

CCF HOLDING COMPANY
101 North Main Street
Jonesboro, Georgia 30236
(770) 478-8881

March 31, 2016

Dear Fellow Shareholder:

On behalf of the Board of Directors and management of CCF Holding Company (the "Company"), I cordially invite you to attend the Annual Meeting of Shareholders to be held at the Heritage Bank office located at 440 North Jeff Davis Drive, Fayetteville, Georgia 30214, on Thursday, May 5, 2016 at 9:00 a.m., Eastern time. The attached Notice of Annual Meeting and Proxy Statement describe the formal business to be transacted at the Annual Meeting. During the Annual Meeting, we will report on the operations of the Company. Directors and officers of the Company will be present to respond to any questions shareholders may have.

The Board of Directors of the Company has determined that approval of the matter to be considered at the Annual Meeting is in the best interest of the Company and its shareholders and unanimously recommends a vote "FOR" the proposal.

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE SIGN AND DATE THE ENCLOSED PROXY CARD AND RETURN IT IN THE ACCOMPANYING POSTAGE-PAID RETURN ENVELOPE AS PROMPTLY AS POSSIBLE. This will not prevent you from voting in person at the Annual Meeting, but will assure that your vote is counted if you are unable to attend the Annual Meeting. YOUR VOTE IS VERY IMPORTANT.

Sincerely,



David B. Turner
President and Chief Executive Officer

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**CCF HOLDING COMPANY
101 NORTH MAIN STREET
JONESBORO, GEORGIA 30236**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 5, 2016**

The annual meeting of shareholders of CCF Holding Company will be held on Thursday, May 5, 2016 at 9:00 a.m. Eastern time at the Heritage Bank office located at 440 Jeff Davis Drive, Fayetteville, Georgia 30214, for the following purposes:

- (1) to elect two (2) persons to serve as directors for a three-year term; and
- (2) to transact any other business as may properly come before the meeting or any adjournments of the meeting.

The Board of Directors has set the close of business on March 16, 2016 as the record date for determining the shareholders who are entitled to notice of and to vote at the meeting.

We hope that you will be able to attend the meeting. We ask, however, whether or not you plan to attend the meeting, that you mark, date, sign and return the enclosed proxy card as soon as possible. Promptly returning your proxy card will help ensure the greatest number of shareholders are present whether in person or by proxy.

If you attend the meeting, you may revoke your proxy at the meeting and vote your shares in person. You may revoke your proxy at any time before the proxy is exercised.

BY ORDER OF THE BOARD OF DIRECTORS



Edwin S. Kemp, Jr.
Secretary

Jonesboro, Georgia
March 31, 2016

IMPORTANT: THE PROMPT RETURN OF PROXIES WILL SAVE THE COMPANY THE EXPENSE OF FURTHER REQUESTS FOR PROXIES IN ORDER TO INSURE A QUORUM AT THE ANNUAL MEETING. A SELF-ADDRESSED ENVELOPE IS ENCLOSED FOR YOUR CONVENIENCE. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES.

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**PROXY STATEMENT
OF
CCF HOLDING COMPANY
ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON
May 5, 2016**

Time and Place of the Meeting

Our Board of Directors is furnishing this proxy statement in connection with its solicitation of proxies for use at the annual meeting of shareholders to be held on Thursday, May 5, 2016 at 9:00 a.m. Eastern time at the Heritage Bank office located at 440 Jeff Davis Drive, Fayetteville, Georgia 30214, and at any adjournments of the meeting.

Record Date and Mailing Date

The close of business, March 16, 2016, is the record date for the determination of shareholders entitled to notice of and to vote at the meeting. We first mailed this proxy statement and the accompanying proxy card to shareholders on or after March 31, 2016.

Number of Shares Outstanding

As of the record date, the Company had 5,190,223 shares of common stock issued and outstanding. Each issued and outstanding share is entitled to one vote on all matters presented at the meeting.

VOTING AT THE ANNUAL MEETING

Proposal to Be Considered

Shareholders will be asked to elect two persons to serve as directors for a three-year term. The persons nominated to serve as directors, as well as the continuing directors, are described beginning on page 4. **The Board of Directors recommends a vote FOR approval of this proposal.**

Procedures for Voting by Proxy

If you properly sign, return and do not revoke your proxy, the persons appointed as proxies will vote your shares according to the instructions you have specified on the proxy card. If you sign and return your proxy card but do not specify how the persons appointed as proxies are to vote your shares, your proxy will be voted FOR the election of the director nominees and in the best judgment of the persons appointed as proxies as to all other matters properly brought before the meeting.

