Bank. Prior to that position, he was the President and Chief Executive Officer of Liberty Bay Bank, Poulsbo, Washington from April 2007 to August 2010 and Vice President, Commercial Relationship Manager with Frontier Bank, Bremerton, Washington from August 2006 to April 2007.

Linda Bertauche was promoted on January 26, 2009 to the position of Senior Vice President and Chief Operating Officer and is designated an executive officer of the Bank. Ms. Bertauche joined the Bank on July 5, 2005 and was a Senior Vice President and Compliance Officer. During the previous five years and before joining the Bank, she was Senior Vice President of Bank Operations for National Bank of the Redwoods and responsible for loan operations, deposit operations, data processing and information technology.

The Bank has adopted a code of ethics applicable to all of our directors and employees, including the principal executive officer, principal financial officer and principal accounting officer. The code of ethics can be found on the Bank's website at http://www.summitstatebank.com/ethics_policy.aspx.

Audit Committee

The members of the Audit Committee are Ronald A. Metcalfe (Committee Chairman), Jeffery B. Allen, Michael J. Donovan, and Richard E. Pope. All Audit Committee members would be deemed independent under Rule 5605(a)(2) and Rule 5605(c)(2)(A) of Nasdaq's listing standards.

The principal duties of the Audit Committee are the following: (i) select the Bank's independent registered public accounting firm; (ii) meet with the independent registered public accounting firm to review and approve the scope of its audit engagement and the fees related to such work; (iii) meet with the Bank's financial management, internal audit management and independent registered public accounting firm to review matters relating to internal accounting controls, the internal audit program, the Bank's accounting practices and procedures and other matters relating to the financial condition of the Bank; and (iv) periodically report to the Board any conclusions or recommendations that the Audit Committee may have with respect to such matters. The Audit Committee met 6 times during 2013. The committee has a written charter, a copy of which can be found on the Bank's website at www.summitstatebank.com. The Bank's Board of Directors has determined that the Bank has one Audit Committee financial expert, Ronald A. Metcalfe, serving on its Audit Committee. The designation or identification of a person as an Audit Committee financial expert does not impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the Audit Committee and Board of Directors in the absence of such designation or identification.

Section 16(a) Beneficial Ownership Reporting Compliance

To the Bank's knowledge and based solely on a review of the copies of reports furnished to the Bank and written representations that no other reports were required, during the fiscal year ended December 31, 2013, all Section 16(a) filing requirements were filed timely by the Bank's officers and directors.

ITEM 11. EXECUTIVE COMPENSATION

Compensation and Corporate Governance Committee

The members of the Compensation and Corporate Governance Committee (the "Compensation Committee") are John F. DeMeo (Committee Chairman), Allan Hemphill, and Marshall Reynolds. All are independent under Nasdaq listing standards. The Committee evaluates and recommends to the Board of Directors salary and other compensation for the CEO and President and bonuses for the executive officers. The Committee also develops and recommends to the Board a set of corporate governance principles applicable to the Bank. The Committee

oversees the evaluation of the Board and management and evaluates the effectiveness of Board meetings and makes recommendations for improvement. The Committee met 6 times in 2013. The Committee has a charter that can be found on the Bank's website at www.summitstatebank.com.

Executive Compensation- Compensation Discussion and Analysis

General Overview of Executive Compensation

The Bank currently has five designated executive officers, which includes the Chairman of the Board who was designated as an executive officer for succession purposes but does not receive a salary or participate in daily management. The executive officers responsible for daily management include the President and Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO"), the Chief Credit Officer ("CCO"), and the Chief Operating Officer ("COO"). Compensation for the executive officers consists of salary, annual bonus, stock options and other normal employee benefits that are offered to all employees of the Bank. The Compensation Committee of the Board of Directors, which consists solely of outside directors, recommends to the Board of Directors the compensation of the CEO based on their evaluation of the individual's performance and the overall performance of the Bank. Although no specific financial targets are set, factors used to assess the performance of the individual include the accomplishment of significant projects and strategies. The Bank's performance is evaluated on factors such as financial results, operations, and regulatory examination results. The CEO recommends to the Compensation Committee the compensation of the CFO, CCO, and COO. Annual salary is adjusted based on the Bank's performance and the performance of duties with respect to the officer's area of responsibility. The salary range of each position is compared to a peer group of banks in California and adjustment to salary is made when deemed appropriate.

