

MOUNTAIN COMMERCE BANCORP, INC.

6101 Kingston Pike
Knoxville, Tennessee 37919
(423) 262-5820

April 26, 2017

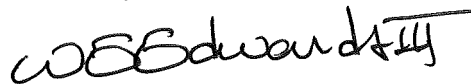
Dear Shareholder:

You are cordially invited to attend our 2017 annual meeting of shareholders, which will be held at Embassy Suites Knoxville West located at 9621 Parkside Drive, Knoxville, Tennessee 37922, on Tuesday, May 23, 2017 at 10:00 a.m. EDT. I sincerely hope that you will be able to attend the meeting and I look forward to seeing you.

The attached notice of the annual meeting and proxy statement describes the formal business to be transacted at the meeting. We will also report on our operations for the year-ended December 31, 2016 and first quarter 2017. Your attention is directed to the proxy statement accompanying this notice for a more complete statement regarding the matters proposed to be acted upon at the meeting.

Please take this opportunity to become involved in the affairs of Mountain Commerce Bancorp, Inc. *Whether or not you expect to be present at the meeting, please mark, date, and sign the enclosed proxy card, and return it to us in the envelope provided as soon as possible. This will not prevent you from voting in person, but will help to secure a quorum and avoid added solicitation costs.* If you decide later to attend the meeting, you may withdraw your proxy at any time and vote your shares in person. We will also offer Internet voting this year, as more particularly described in the attached proxy statement.

Sincerely,

A handwritten signature in black ink, appearing to read "W E Edwards III", with a stylized flourish at the end.

William E. Edwards, III
President and Chief Executive Officer

MOUNTAIN COMMERCE BANCORP, INC.

6101 Kingston Pike
Knoxville, Tennessee 37919
(423) 262-5820

* * * * *

**NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD TUESDAY, MAY 23, 2017**

* * * * *

The annual meeting of shareholders of Mountain Commerce Bancorp, Inc. (the "Company") will be held on Tuesday, May 23, 2017, at 10:00 a.m. EDT at Embassy Suites Knoxville West located at 9621 Parkside Drive, Knoxville, Tennessee 37922, for the following purposes:

- (1) To elect nine directors to hold office until the next annual meeting of shareholders and until their successors have been duly elected and qualified;
- (2) To ratify the appointment of Dixon Hughes Goodman, LLP as the Company's independent public accounting firm for the fiscal year ending December 31, 2017; and
- (3) To transact such other business as may properly come before the meeting or any postponement or adjournment of the meeting.

The Board of Directors has set the close of business on April 13, 2017 as the record date for determining the shareholders who are entitled to notice of, and to vote at, the meeting or any postponement or adjournment thereof.

We hope that you will be able to attend the meeting. We ask that you mark, date, sign, and return the enclosed proxy card as soon as possible, whether or not you plan to attend the meeting. Promptly returning your proxy card will help ensure the greatest number of shareholders are present whether in person or by proxy. Alternatively, you can vote on the Internet, as more particularly described in the attached proxy statement.

If you attend the meeting in person, 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. Should you desire to revoke your proxy, you may do so as provided in the accompanying proxy statement.

By Order of the Board of Directors,



Regenia B. Ellis
Secretary

Knoxville, Tennessee
April 26, 2017

MOUNTAIN COMMERCE BANCORP, INC.

6101 Kingston Pike
Knoxville, Tennessee 37919
(423) 262-5820

PROXY STATEMENT

The Board of Directors (the “Board”) of Mountain Commerce Bancorp, Inc. (the “Company”) is furnishing this proxy statement in connection with its solicitation of proxies for use at the 2017 annual meeting of shareholders (the “Meeting”) to be held at 10:00 a.m. EDT on Tuesday, May 23, 2017 at Embassy Suites Knoxville West located at 9621 Parkside Drive, Knoxville, Tennessee 37922, and at any postponements or adjournments of the Meeting. The enclosed proxy is solicited by the Board of the Company.

The purpose of the Meeting is to elect nine directors, to vote on the ratification of the Company’s independent public accounting firm for 2017 and to consider and to transact such other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

The close of business on April 13, 2017, is the record date for the determination of shareholders entitled to notice of, and to vote at, the Meeting. The Company first mailed this proxy statement and the accompanying proxy card to shareholders on or about April 26, 2017.

As of the close of business on the record date, the Company had 10,000,000 shares of common stock, \$0.01 par value (the “Common Stock”) authorized, of which 5,963,787 shares were issued. Each issued and outstanding share of Common Stock is entitled to one vote on all matters presented at the Meeting.

