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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K



17010610

(Mark One)

Annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2016

Transition report pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 333-77420

- A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**QCR Holdings  
401(k)/Profit Sharing Plan**

- B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**QCR Holdings, Inc.  
3551 Seventh Street, Suite 204  
Moline, Illinois 61265**

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## **REQUIRED INFORMATION**


The QCR Holdings 401(k)/Profit Sharing Plan is subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Accordingly, the financial statements prepared in accordance with ERISA are provided as Exhibit 99.1 to this Form 11-K.

## SIGNATURES

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**QCR HOLDINGS**  
**401(k)/PROFIT SHARING PLAN**

Date: June 22, 2017

By:   
Shellee R. Showalter

**QCR HOLDINGS, INC. 401(k)/PROFIT SHARING PLAN**

**EXHIBIT INDEX  
TO  
ANNUAL REPORT ON FORM 11-K**

<b>Exhibit No.</b>	<b>Description</b>
23.1	Consent of Plante & Moran, PLLC
99.1	Financial Statements

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (No. 333-116022) on Form S-8 of our report dated June 21, 2017 appearing in the annual report on Form 11-K of QCR Holdings, Inc. 401(k) Profit Sharing Plan for the year ended December 31, 2016.

*Plante Moran PLLC*

Chicago, Illinois  
June 21, 2017

**QCR Holdings, Inc. 401(k) Profit  
Sharing Plan**

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**Financial Report  
December 31, 2016**

# **QCR Holdings, Inc. 401(k) Profit Sharing Plan**

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Report of Independent Registered Public Accounting Firm

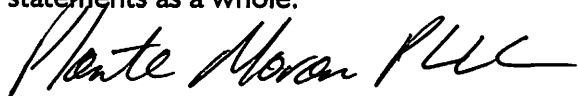
To the 401(k) Committee  
QCR Holdings, Inc. 401(k) Profit Sharing Plan

We have audited the accompanying statement of net assets available for benefits of QCR Holdings, Inc. 401(k) Profit Sharing Plan (the "Plan") as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2016 and 2015, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The supplemental information in the accompanying schedule of assets held at end of year as of December 31, 2016 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with Department of Labor's Rules and Regulations for Reporting under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.



Chicago, Illinois  
June 21, 2017



## QCR Holdings, Inc. 401(k) Profit Sharing Plan

### Statement of Net Assets Available for Benefits

	December 31	
	2016	2015
<b>Assets</b>		
Cash - Non-interest bearing	\$ 37,836	\$ 6,350
Investments at fair value	52,964,079	41,356,593
Participant notes receivable	789,213	733,586
Employer contribution receivable	1,425,019	1,265,969
Employee contribution receivable	54,257	-
<b>Net Assets Available for Benefits</b>	<b>\$ 55,270,404</b>	<b>\$ 43,362,498</b>

# QCR Holdings, Inc. 401(k) Profit Sharing Plan

## Statement of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2016	2015
<b>Additions to Net Assets</b>		
Contributions:		
Employer	\$ 1,425,019	\$ 1,265,969
Participant	2,950,111	2,650,821
Rollover	2,356,137	1,302,873
Total contributions	6,731,267	5,219,663
Investment income:		
Interest and dividends	1,311,869	1,541,031
Net realized and unrealized gains (losses) on investments	7,055,451	(126,220)
Total investment income	8,367,320	1,414,811
Interest from participant notes receivable	29,062	26,925
Total additions	15,127,649	6,661,399
<b>Deductions from Net Assets</b>		
Benefits paid to participants	3,085,521	1,762,175
Administrative expenses	134,222	117,924
Total deductions	3,219,743	1,880,099
<b>Net Increase in Net Assets Available for Benefits</b>	11,907,906	4,781,300
<b>Net Assets Available for Benefits</b>		
Beginning of year	43,362,498	38,581,198
End of year	<u>\$ 55,270,404</u>	<u>\$ 43,362,498</u>

# QCR Holdings, Inc. 401(k) Profit Sharing Plan

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Notes to Financial Statements  
December 31, 2016 and 2015

## Note 1 - Description of the Plan

The following description of the QCR Holdings, Inc. 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a complete description of the Plan's provisions.