The Compensation Committee recommends to the Board of Directors the annual bonus for the executive officers based on the Bank's financial performance and significant accomplishments during the year.

The Bank has no long-term, termination, retirement or change of control compensation agreements with any of the executive officers.

The Bank does not believe that any of its compensation policies or practices is reasonably likely to have a material adverse effect on it as such policies and practices related to risk-management practices and risk-taking incentives.

The following information is furnished with respect to the Executive Officers of the Bank whose aggregate compensation during 2013 exceeded \$100,000 (the "named executive officers").

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$) (1)	All Other Compensation (\$) (2)	Total (\$)
Thomas M. Duryea, CEO and President (PEO)	2013	270,131	-	-	-	28,183	298,314
	2012	270,000	-	-	-	29,071	299,071
Dennis E. Kelley, S.V.P. and CFO (PFO)	2013	170,210	-	-	-	10,338	180,548
	2012	170,000	9,807	-	-	10,332	190,139
Linda Bertauche, S.V.P. and COO	2013	150,263	-	-	-	7,414	157,677
	2012	150,000	8,654	-	-	6,948	165,602
William Fogarty, S.V.P. and CCO	2013	170,000	-	-	-	14,652	184,652
	2012	177,083	6,538	-	-	19,795	203,416

- (1) The option column shows the grant date fair value of options granted during the year, if any. See Footnote 11 to the Audited Financial Statements contained in the Annual Report to Shareholders on Form 10-K for the assumptions used in the computation of the value of the stock option awards.
- (2) All Other Compensation includes various benefits, including but not limited to 401-K matching contributions, automobile allowance and excess life insurance premiums.

The following table sets forth certain information about equity awards held by the Bank's named executive officers as of December 31, 2013.

Outstanding Equity Awards At 2013 Fiscal Year End				
	Option Awards			
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price	Option Expiration
Name	Exercisable	Unexercisable	(\$)	Date
Thomas M. Duryea	5,000	0	10.92	6/25/17
	10,000	0	6.99	8/1/18
	916	1,000	5.27	1/26/19
	2,000	2,000	5.00	12/18/19
	800	1,200	5.50	10/24/21
	6,800	10,200	5.50	10/24/21
Dennis E. Kelley	5,000	0	10.92	6/25/17
	0	2,000	4.65	3/30/19
	600	600	5.00	12/18/19
	0	4,000	6.28	3/22/20
	2,400	7,200	5.50	10/24/21
Linda Bertauche	5,000	0	10.92	6/25/17
	8,000	2,000	5.75	9/28/19
	1,200	300	5.00	12/18/19
	6,000	4,000	6.28	3/22/20
	4,000	6,000	5.50	10/24/21

Employment Contracts

There are no employment contracts between the Bank and any of the named executive officers.

Director Compensation For 2012

The following table sets forth compensation paid to the Bank's non-employee directors during 2013.

Name	Fees Earned or Paid in Cash (\$)	Option Awards	All Other Compensation (\$)	Total (\$)
Jeffrey B. Allen (1)	\$ 8,000			\$ 8,000
Bradley E. Baker (2)	10,400	-	-	10,400
James E. Baxter II	29,800	-	-	29,800
James E. Brush	26,400	-	-	26,400
Josh C. Cox, Jr.	30,800	-	-	30,800
John F. DeMeo	25,200	-	-	25,200
Michael J. Donovan	29,400	-	-	29,400
Richard A. Dorr (3)	17,000	-	-	17,000
Todd R. Fry	25,000	-	-	25,000
Allan J. Hemphill	51,600	-	-	51,600
Joseph F. Helmer (4)	13,400	-	-	13,400
Samuel G. Kapourales (1)	9,800			9,800
Ronald A. Metcalfe	24,800	-	-	24,800
Richard E. Pope (1)	8,400			8,400
Nicholas J. Rado	26,200	-	-	26,200
Marshall T. Reynolds	21,800	-	-	21,800
Eugene W. Traverso	28,400	-	-	28,400