IMPORTANT MEETING AND VOTING INFORMATION

Proxy Voting Procedures

Each copy of this proxy statement mailed to Company common shareholders is accompanied by a proxy card with instructions for voting by mail, or on the Internet. If voting by mail, you should complete and return the proxy card accompanying this document to ensure that your vote is counted at the Meeting, or at any adjournment or postponement of the Meeting, regardless of whether you plan to attend the Meeting. You may also vote your shares using the Internet. Information and applicable deadlines for voting on the Internet are set forth in the enclosed proxy card instructions.

If you properly sign, return and do not revoke your proxy or vote on the Internet 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 as follows:

- FOR the election of the director nominees,
- FOR the ratification of the appointment of Dixon Hughes Goodman, LLP as the Company’s independent public accounting firm for the fiscal year ending December 31, 2017, and
- In the best judgment of the persons appointed as proxies as to all other matters properly brought before the Meeting.

If any nominee for election to the Board named in this proxy statement becomes unavailable for election for any reason, the proxy will be voted FOR a substitute nominee selected by the Board or the number of directors to serve will be reduced accordingly.

You can revoke your proxy at any time before it is voted by delivering either a written revocation of the proxy or a duly executed proxy bearing a later date, to Regenia B. Ellis, Secretary, Mountain Commerce Bancorp, Inc., 6101 Kingston Pike, Knoxville, Tennessee 37919. You may also revoke your proxy by attending the Meeting and voting in person.

Quorum Requirements

A quorum will be present at the Meeting if at least a majority of the shares of Common Stock as of the record date are represented in person or by valid proxy at the Meeting. The aggregate number outstanding of votes entitled to be cast by all shareholders present in person or represented by proxy at the Meeting, whether those shareholders vote “for”, “withhold”, or “abstain”, will be counted for purposes of determining whether a quorum is present.

Votes Required

The affirmative vote of a plurality of the votes cast by the shareholders entitled to vote at the Meeting is required for the election of directors. A properly executed proxy marked “WITHHOLD AUTHORITY” with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted in determining whether there is a quorum. Therefore, so long as a quorum is present, withholding authority will have no effect on whether one or more directors are elected. The approval of the ratification of Dixon Hughes Goodman, LLP as the Company’s independent public accounting firm, and any matter other than that enumerated above that properly comes before the Meeting will be approved if the number of shares of Common Stock voted in favor of the proposal exceeds the number of shares of Common Stock voted against it. A properly executed proxy marked “ABSTAIN” with respect to such proposals will not be voted on the proposal, although it will be counted in determining whether there is a quorum. Therefore, so long as a quorum is present, abstaining from voting on such proposals will have no effect on whether such proposals are approved. Similarly, broker non-votes will have no effect on whether a proposal will be approved.

Broker Non-Votes

Proxies that are returned to the Company by brokers that have not received instructions to vote on one or more proposals and do not vote on such proposal(s) 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. Under the rules of the New York Stock Exchange (the “NYSE”), if your broker does not receive instructions from you, your broker will not be able to vote your shares with respect to non-routine matters. The proposals regarding the election of directors as disclosed in this proxy statement, is considered non-routine under the rules of the NYSE and failure to instruct your broker on how to vote on this matter will result in a broker non-vote. Therefore, it is very important that you instruct your broker how you wish your shares to be voted on the election of directors. The ratification of the appointment of the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017 is generally considered to be a routine matter and therefore your broker should be permitted to vote your shares on that matter even if your broker does not receive instructions from you. Since directors are elected by a plurality of the votes cast, broker non-votes would not have any effect on whether a director nominee is elected.

ITEM 1 – ELECTION OF DIRECTORS

The Company's Board of Directors consists of nine members. All of our directors are elected annually. There are nine nominees set forth to be elected at the Meeting, consisting of our current nine directors, all as selected by the Board. We propose that the nominees listed below be elected as members of the Board at the Meeting. If elected, each of the nominees shall serve as a director until the annual meeting of shareholders in 2018 and until his respective successor is duly elected and qualified.

Information concerning the nominees proposed by the Board for election is set forth below.