You can revoke your proxy at any time before it is voted by delivering a written revocation of the proxy or a duly executed proxy bearing a later date to the Secretary of the Company at 101 North Main Street, Jonesboro, Georgia 30236, or by attending the meeting and voting in person.

If you received more than one proxy card, it means that you have multiple accounts at the transfer agent and/or with brokers. Additionally, if you own shares of common stock through your account in the Heritage Bank 401(k) Plan (the "401(k)"), the Trustees of the 401(k) will vote the shares allocated to your account in the 401(k) in accordance with the instructions provided by you. Accordingly, we are sending one form of proxy card for use by the holders of record of our common stock and a separate form for use by persons who have shares of common stock allocated to their account in the 401(k). If you own shares of common stock directly or through a broker and shares of common stock under the 401(k), you will receive more than one proxy card. Please sign and return all proxy cards to ensure that your shares are voted.

Requirements for Shareholder Approval

A quorum will be present at the meeting if a majority of the outstanding shares of common stock is represented in person or by valid proxy. We will count abstentions and broker non-votes, which are described below, in determining whether a quorum exists. Only those votes actually cast for the election of a director, however, will be counted for purposes of determining whether a particular director nominee receives sufficient votes to be elected. To be elected, a director nominee must receive more votes than any other nominee for the particular seat on the Board of Directors. As a result, the three nominees receiving the highest number of votes cast at the Annual Meeting will be elected, regardless of whether that number represents a majority of the votes cast.

The Articles provide that, except upon the prior approval of two-thirds of the Board of Directors, a shareholder who beneficially owns more than 10% of the then outstanding shares of common stock (the "Limit") may not vote the shares held in excess of the Limit. Beneficial ownership is determined pursuant to the definition in the Articles and includes shares beneficially owned by the person or any of his, her or its affiliates or associates (as those terms are defined in the Articles), shares which the person or his or her affiliates or associates have the right to acquire upon the exercise of conversion rights or options, and shares as to which the person and his, her or its affiliates or associates have or share investment or voting power, but does not include shares beneficially owned by any employee stock ownership plan, including the 401(k), or similar plan of the Company or any subsidiary of the Company.

Abstentions. A shareholder who is present in person or by proxy at the annual meeting and who abstains from voting on any or all proposals will be included in the number of shareholders present at the annual meeting for the purpose of determining the presence of a quorum. Abstentions do not count as votes in favor of or against a given matter.

Broker Non-Votes. Brokers who hold shares for the accounts of their clients may vote these shares either as directed by their clients or in their own discretion if permitted by the exchange or other organization of which they are members. Proxies that contain a broker vote on one or more proposals but no vote on others are referred to as "broker non-votes" with respect to the proposal(s) not voted upon. Broker non-votes are included in determining the presence of a quorum. A broker non-vote, however, does not count as a vote in favor of or against a particular proposal for which the broker has no discretionary voting authority.

Approval of any other matters that may properly come before the annual meeting requires the affirmative vote of a majority of shares of common stock present in person or by proxy and entitled to vote on the matter. Abstentions and broker non-votes will be counted in determining the minimum number of votes required for approval and will, therefore, have the effect of negative votes.

SOLICITATION OF PROXIES

The cost of soliciting proxies will be borne by the Company. The Company will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of common stock. Our directors, officers and employees may, without additional compensation, solicit proxies by personal interview, telephone, fax or otherwise.

PROPOSAL: ELECTION OF DIRECTORS

The Board of Directors is divided into three classes, each of which contains approximately one-third of the members of the Board. The directors are elected by the shareholders of the Company for staggered three-year terms, or until their successors are elected and qualified. The term of one class of directors expires at each annual meeting of shareholders. The Board of Directors currently consists of six members with one class comprised of one director, one class comprised of two directors, and one class comprised of three directors. A director serves until his or her successor has been elected and qualified.

Roy V. Hall and Leonard A. Moreland have each been nominated by the Board of Directors to serve as a director of the Company for a three-year term to expire at the 2019 annual meeting of shareholders. Each of the nominees is currently a member of the Board of Directors and has a current term expiring at the Annual Meeting. If either Board nominee becomes unavailable for election for any reason, valid proxies will be voted for a substitute nominee, if any, selected by the Board of Directors. At this time, the Board of Directors knows of no reason why either of the nominees might be unavailable to serve.

The following table sets forth the directors of the Company nominated for election at the Annual Meeting and the directors continuing in office. Each director of the Company is also a director of Heritage Bank (the "Bank"). The Company was incorporated and became the holding company for the Bank in March 1995.

The Board unanimously recommends that the shareholders re-elect the directors identified below as Board Nominees to serve as directors for a three-year term expiring in 2019.