- (1) Jeffrey Allen, Samuel Kapourales and Richard Pope were elected to the Board at the July 29, 2013 Annual Meeting of Shareholders.
- (2) Bradley Baker was elected as Director on February 25, 2013 by a vote of the Board of Directors. He resigned as a Director on July 29, 2013.
- (3) Richard Dorr resigned as a Director on August 1, 2013.
- (4) Joseph Helmer was not re-elected as a Director at the July 29, 2013 Annual Meeting of Shareholders.

During 2013, the Bank paid non-employee directors a monthly meeting fee of \$1,600 per meeting. In addition, committee members received \$400 per committee meeting attended in person and \$200 per committee meeting attended via telephone unless they live more than 100 miles from Santa Rosa. In this case, the committee members received the full \$400 per committee meeting attended.

Compensation Committee Interlocks and Insider Participation

No member of the Bank's Compensation and Corporate Governance Committee serves as a member of the Board of Directors or Compensation Committee of any entity that has one or more executive officers serving as members of our Board of Directors or Compensation and Corporate Governance Committee.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table summarizes information as of December 31, 2013 relating to equity compensation plans of the Bank pursuant to which grants of options, restricted stock, or other rights to acquire shares may be granted from time to time.

Plan category	Number of securities to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans:			
Not approved by security holders	4,000	\$7.50	0
Approved by security holders	115,416	6.40	150,000

Principal Shareholders

As of the record date, no persons are known to management to have, directly or indirectly, more than five percent of the Bank's issued and outstanding shares of common stock except as follows:

<u>Name and Address of Beneficial Owner</u>	<u>Amount of Beneficial Ownership</u>	<u>Percent of Class</u>
Constance L. Codding	428,300	8.9%
Marshall T. Reynolds ⁽¹⁾	807,420	16.7%

(1) Includes 800 vested options to purchase shares of common stock. Mr. Reynolds' business address is c/o Summit State Bank, 500 Bicentennial Way, Santa Rosa, California 95403.

Security Ownership of Management

The following table sets forth information as of March 31, 2014 pertaining to beneficial ownership of the Bank's common stock (the sole class of voting stock outstanding) by current directors of the Bank and all directors and officers of the Bank as a group. The term "Executive Officer" refers to the President and Chief Executive Officer; the Senior Vice President and Chief Financial Officer; the Senior Vice President and Chief Credit Officer; the Senior Vice President and Chief Operating Officer. The information set forth below has been obtained from the Bank's records, or from information furnished directly by the individual or entity to the Bank.

Name and Address of Beneficial Owner (1)	Relationship with Bank	Amount and Nature of Beneficial Ownership (2)	Percent of Class (2)	Footnote
Jeffery B. Allen	Director	1,850	-	(3)
James E. Baxter II	Director	110,385	2.3%	(4) (5)
Linda Bertauche	SVP and Chief Operating Officer	26,310	-	(3) (6)
James E. Brush	Director	41,410	-	(3)
Josh C. Cox, Jr.	Director	810	-	(3) (4)
John F. DeMeo	Director	51,732	1.1%	(7)
Michael J. Donovan	Director	73,156	1.5%	(4) (8)
Thomas M. Duryea	Director, CEO and President	66,606	1.4%	(9)
William H. Fogarty	SVP and Chief Credit Officer	2,700	-	(3)
Todd R. Fry	Director	4,800	-	(3) (4) (10)
Allan J. Hemphill	Director	4,474	-	(3)
Samuel G. Kapourales	Director	60,000	1.2%	
Dennis Kelley	SVP and Chief Financial Officer	32,810	-	(3) (11)
Ronald A. Metcalfe	Director	4,800	-	(3) (4)
Richard E. Pope	Director	0	-	(3)
Nicholas J. Rado	Director	5,800	-	(3)
Marshall T. Reynolds	Director	807,820	16.7%	(4)
Eugene W. Traverso	Director	21,800	-	(3) (12)
All directors and executive officers as a group (18 in number)		1,317,263	27.2%	(13)

(1) The address for all persons is c/o the Bank, 500 Bicentennial Way, Santa Rosa, California, 95403.