William E. "Bill" Edwards III, age 57, is a founding member of the Board of Directors for the Company and its wholly owned bank subsidiary, Mountain Commerce Bank (the "Bank"), serving as the vice-chairman, president and chief executive officer since their inception. Mr. Edwards has over 38 years of commercial banking experience, including all aspects of basic bank operations. In the late 1980s, he worked for the Federal Deposit Insurance Corporation. He has experience as a commercial and corporate lender, and capital markets originator. In addition, Mr. Edwards held senior executive positions in sectors such as capital markets, investment analysis and financial planning. As a group vice president with SunTrust Bank, he managed its northeast Tennessee commercial, corporate and real estate lending division, in addition to positions held with its subsidiary, SunTrust Robinson Humphrey Capital Markets. Mr. Edwards attended various banking schools, including the Tennessee School of Commercial Lending at Vanderbilt University and the Corporate Finance Program at SunTrust University. He is a graduate of the Leadership Washington County/Johnson City and Leadership Kingsport programs. Mr. Edwards is a member of the East Tennessee State University (ETSU) Foundation Board. He is a member of the Independent Bankers Board of the Tennessee Bankers Association, where he also serves on the government relations committee. He serves on the Northeast State Foundation Board. He is a past member of the advisory board for the ETSU Innovation Lab, the board of the Sequoyah Council of the Boy Scouts, Coalition for Kids advisory board and past president of the Tri-Cities chapter of the University of Tennessee Alumni Association. He previously served as president of the Lions Club of Pigeon Forge and treasurer of the Johnson City chapter. He is the past treasurer of the Boones Creek Christian Church capital campaign. Mr. Edwards earned a Bachelor of Science in Finance from the University of Tennessee in 1982. He is a certified financial planner and previously held a Tennessee real estate license and a private pilot's license.

Wade H. Farmer, age 46, is a resident of Telford, Tennessee. Mr. Farmer has served on the Bank's and the Company's Board of Directors since September 2015. He is a certified public accountant with over 20 years of experience. Since 2003, Mr. Farmer has been a partner in the tax department at Blackburn, Childers & Steagall, PLC in Johnson City, Tennessee. He has previously served as the partner in charge of that department. He specializes in individual, family entity, estate and trust taxation. Mr. Farmer is also an owner in BCS Wealth Management and an owner and co-founder in Trinity Valuation Consulting Group and First Covenant Trust & Advisors, where he also serves as president. Mr. Farmer is a graduate of Emory & Henry College, Emory, Virginia with a Bachelor of Arts in Economics and a Bachelor of Science in Management with a concentration in Accounting. He received his Master of Accountancy from East Tennessee State University, Johnson City, Tennessee. He is active in the community, serving as president of the Tri-Cities Estate Planning Council and chair of the deacon board of Buffalo Ridge Baptist Church. He is a member of the American Institute of Certified Public Accountants and the Tennessee Society of Certified Public Accountants. He is also a past chairman for the board of directors of Dawn of Hope. In 2005, he was named one of the top 40 Under Forty by the Tri-Cities Business Journal.

Dwight B. Ferguson Jr., age 70, is a resident of Jonesborough, Tennessee. He is a founding member of the Board of Directors of the Bank and the Company since their inception in 2006. He has served as chairman of the board of both the Bank and the Company since December 15, 2010. Mr. Ferguson served as president and/or chief executive officer of Nuclear Fuel Services, Inc. (NFS) located in Erwin, Tennessee from March 1992 until January 2009. The business is the largest employer in Unicoi County

and the sole provider of nuclear fuel to the United States Navy. During his tenure with NFS, he also served as chief financial officer and executive vice president. Mr. Ferguson began his career with a degree in accounting earned at the University of Virginia. After graduation he moved to Atlanta, accepting a position in public accounting with the firm of Main Lafrentz & Co. In 1971, Mr. Ferguson became a certified public accountant and moved into industry, working in a number of service and manufacturing businesses. From 1971 to 1987, he held several positions with those businesses, among them controller, group controller, and chief financial officer. In 1987, Mr. Ferguson joined NFS when Texaco sold the concern to Nuclear Fuel Services, Ltd. Mr. Ferguson has a passion for education; he was instrumental in establishing the “Goal Card” program, which served Washington, Carter and Unicoi counties by providing incentives for academic performance. Mr. Ferguson received the Tennessee Education Association’s Friends of Education Award on behalf of NFS in recognition of his involvement in schools through a myriad of programs. Since his retirement, he has become actively involved in the community, serving as treasurer on the Tusculum College Board of Trustees and past chairman of the Northeast State Foundation Board. He has also served on the East Tennessee State University School of Business and Technology advisory board, and the board of the Sequoyah Council of the Boy Scouts. Mr. Ferguson is a Kiwanis member, and has served as treasurer of Jonesborough United Methodist Church.