Board Nominees (Term to Expire in 2019)	Continuing Directors (Term Expiring in 2018)	Continuing Directors (Term Expiring in 2017)
Roy V. Hall Leonard A. Moreland	Stephen E. Boswell Edwin S. Kemp, Jr. John T. Mitchell	David B. Turner

Biographical Information

Set forth below is certain information with respect to the directors and certain other officers of the Company. All directors and executive officers have held their present positions for five years unless otherwise stated.

Directors of the Company

David B. Turner (67) has been President, Chief Executive Officer and a director of the Company since its incorporation in March 1995. Mr. Turner has served as Chairman of the Board of Directors of the Bank since January 1, 2006. Mr. Turner served as Vice Chairman and Chief Executive Officer of the Bank from January 1, 2001 to January 1, 2006 and was President and Chief Executive Officer of the Bank from 1989 until January 1, 2001. He has been a director of the Bank since 1992 and an officer of the Bank since 1971, having held other positions such as Assistant Vice President, Vice President, and Executive Vice President. Mr. Turner also is past Chief Executive Officer of Historical Jonesboro/Clayton County, Inc. and a charter member of First Families of Clayton County.

Leonard A. Moreland (54) has been Executive Vice President and Chief Administrative Officer of the Company since July 1996. He has been President and Chief Executive Officer of the Bank since January 1, 2006. Mr. Moreland was President of the Bank from January 1, 2001 to January 1, 2006 and was Executive Vice President and Chief Administrative Officer of the Bank from July 1996 until January 1, 2001. Mr. Moreland has been a director of the Bank since August 1996 and a director of the Company since May 1999. Mr. Moreland serves on the Board of Trustees of the Clayton State University Foundation. He also serves as Chair and Director for the Henry County Chamber of Commerce, Chairman of CSU Foundation Real Estate I LLC, and director of Life and Money Matters.

Roy V. Hall (70) has been a director of the Bank since 1999 and of the Company since 2000. He is a certified public accountant and was a principal of the accounting firm Roy V. Hall, PC in Jonesboro Georgia from 1981 to 2007. In 2007, Mr. Hall joined Fulton and Kozak, LLC, Certified Public Accountants in Morrow, Georgia. Mr. Hall serves on the Board of Directors of the Macedonian Call of Georgia, a non-profit organization serving Southern Baptist missionaries. He has been an active member of First Baptist Church of Jonesboro since 1976, serving in various leadership capacities.

Edwin S. Kemp, Jr. (68) has been a director of the Bank since 1988 and of the Company since its incorporation in March 1995 and has served as the Secretary of the Bank and the Company since February 2004. Mr. Kemp has had his own law practice in Jonesboro, Georgia since 1982 and has been counsel to the Bank since 1983. Mr. Kemp is a past chairman of the Administrative Board of the Jonesboro First United Methodist Church. He also has served as an attorney for Habitat for Humanity and for Historical Jonesboro and been a member of various civic clubs over the years.

John T. Mitchell (75) has been a director of the Bank since June 1997 and a director of the Company since May 1999. Mr. Mitchell has been the President and owner of Adams-Mitchell Realty, Inc., Jonesboro, Georgia since 1984.

Stephen E. Boswell (69) became a director of the Bank and the Company in 2006. Mr. Boswell served as a Judge in the Superior Court of Clayton County Georgia from 1982 until 1993 and as an active Superior Court Judge from 2003 until 2007. Mr. Boswell has served as a Senior Superior Court Judge from 2007 to the present.

Director(s) of the Bank Only

Michael Burt (65) is Executive Director and Founder of Life & Money Matters. Mr. Burt served in the United States Marine Corps for three years then went on to work in ministry for 42 years. He took a 5-year hiatus into the business world as Vice President at Benson Music Group, Nashville, Tennessee where he was accountable for a \$6M division. Mr. Burt is certified as a Dave Ramsey Personal Financial Coach and is also an Estate Design Strategist.

Officers Who Do Not Serve as Directors

John C. Bowdoin (66) has been a Senior Vice President of the bank since July 1999 and Executive Vice President and Fayette County Executive since 2003. In January 2013, Mr. Bowdoin was named Market President over Henry, Clayton and Fayette Counties. Mr. Bowdoin is past president of two Rotary clubs, and has served on the board of directors of numerous civic organizations. In 2010, Mr. Bowdoin was named the Fayette Chamber of Commerce Business man of the Year. He is past chairman of the Fayette Senior Services, where he served on the board for 23 yrs. In Henry County, Mr. Bowdoin is in his second year as Chairman of the Henry Council For Quality Growth. He has served in The Leader In Me initiative and as Treasurer of the E- Splost V and Bond Referendum. Mr. Bowdoin is on the Board of Trustees for the Southern Crescent Technical School Foundation, serving as chairman of the By-Laws committee.