**General** - The Plan is a defined contribution plan covering substantially all employees of QCR Holdings, Inc., and its subsidiaries, Quad City Bank and Trust Company, Cedar Rapids Bank and Trust Company, Rockford Bank and Trust Company, Community State Bank, and M2 Lease Funds, LLC, (collectively referred to as the "Company") who are at least 18 years of age. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan was amended effective September 1, 2016 to add Community State Bank as a qualifying employer of the Plan when it was acquired by QCR Holdings Inc. Employees of Community State Bank were not qualified to participate in the plan prior to that date.

**Contributions** - Participants may contribute up to 100 percent of their eligible compensation in the form of a salary reduction, subject to certain limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company makes discretionary matching contributions equal to 100 percent of the first 3 percent of the participant's compensation deferred and 50 percent of the next 3 percent of compensation deferred. The Company's profit-sharing contribution to the Plan is discretionary and is determined annually by the board of directors. There were no discretionary profit-sharing contributions made for the years ended December 31, 2016 and 2015. Participants must complete 1,000 hours of service during the plan year and be actively employed on the last day of the plan year or have terminated employment due to death, disability, or retirement in order to be eligible for matching or profit-sharing contributions.

**Participant Accounts** - Each participant's account is credited with the participant's contribution and the Company's matching contribution, allocations of the Company's discretionary profit-sharing contribution, and plan earnings. Allocations of the Company's profit-sharing contribution are based on participant eligible wages. Allocations of the plan earnings are based on account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

## QCR Holdings, Inc. 401(k) Profit Sharing Plan

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Notes to Financial Statements  
December 31, 2016 and 2015

### Note 1 - Description of the Plan (Continued)

**Investment Options** - Participants were able to select from various investments, including mutual funds, a common collective trust fund, and QCR Holdings, Inc. common stock, during the years ended December 31, 2016 and 2015. All contributions are allocated according to the participants' investment directions.

**Vesting** - Participants are immediately vested in their voluntary contributions and actual earnings thereon. Vesting in the Company's discretionary matching contribution, discretionary profit-sharing contribution, and earnings thereon is based on years of service. Vesting is based on years of continuous service beginning at 20 percent after 1 year of service and increasing 20 percent for each year of continuous service thereafter. A participant is 100 percent vested after 5 years of continuous service.

**Participant Notes Receivable** - The Plan allows eligible participants to borrow up to the lesser of one-half of their vested balance or \$50,000 from the Plan. Under the terms of this provision, borrowings are subject to certain limitations, including a minimum borrowing of \$1,000 and a maximum term of five years or a reasonable period of time, which may exceed five years for notes receivable used to acquire a principal residence. For the years ended December 31, 2016 and 2015, interest rates were fixed at the prime rate plus 1 percent at the note inception date. Principal and interest are paid through payroll deductions.

**Payment of Benefits** - Upon termination of service due to death, retirement, disability, or hardship, participants or their beneficiaries may elect either a lump-sum payment equal to the value of their account or monthly installments over a period not to exceed their life expectancy. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Involuntary distributions, in the form of rollovers, are made from terminated participant accounts with balances less than \$5,000.

**Forfeitures** - The Company may elect to have forfeitures of terminated participants' nonvested employer match and profit-sharing portions of their accounts used to reduce future Company matching and profit-sharing contributions.

**Revenue Sharing** - The Company has a revenue sharing agreement in place whereby fees earned by some of the mutual fund companies are shared with the Plan, which are used for the benefit of the Plan to pay administrative expenses. For the years ended December 31, 2016 and 2015, expenses to the Plan were reduced by \$26,690 and \$25,829, respectively, as these were paid under the revenue sharing agreement.