Michael L. Hatcher, age 66, is a resident of Knoxville, Tennessee. Mr. Hatcher has served on the Bank's and the Company's Board of Directors since September 2015. He is a certified public accountant. Mr. Hatcher earned his Bachelor of Science in Accounting from the University of Tennessee, Knoxville. He received his Master of Business Administration from Vanderbilt University. Mr. Hatcher began his career serving as chief financial officer and treasurer of Cherokee Textile Mills, Inc., Sevierville, Tennessee from 1972 until 1985. He partnered with a pharmacist to form and grow Nutritional Support Services, Ltd., an infusion therapy company, from 1985 until 1990. He served as chief financial officer and chief operating officer of the company until it sold in 1990. Mr. Hatcher joined four emergency department physicians to form what is now known as TeamHealth, Inc., a hospital-physician staffing company where he served as chief financial officer and chief operating officer from 1990 until 2004. With other investors, Mr. Hatcher founded Medical Supplies of America, LLC, a general medical supply company, and Medical Waste of America, LLC, a bio-hazardous medical waste company. Mr. Hatcher serves as chairman of the board for both companies. He is a founding investor and board member of The White Stone Group, a healthcare software company. Mr. Hatcher is a founder of Hatcher Hill Properties, a real estate investment company that focuses primarily on commercial real estate development and historic redevelopment. He is an angel investor in a variety of small, early stage companies in east and middle Tennessee. He has served on various community boards, such as Knox Area Rescue Ministries and the American Cancer Society.

Kevin W. Horne, age 46, is a resident of Blountville, Tennessee. He has served as a member of the Board of Directors of both the Company and the Bank since September 2009. Mr. Horne joined the Bank in March 2007 as senior vice president and area president. In May 2009, he was promoted to executive vice president and chief credit officer. In May 2012, he was given additional responsibility as chief operating officer. Mr. Horne has over 23 years of experience in financial services with over 20 years in banking. Prior to joining the Company, Mr. Horne held area executive positions with a regional bank in various locations, including northeast Tennessee, southwest Virginia and southern West Virginia. As area executive, Mr. Horne was responsible for all banking segments, ensuring profitability, credit quality and efficiency. He earned his bachelor's degree from the University of Tennessee, Knoxville in 1993. Mr. Horne has graduated from various banking schools, including Southeastern School of Commercial Lending and Southeastern School of Advanced Commercial Lending. He currently serves on the board of directors for Junior Achievement of Johnson City.

Wendell C. Kirk, age 76, is a resident of Kingsport, Tennessee. Mr. Kirk is a founding member of the Board of Directors of the Company and the Bank since August 2006. He is a certified public accountant. Since 1991, he has been a consultant with Kirk & Associates, a company that provides insurance and financial consulting services. Mr. Kirk is a former employee of the Federal Bureau of Investigation. Prior to his employment with Kirk & Associates, he was president and chief executive officer of Heritage

Federal Bank, FSB, in Kingsport, Tennessee, which had over \$600 million in assets at the time of his retirement. Mr. Kirk is past president of the Greater Kingsport Area Chamber of Commerce.

Samuel L. Widener, age 74, is a resident of Johnson City, Tennessee. Mr. Widener is a founding member of the Board, serving as director of the Company and the Bank since August 2006. He is the owner of Winco Tile, a wholesale distributor of ceramic tile, with locations in Johnson City and Knoxville. He is also the owner of Wincrest Angus Farm and a general partner of Wincrest Properties, LP. Mr. Widener served for nine years on the board of directors of the Ceramic Tile Distributors Association, an international trade association, and as president of the group in 2002. Mr. Widener was honored for his work with the ceramic tile industry by being inducted into its hall of fame in 2004. He continues to serve as a voting member of three industry-wide technical committees relating to the manufacture and installation of ceramic tile. He currently serves as a trustee of Johnson University in Knoxville, Tennessee. Mr. Widener previously served on the advisory board of Mountain Empire Bank.

Frank Wood, age 53, is a resident of Johnson City, Tennessee. Mr. Wood has served on the Bank's and the Company's Board of Directors since March 2011. He is the owner and chief executive officer of the Holston Companies, whose operations include Holston Distributing Co., Inc., the Anheuser-Busch distributor for northeastern Tennessee; Warehouse Central LLC, a warehousing and logistics company; Truck Central LLC; and Records Storage and Management Central LLC. Each of them is headquartered in Johnson City, Tennessee. Mr. Wood is a graduate of the University of Tennessee, Knoxville, where he earned a Bachelor of Science in Business Administration and Industrial Engineering.

