

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

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FILER

1st FRANKLIN FINANCIAL CORP

CIK: **38723** | IRS No.: **580521233** | State of Incorp.: **GA** | Fiscal Year End: **1231**
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SIC: **6141** Personal credit institutions

Mailing Address

135 EAST TUGALO STREET
PO BOX 880
TOCCOA GA 30577

Business Address

135 E TUGALO ST
P O BOX 880
TOCCOA GA 30577
4048867571

1st FRANKLIN FINANCIAL CORPORATION

**VARIABLE RATE
SUBORDINATED DEBENTURES**

**PERIODS OF MAY 16, 2013 THRU MAY 22, 2013
AND
MAY 23, 2013 THRU MAY 29, 2013**

Period of May 16, 2013 Thru May 22, 2013

<u>Effective Yield (a)</u>	<u>Interest Rate (b)</u>	<u>Interest Adjustment Period (c)</u>	<u>Minimum Investment Amount</u>
1.77	1.75	1 Month	\$500.00
1.77	1.75	3 Months	\$500.00
2.28	2.25	6 Months	\$500.00
2.53	2.50	1 Year	\$500.00
3.05	3.00	2 Years	\$500.00
3.30	3.25	4 Years	\$500.00

Period of May 23, 2013 Thru May 29, 2013

<u>Effective Yield (a)</u>	<u>Interest Rate (b)</u>	<u>Interest Adjustment Period (c)</u>	<u>Minimum Investment Amount</u>
1.77	1.75	1 Month	\$500.00
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2.53	2.50	1 Year	\$500.00
3.05	3.00	2 Years	\$500.00
3.30	3.25	4 Years	\$500.00

(a) Compounded daily based on 365/366 year.

(b) Interest is earned daily, and will be paid promptly upon a holder's request, otherwise principal and interest are payable at maturity.

(c) At the end of this period, the interest rate will be adjusted. Debentures mature four years from their date of issue, subject to earlier redemption as provided for therein. Redemption at any other time is at the discretion of the Company and is subject to an interest penalty. Absent redemption by the holder at maturity, the term of the Debenture will be extended for one four-year period, subject to the same redemption rights.

This is not an offer to sell, or the solicitation of an offer to purchase, these securities. Any offer or sale will be made only by a prospectus, which is available by visiting us at 135 East Tugaloo Street, Toccoa, Georgia, by writing us at P.O. Box 880, Toccoa, Georgia 30577 or by calling us at (706) 886-7571 or (800) 282-0709 (in GA) or (800) 700-7943 (outside of GA).

We are not a bank, and investments are not bank deposits or obligations and are not insured by the FDIC, SPIC or any other federal or state agency. Investors must rely on the Company's ability to pay principal and interest on the Debentures.

Prospectus Supplement Dated May 16, 2013