**Note 2 - Summary of Significant Accounting Policies**

**Basis of Accounting** - The financial statements of the Plan are prepared using the accrual basis of accounting.

**Investment Valuation** - The Plan's investments are stated at fair value. The common collective trust funds are valued at net asset value per share (or its equivalent) of the funds, which are based on the fair value of the funds' underlying net assets. There were no unfunded commitments or redemption restrictions on the common collective trust funds. Shares of mutual funds and Company common stock are valued at quoted market prices.

The methods described above may produce a fair value calculation that 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 different fair value measurements at the reporting date (see Note 3).

**Participant Notes Receivable** - Participant notes receivable are recorded at their unpaid principal balance plus any accrued interest. Participant notes receivable are written off and considered deemed distributions in the quarter after the notes receivable become delinquent.

**Payment of Benefits** - Benefits are recorded when paid.

**Expenses** - Certain administrative and operating expenses are paid by the Plan's sponsor.

**Use of Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

### Note 2 - Summary of Significant Accounting Policies (Continued)

**Risks and Uncertainties** - The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, 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 financial statements.

**New Accounting Pronouncements** - During 2016, the Plan adopted Accounting Standards Update (ASU) No. 2016-01, Financial Instruments – Overall Recognition and Measurement of Financial Assets and Financial Liabilities. ASU No. 2016-01 amended ASC 825, Financial Instruments, and eliminated the requirement to disclose the fair value of financial instruments not recorded at fair value required under Accounting Standard Codification 825. This standard was adopted retrospectively and had no impact on the Plan's net assets or changes in net assets.

### Note 3 - Fair Value Measurement of Investments

The Plan accounts for its financial assets and liabilities in accordance with Accounting Standards Codification 820, Fair Value Measurements and Disclosures (ASC 820), which are carried at fair value on a recurring basis in its financial statements. ASC 820 establishes a fair value hierarchy that requires assets and liabilities measured at fair value to be categorized into one of three levels based on the inputs used in the valuation. Assets and liabilities are classified in their entirety based on the lowest level of input significant to the fair value measurement. The three levels are defined as follows:

**Level 1** - Quoted prices in active markets for identical assets that the Plan has the ability to access.

**Level 2** – Observable inputs, other than Level 1 prices, such as quoted prices for similar assets in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

**Level 3** - Unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

## QCR Holdings, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements  
December 31, 2016 and 2015

### Note 3 - Fair Value Measurement of Investments (Continued)

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no transfers between levels of the fair value hierarchy during 2016 and 2015.

#### Assets Measured at Fair Value on a Recurring Basis at December 31, 2016

	<u>Total</u>	<u>Level I</u>
Mutual funds	40,559,249	40,559,249
QCR Holdings, Inc. common stock	11,408,237	11,408,237
Total investments measured at fair value	<u>\$ 51,967,485</u>	<u>51,967,485</u>
Investments measured at NAV:		
Common collective trust fund	996,594	
Total investments at fair value	<u>\$ 52,964,079</u>	

#### Assets Measured at Fair Value on a Recurring Basis at December 31, 2015

	<u>Total</u>	<u>Level I</u>
Mutual funds	33,434,178	33,434,178
QCR Holdings, Inc. common stock	7,075,707	7,075,707
Total investments measured at fair value	<u>\$ 40,509,885</u>	<u>40,509,885</u>
Investments measured at NAV:		
Common collective trust fund	846,708	
Total investments at fair value	<u>\$ 41,356,593</u>	

## QCR Holdings, Inc. 401(k) Profit Sharing Plan

Notes to Financial Statements  
December 31, 2016 and 2015

### Note 4 - Related Party Transactions

Certain plan investments include investments in shares of the Company's common stock. In addition, the Company pays certain expenses for the Plan. These transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

### Note 5 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, the accounts of all participants shall become 100 percent vested and shall be distributed to the participants or their beneficiaries.