Douglas A. Yoakley, age 61, is a resident of Knoxville, Tennessee. Mr. Yoakley has served on the Bank's and the Company's Board of Directors since March 2017. As a certified public accountant for more than 38 years, Mr. Yoakley has provided tax planning and compliance services to a variety of businesses, organizations, individuals and industries. He is currently a wealth management consultant with the registered investment advisory firm PYA Waltman Capital, which he co-founded in 2005. In 1983, Mr. Yoakley launched Pershing Yoakley Associates (PYA), which has grown to become a 200-employee company that provides comprehensive support in accounting, consulting and management to businesses nationwide from offices in Atlanta, Kansas City, Knoxville, Nashville and Tampa. Mr. Yoakley retired from PYA in 2014 following more than three decades of service. A graduate of the University of Tennessee, Knoxville, with a Bachelor of Science in Accounting, Mr. Yoakley has served on many civic organization boards, including Knox Area Rescue Ministries, Salvation Army, and Fellowship Church. He is a member of the American Institute of Certified Public Accountants, the Bernstein Society Advisory Council for the University of Tennessee Medical Center, as well as the University of Tennessee Chancellor's Associates. Mr. Yoakley is also part-owner of the Knoxville Ice Bears professional hockey team, and has an interest in several additional real estate and business ventures.

The Board of Directors recommends that you vote "FOR" each of the Nominees.

ITEM 2 – RATIFICATION OF INDEPENDENT AUDITORS

The Audit Committee has appointed Dixon Hughes Goodman, LLP as the Company's independent public accounting firm for the fiscal year ending December 31, 2017. Dixon Hughes Goodman is a full-service firm of certified public accountants with expertise in bank holding company auditing.

It is anticipated that a representative of Dixon Hughes Goodman will be present at the Meeting to respond to appropriate questions. Such representative will have an opportunity to make a statement at the Meeting if the representative desires to do so.

If the Company's shareholders do not ratify the appointment of Dixon Hughes Goodman, the Audit Committee will reconsider the appointment and may affirm the appointment or retain another independent accounting firm. If the appointment is ratified, the Audit Committee may in the future

replace Dixon Hughes Goodman as the Company's independent public accounting firm if it is determined that it is in the Company's best interest to do so.

The Board of Directors recommends a vote FOR the ratification of the appointment of Dixon Hughes Goodman, LLP as the Company's independent public accounting firm for the fiscal year ending December 31, 2017.

INDEBTEDNESS AND CERTAIN TRANSACTIONS

In calendar year 2016 and through the date of this proxy statement, there were transactions between the Bank and certain officers and directors of the Company and the Bank and their known associates, all consisting of extensions of credit by the Bank in the ordinary course of its business. Each transaction was made on substantially the same terms, including interest rates, collateral, and repayment terms, as those prevailing at the time for comparable transactions with the general public. In the opinion of management, none of the transactions involved more than the normal risk of collectability or presents other unfavorable features. Thus, the Bank has had, and the Bank expects to have in the future, banking transactions in the ordinary course of its business with the officers and directors of the Company and the Bank and their associates on the same terms, including interest rate, collateral, and repayment terms on loans, as those prevailing at the same time for comparable transactions with others.

OTHER MATTERS

The Board knows of no other matters that may be brought before the Meeting. If, however, any matters other than those set forth in this proxy statement should properly come before the Meeting, votes will be cast pursuant to the proxies in accordance with the best judgment of the proxy holders.

If you cannot be present in person, you are requested to complete, sign, date, and return the enclosed proxy promptly or vote on the Internet as outlined in the proxy card. An envelope has been provided for the purpose of voting through the mail. No postage is required if mailed in the United States.

SHAREHOLDER PROPOSALS AND DIRECTOR NOMINEES FOR THE 2018 ANNUAL MEETING OF SHAREHOLDERS

The Company's Bylaws establish an advance notice procedure with regard to shareholder proposals and director nominations. If a shareholder wishes to present a proposal before the 2018 Annual Meeting of Shareholders, such shareholder must meet the eligibility standards set out in the Company's Bylaws and must give written notice to the Company's corporate secretary at the Company's principal business address not less than 120 days nor more than 150 days prior to May 23, 2018. The shareholder's submission must include certain specified information concerning the proposal and the shareholder, including such shareholder's ownership of the Company's Common Stock, as described in more detail in the Company's Bylaws. Similarly, if a shareholder desires to nominate a director for consideration at the Company's 2018 Annual Meeting of Shareholders, such shareholder must meet the eligibility standards set out in the Company's Bylaws and must give written notice of the nominee to the Company's corporate secretary at the Company's principal business address not less than 120 days nor more than 150 days prior to May 23, 2018. The shareholder's notice must include certain information regarding the shareholder and the proposed nominee, in each case, as described in more detail in the Company's Bylaws.