(2) Includes shares beneficially owned (including options exercisable within 60 days of March 31, 2014), both directly and indirectly together with associates. Subject to applicable community property laws and shared voting and investment power with a spouse, the persons listed have sole voting and investment power with respect to such shares unless otherwise noted.

(3) Represents less than one percent of the outstanding shares of the Bank's common stock.

(4) Includes 800 shares under option exercisable within 60 days of March 31, 2014.

(5) Includes 107,085 shares with sole voting and investment power and 2,500 shares with shared voting and investment power.

(6) Includes 26,200 shares under option exercisable within 60 days of March 31, 2014.

(7) Includes 20,625 shares with sole voting and investment power and 31,107 shares with shared voting and investment power.

(8) Includes 36,536 shares with sole voting and investment power and 35,820 shares with shared voting and investment power.

(9) Includes 32,000 shares with sole voting and investment power, 7,400 shares of shared voting and investment power, and 690 shares indirectly owned. Includes 26,516 shares under option exercisable within 60 days of March 31, 2014.

(10) Includes 600 shares held by his daughter.

(11) Includes 12,000 shares under option exercisable within 60 days of March 31, 2014.

(12) Includes 21,800 shares held as trustee of a family trust.

(13) Indicates options to purchase 73,916 shares of common stock, which are exercisable within 60 days of March 31, 2014.

Change In Control

The Board is not aware of any arrangements, including the pledge by any person of shares of the Bank, the operation of which may at a subsequent date result in a change in control of the Bank.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Transactions With Related Persons

Some of the Bank's directors and executive officers, as well as members of their immediate families and associates, are customers of, and have had banking transactions with, the Bank in the ordinary course of the Bank's business, and the Bank expects to have such ordinary banking transactions with these persons in the future. In the opinion of management of the Bank, all loans and commitments to lend included in such transactions were made in the ordinary course of business on the same terms, including interest rates and collateral, as those prevailing for comparable transactions with other persons of similar creditworthiness, and do not involve more than the normal risk of collectability or present other unfavorable features. While the Bank does not have any limits on the aggregate amount it may lend to directors and executive officers as a group, loans to individual directors and officers must comply with the Bank's lending policies and statutory lending limits. In addition, in some cases prior approval of the Bank's Board of Directors must be obtained for such loans, as required by federal and state regulations applicable to the Bank.

In 2013 there were no other existing or proposed material transactions between the Bank and any of the Bank's directors, executive officers, nominees for election as a director, or the immediate family or associates of any of the foregoing persons.

The Bank's Code of Conduct requires that if a situation arises that may present a potential conflict of interest, it must be reviewed and approved by the Bank's Board or by a designee of the Board. An executive officer or director who is aware of an actual or potential conflict of interest must advise the Bank's Compliance Officer, Linda Bertauche.

Nasdaq Rule 5630 requires the Bank to conduct an appropriate review of all related party transactions for potential conflict of interest situations on an ongoing basis and all such transactions must be approved by the Bank's audit committee or another independent body of the Board of Directors. For purposes of the rule, the term "related party transaction" refers to transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404 which includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.

The Bank's Audit Committee Charter requires the Audit Committee to review for approval all related party transactions for potential conflict of interest situations. The Audit Committee determines whether any such transaction poses a disclosure issue or, where a director is involved, adversely impacts a director's independence and makes an appropriate decision regarding the transaction.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets forth information regarding the fees paid to Moss Adams LLP during the fiscal years ended December 31, 2013 and 2012.