### Note 6 - Tax Status

The Internal Revenue Service has determined in a letter dated March 31, 2008 that the Plan and the trust are designed in accordance with applicable portions of Section 401(a) of the Internal Revenue Code. Although the Plan has been amended since receiving this determination letter, the plan administrator believes that the Plan, as amended, continues to qualify under the applicable sections of the Internal Revenue Code.

The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2013.

### Note 7 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of December 31, 2016 and 2015 to Form 5500:

	<u>2016</u>	<u>2015</u>
Net increase in net assets available for benefits per the financial statements	\$ 11,907,906	\$ 4,781,300
Change in adjustment from contract value to fair value	<u>-</u>	<u>(11,233)</u>
Net increase in net assets available for benefits per Form 5500	<u>\$ 11,907,906</u>	<u>\$ 4,770,067</u>



# QCR Holdings, Inc. 401(k) Profit Sharing Plan

Schedule of Assets Held at End of Year  
Form 5500, Schedule H, Item 4i  
EIN 42-1397595, Plan Number 001  
December 31, 2016

(a)	(b) Issue	(c) Description	(d) Cost	(e) Current Value
**	QCR Holdings, Inc. Stock	Common stock	*	11,408,237
	American Funds EuroPacific GR R6	Mutual fund	*	5,201,036
	Vanguard 500 Index ADM	Mutual fund	*	4,898,288
	American Funds AMCAP R6	Mutual fund	*	4,395,203
	Vanguard Windsor II Admiralt	Mutual fund	*	3,463,701
	Dreyfus/The Boston Co SM/MD CP GR I	Mutual fund	*	2,894,284
	Lord Abbett Value Opp I	Mutual fund	*	2,827,505
	Western Asset Core Plus Bond I	Mutual fund	*	1,809,098
	Vanguard Target Retirement 2025 Inv	Mutual fund	*	1,721,401
	Oppenheimer Dev Markets I	Mutual fund	*	1,557,886
	Prudential Absolute Return Bond Z	Mutual fund	*	1,485,851
	Vanguard Mid Cap Index ADM	Mutual fund	*	1,299,425
	American Funds Capital World G/I R6	Mutual fund	*	1,122,375
	Vanguard Small Cap Index ADM	Mutual fund	*	1,083,994
	Templeton Global Bond R6	Mutual fund	*	1,083,016
	Vanguard Total Stock MKT IDX ADM	Mutual fund	*	1,052,297
	Vanguard Target Retirement 2015 Inv	Mutual fund	*	894,204
	DFA Intl Small Cap Value Port	Mutual fund	*	809,093
	Vanguard Target Retirement 2040 Inv	Mutual fund	*	607,707
	Vanguard Target Retirement 2050 Inv	Mutual fund	*	584,969
	Vanguard Target Retirement 2035 Inv	Mutual fund	*	512,985
	Vanguard Target Retirement 2030 Inv	Mutual fund	*	477,372
	Vanguard Target Retirement 2045 Inv	Mutual fund	*	466,212
	Vanguard Target Retirement 2020 Inv	Mutual fund	*	139,027
	Vanguard Target Retirement Income Inv	Mutual fund	*	89,829
	Vanguard Prime Money Market Inv	Mutual fund	*	53,331
	Vanguard Target Retirement 2055 Inv	Mutual fund	*	17,083
	Vanguard Target Retirement 2060 Inv	Mutual fund	*	8,410
	Vanguard Target Retirement 2010 Inv	Mutual fund	*	3,667
	Key Bank EB Managed GIC Fund	Common collective trust fund	*	996,594
			Subtotal	<b>52,964,079</b>
	Participant notes receivable	bearing interest at rates of 4.25% to 4.50%	*	<u>789,213</u>
			Total	<b><u>\$ 53,753,292</u></b>

\* Cost information not required for participant-directed investments

\*\* Party-in-interest, as defined by ERISA