Shirley G. Etheridge (60) was appointed Senior Vice President of Retail Banking in 2014. She served as Group Vice President of Retail Banking from 2003 to 2014, and was Vice President of the Bank from 1999 to 2003 as Human Resources and Education and Training Director. Ms. Etheridge has 39 years of banking experience.

Mary Jo Jester (55) was appointed Executive Vice President and Chief Financial Officer of the Bank and the Company in 2016. Prior to this she served as Senior Vice President and Chief Financial Officer of the Bank and the Company from February 1997 – January 2016. Ms. Jester is the Scholarship Chair and has served as President of the Griffin Area Georgia Tech Network, a non-profit organization, since 1997. She also serves on the Hickory Creek Charter School Council and served on the University of North Georgia Honors Advisory Board in 2014.

Charles T. Segers (71) has been Executive Vice President and Senior Credit Officer of the Bank since 2003 and was a Senior Vice President of the Bank from 1999 to 2003.

Edith W. Stevens (56) has been employed by the Bank since 1978 and has served as Senior Vice President and the Chief Risk Officer of the Bank since 2007. Ms. Stevens served as Chief Operations Officer from 1984 until 2007.

John Westervelt (60) has been an Executive Vice President and Senior Lending Officer of the Bank since 2003 and was Senior Vice President of the Bank from 2000 to 2003. Mr. Westervelt is a board member of the Clayton County Water Authority, the Clayton County Land Bank and Past Chairman of the Forest Park/Fort Gillem Local Redevelopment Authority.

Katherine S. Zovlonsky (48) was appointed Chief Operations Officer of the Bank in 2015, and has been Senior Vice President of the Bank since 2004. Prior to that, Ms. Zovlonsky was Senior Vice President at Flag Financial Services (now PNC) from 2002-2004 and Senior Vice President of Tucker Federal Bank (now PNC) from 1997-2002. Ms. Zovlonsky currently serves on the council for the Griffin Area Georgia Tech Network, is Treasurer of the CSS Home Owners Association and a member of the Henry County School System School Council. Previous roles include board member of the 3DCC (Third District Community Coalition), committee chair for Clayton County Rotary Club, board member for SCPM, LLC., and Fundraiser Chair for Georgia Council Against Child Abuse.

RELATED PARTY TRANSACTIONS

The Company and its subsidiary, Heritage Bank, have banking and other business transactions in the ordinary course of business with directors and officers of the Company and their affiliates, including members of their families, corporations, partnerships, or other organizations in which the directors and officers have a controlling interest. These transactions are on substantially the same terms (including price, interest rate and collateral) as those prevailing at the same time for comparable transactions with unrelated parties. In the opinion of management, these transactions do not involve more than the normal risk of collectibility or present other unfavorable features to the Company or the Bank.

INDEPENDENT PUBLIC ACCOUNTANTS

The Company has selected the accounting firm of TJS Deemer Dana LLP to serve as independent auditor for the Company for the fiscal year ending December 31, 2016.

OTHER MATTERS

The board of directors of the Company knows of no other matters that may be brought before the meeting. If, however, any matters other than the election of directors should properly come before the meeting, votes will be cast pursuant to the proxies in accordance with the best judgment of the proxyholders.

Whether or not you can attend the meeting, please complete, sign, date, and return the enclosed proxy promptly. An envelope has been provided for that purpose. No postage is required if it is mailed in the United States.

FORWARD-LOOKING STATEMENTS AND ASSOCIATED RISK FACTORS

This proxy statement contains forward-looking statements including statements relating to present or future trends or factors generally affecting the banking industry and specifically affecting the Company's operations, markets and products. Without limiting the foregoing, the words "believes," "anticipates," "intends," "expects," or similar expressions are intended to identify forward-looking statements. These forward-looking statements involve risks and uncertainties. Actual results could differ materially from those projected for many reasons, including, without limitation, changing events and trends that have influenced the Company's assumptions, but that are beyond the Company's control. These trends and events include (i) changes in the interest rate environment which may reduce margins, (ii) not achieving expected growth, (iii) less favorable than anticipated changes in the national and local business environments and securities markets, (iv) adverse changes in the regulatory requirements affecting the Company, (v) greater competitive pressures among financial institutions in the Company's markets, (vi) greater loan losses than historic levels, and (vii) difficulties in expanding our banking operations into a new geographic market. The Company undertakes no obligation to update these forward-looking statements to reflect events or circumstances that occur after the date on which such statements were made.