<u>Service</u>	<u>Fees for period ended December 31, 2013</u>	<u>Fees for period ended December 31, 2012</u>
Audit Fees	\$93,806	\$69,093
Audit Related Fees	\$10,685	\$5,075
Tax Fees	\$14,000	-
All Other Fees	-	-

The Audit pre-approves all audit and permissible non-audit services to be performed by the Bank's independent auditors. The Audit annually reviews and pre-approves the audit, review, attest and permitted non-audit services to be provided during the next audit cycle by the Bank's independent auditor. Services proposed to be provided by the Bank's independent auditor that have not been pre-approved during the annual review, and the fees for such proposed services, must be pre-approved by the Audit Committee. Additionally, fees for previously approved services that are expected to exceed the previously approved budget must also be pre-approved by the Audit.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Dated: <u>April 24, 2014</u>	<u>/s/ Thomas M. Duryea</u> Thomas M. Duryea, President and Chief Executive Officer (Principal Executive Officer) and Director
Dated: <u>April 24, 2014</u>	<u>/s/ Jeffrey B. Allen</u> Jeffrey B. Allen, Director
Dated: _____	_____ James E. Baxter II, Director
Dated: <u>April 24, 2014</u>	<u>/s/ James E. Brush</u> James E. Brush, Director
Dated: <u>April 24, 2014</u>	<u>/s/ Josh C. Cox, Jr.</u> Josh C. Cox, Jr., Director
Dated: <u>April 24, 2014</u>	<u>/s/ John F. DeMeo</u> John F. DeMeo, Director
Dated: <u>April 24, 2014</u>	<u>/s/ Michael J. Donovan</u> Michael J. Donovan, Director
Dated: _____	_____ Todd R. Fry, Director
Dated: <u>April 24, 2014</u>	<u>/s/ Allan J. Hemphill</u> Allan J. Hemphill, Chairman of the Board and Director
Dated: <u>April 24, 2014</u>	<u>/s/ Samuel G. Kapourales</u> Samuel G. Kapourales, Director
Dated: <u>April 24, 2014</u>	<u>/s/ Dennis E. Kelley</u> Dennis E. Kelley, Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
Dated: _____	_____ Ronald A. Metcalfe, Director
Dated: <u>April 24, 2014</u>	<u>/s/ Richard E. Pope</u> Richard E. Pope, Director
Dated: <u>April 24, 2014</u>	<u>/s/ Nicholas J. Rado</u> Nicholas J. Rado, Director
Dated: _____	_____ Marshall T. Reynolds, Director
Dated: <u>April 24, 2014</u>	<u>/s/ Eugene W. Traverso</u> Eugene W. Traverso, Director

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>EXHIBIT</u>
31.1	Rule 13a-14(a)/15d-14(a) Certification
31.2	Rule 13a-14(a)/15d-14(a) Certification
32.1	Section 1350 certifications

EXHIBIT 31.1

Certification pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002.

I, Thomas M. Duryea, Chief Executive Officer, certify that:

1. I have reviewed this annual report on Form 10-K of Summit State Bank (the Registrant);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a- 15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of Registrant's Board of Directors (or persons performing the equivalent functions):

EXHIBIT 31.2

Certification pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002.

I, Dennis E. Kelley, Chief Financial Officer, certify that:

1. I have reviewed this annual report on Form 10-K of Summit State Bank (the Registrant);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a- 15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of Registrant's Board of Directors (or persons performing the equivalent functions):

EXHIBIT 32.1

Certification pursuant to 18 U.S.C. §1350

In connection with the annual report on Form 10-K of Summit State Bank (the Registrant) for the year ended December 31, 2013, as filed with the Federal Deposit Insurance Corporation, the undersigned hereby certify pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- 1) such Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) the information contained in such Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Dated: April 24, 2014

/s/ Thomas M. Duryea
Thomas M. Duryea
President and Chief Executive Officer

Dated: April 24, 2014

/s/ Dennis Kelley
Dennis E. Kelley
Senior Vice President and Chief Financial Officer