

Southern National Bancorp of Virginia Inc
Form SC 13G/A
February 14, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO §240.13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO §240.13d-2**

(Amendment No. 1)*

Southern National Bancorp of Virginia, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

843395104

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

13G

CUSIP No. 843395104

- | | | |
|-----|---|-----------------------|
| 1. | Names of Reporting Persons
E.S. Barr & Company | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | o |
| | (b) <input type="radio"/> | o |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Kentucky | |
| 5. | Sole Voting Power | 0 |
| 6. | Shared Voting Power | 0 |
| 7. | Sole Dispositive Power | 0 |
| 8. | Shared Dispositive Power | 563,129 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
563,129 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
2.35%(1) | |
| 12. | Type of Reporting Person (See Instructions)
IA | |

(1) The percentage ownership calculated is based upon an aggregate of 23,916,453 shares outstanding as of November 2, 2017.

CUSIP No. 843395104

- | | | |
|-----|---|---|
| 1. | Names of Reporting Persons
Edward S. Barr | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | o |
| | (b) <input type="radio"/> | o |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Kentucky | |
| 5. | Sole Voting Power
9,931 | |
| 6. | Shared Voting Power
0 | |
| 7. | Sole Dispositive Power
9,931 | |
| 8. | Shared Dispositive Power
563,129 | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
573,060 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
2.40%(2) | |
| 12. | Type of Reporting Person (See Instructions)
HC, IN | |

(2) The percentage ownership calculated is based upon an aggregate of 23,916,453 shares outstanding as of November 2, 2017.

CUSIP No. 843395104

- | | | |
|-----|---|----------|
| 1. | Names of Reporting Persons
E.S. Barr Holdings, LLC | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | o |
| | (b) | o |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Kentucky | |
| 5. | Sole Voting Power | 0 |
| 6. | Shared Voting Power | 0 |
| 7. | Sole Dispositive Power | 0 |
| 8. | Shared Dispositive Power | 563,129 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | 563,129 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | o |
| 11. | Percent of Class Represented by Amount in Row (9) | 2.35%(3) |
| 12. | Type of Reporting Person (See Instructions) | HC |

(3) The percentage ownership calculated is based upon an aggregate of 23,916,453 shares outstanding as of November 2, 2017.

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Item 1.

- (a) Name of Issuer:
Southern National Bancorp of Virginia, Inc.
- (b) Address of Issuer's Principal Executive Offices:

1770 Timberwood Boulevard

Suite 100

Charlottesville, VA 22911

Item 2.

- (a) Name of Person Filing:
E.S. Barr & Company

Edward S. Barr

E.S. Barr Holdings, LLC

- (b) Address of Principal Business Office or, if none, Residence:
The business address for each reporting person is:

1999 Richmond Road

Suite 1B

Lexington, KY 40502

- (c) Citizenship:
E.S. Barr & Company is a corporation organized under the laws of the Commonwealth of Kentucky

Edward S. Barr is a citizen of the United States of America

E.S. Barr Holdings, LLC is a limited liability company organized under the laws of the Commonwealth of Kentucky

- (d) Title of Class of Securities:

Common Stock

- (e) CUSIP Number:
843395104

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

E.S. Barr & Company

- | | | |
|-----|----------------------------------|--|
| (a) | <input type="radio"/> | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
| (b) | <input type="radio"/> | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). |
| (c) | <input type="radio"/> | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). |
| (d) | <input type="radio"/> | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). |
| (e) | <input checked="" type="radio"/> | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); |
| (f) | <input type="radio"/> | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); |
| (g) | <input type="radio"/> | |

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- (h) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (i) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (j) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (k) o A non-U.S. institution in accordance with § 240.13d 1(b)(1)(ii)(J); Group, in accordance with § 240.13d 1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with
- § 240.13d 1(b)(1)(ii)(J), please specify the type of institution: _____

Edward S. Barr

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with
- (k) § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

E.S. Barr Holdings, LLC

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with
- (k) § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:	
E.S. Barr & Company:	563,129
Edward S. Barr:	573,060
E.S. Barr Holdings, LLC:	563,129
(b) Percent of class:	
E.S. Barr & Company	2.35%
Edward S. Barr	2.40%
E.S. Barr Holdings, LLC	2.35%
(c) Number of shares to which the person has:	
(i) Sole power to vote or to direct the vote:	
E.S. Barr & Company	0 shares
Edward S. Barr	9,931 shares
E.S. Barr Holdings, LLC	0 shares
(ii) Shared power to vote or to direct the vote:	
E.S. Barr & Company	0 shares
Edward S. Barr	0 shares
E.S. Barr Holdings, LLC	0 shares
(iii) Sole power to dispose or to direct the disposition of:	
E.S. Barr & Company	0 shares
Edward S. Barr	9,931 shares
E.S. Barr Holdings, LLC	0 shares

(iv) Shared power to dispose or to direct the disposition of:

E.S. Barr & Company	563,129 shares
Edward S. Barr	563,129 shares
E.S. Barr Holdings, LLC	563,129 shares

563,129 shares of Issuer Common Stock (or 2.35% of the outstanding shares of Issuer Common Stock) are held in the aggregate in numerous accounts of clients of E.S. Barr & Company (the Investment Adviser), a registered investment adviser which has the power to direct the disposition of such shares (collectively, the Client Shares).

E.S. Barr Holdings, LLC (the Holding Company) owns all outstanding shares of Common Stock of the Investment Adviser.

Edward S. Barr is the President and a Director of the Investment Adviser and is a Manager and majority equity holder of the Holding Company. In addition, 9,931 shares of Issuer Common Stock are held by Mr. Barr individually (or through retirement accounts for his benefit). The aggregate shares of Issuer Common Stock held by Mr. Barr do not exceed one percent of the securities of the subject class. The Holding Company and Mr. Barr disclaim beneficial ownership of any shares of Issuer Common Stock not held of record by them.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following X.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Persons

See Exhibits 1 and 2.

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10.

Certification

By signing below, each of E.S. Barr & Company, Edward S. Barr and E.S. Barr Holdings, LLC certifies that, to the best of such reporting person's knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2018

E.S. Barr & Company

By: /s/ Edward S. Barr
Edward S. Barr
President

/s/ Edward S. Barr
Edward S. Barr

E.S. Barr Holdings, LLC

By: /s/ Edward S. Barr
Edward S. Barr
Manager