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## Section 1: SC 13G/A

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13G**  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)

**Bay Banks of Virginia, Inc.**

(Name of Issuer)

**Common Stock, par value \$5.00 per share**

(Title of Class of Securities)

**072035108**

(CUSIP Number)

**December 31, 2018**

(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 disclosures provided in a prior cover page.

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).

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|--|---|--|
| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br><b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b><br>EJF Capital LLC                                |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b><br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/>                        |  |
| <b>3</b>   | <b>SEC USE ONLY</b>   |  |
| <b>4</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>Delaware   |  |
| <b>NUMBER OF<br/>SHARES<br/>BENEFICIALLY<br/>OWNED BY<br/>EACH<br/>REPORTING<br/>PERSON WITH</b> | <b>5</b>  | <b>SOLE VOTING POWER</b><br>0              |
|  | <b>6</b>  | <b>SHARED VOTING POWER</b><br>860,797      |
|  | <b>7</b>  | <b>SOLE DISPOSITIVE POWER</b><br>0         |
|  | <b>8</b>  | <b>SHARED DISPOSITIVE POWER</b><br>860,797 |
| <b>9</b>   | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br>860,797  |  |
| <b>10</b>  | <b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <div style="text-align: right;"><input type="checkbox"/></div> |  |
| <b>11</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b><br>6.5% (1)  |  |
| <b>12</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>IA  |  |

(1) Based on 13,201,682 shares of common stock, par value \$5.00 per share (“Common Stock”), outstanding as of December 31, 2018, as reported by the Issuer in its Form 8-K filed with the U.S. Securities and Exchange Commission (“SEC”) on February 6, 2019.

|  |   |  |
|--|---|--|
| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br><b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b><br><br>Emanuel J. Friedman                        |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b><br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/>                        |  |
| <b>3</b>   | <b>SEC USE ONLY</b>   |  |
| <b>4</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br><br>United States  |  |
| <b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b> | <b>5</b>  | <b>SOLE VOTING POWER</b><br><br>0              |
|  | <b>6</b>  | <b>SHARED VOTING POWER</b><br><br>860,797      |
|  | <b>7</b>  | <b>SOLE DISPOSITIVE POWER</b><br><br>0         |
|  | <b>8</b>  | <b>SHARED DISPOSITIVE POWER</b><br><br>860,797 |
| <b>9</b>   | <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b><br><br>860,797  |  |
| <b>10</b>  | <b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <div style="text-align: right;"><input type="checkbox"/></div> |  |
| <b>11</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b><br><br>6.5% (1)  |  |
| <b>12</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br><br>IN  |  |

(1) Based on 13,201,682 shares of Common Stock outstanding as of December 31, 2018, as reported by the Issuer in its Form 8-K filed with the SEC on February 6, 2019.

|  |   |  |
|--|---|--|
| <b>1</b>   | <b>NAMES OF REPORTING PERSONS</b><br><b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b><br>EJF Sidecar Fund, Series LLC – Small Financial Equities Series |  |
| <b>2</b>   | <b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b><br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/>  |  |
| <b>3</b>   | <b>SEC USE ONLY</b>   |  |
| <b>4</b>   | <b>CITIZENSHIP OR PLACE OF ORGANIZATION</b><br>Delaware   |  |
| <b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b> | <b>5</b>  | <b>SOLE VOTING POWER</b><br>0              |
|  | <b>6</b>  | <b>SHARED VOTING POWER</b><br>860,797      |
|  | <b>7</b>  | <b>SOLE DISPOSITIVE POWER</b><br>0         |
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| <b>11</b>  | <b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b><br>6.5% (1)  |  |
| <b>12</b>  | <b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b><br>OO  |  |

(1) Based on 13,201,682 shares of Common Stock outstanding as of December 31, 2018, as reported by the Issuer in its Form 8-K filed with the SEC on February 6, 2019.

**Item 1. (a) Name of Issuer**

Bay Banks of Virginia, Inc.

**Item 1. (b) Address of Issuer's Principal Executive Offices**

100 South Main Street  
Kilmarnock, Virginia 22482

**Item 2. (a) Name of Person Filing**

This Amendment No. 2 to the Schedule 13G is being filed on behalf of the following persons (the "Reporting Persons")\*:

- (i) EJV Capital LLC;
- (ii) Emanuel J. Friedman; and
- (iii) EJV Sidecar Fund, Series LLC – Small Financial Equities Series.

\*Attached as Exhibit A is a copy of an agreement among the Reporting Persons that this Amendment No. 2 to the Schedule 13G is being filed on behalf of each of them.

**Item 2. (b) Address of Principal Business Office or, if None, Residence**

The address of the principal business office of each Reporting Person is:

2107 Wilson Boulevard  
Suite 410  
Arlington, VA 22201

**Item 2. (c) Citizenship**

See Item 4 of the attached cover pages.

**Item 2. (d) Title of Class of Securities**

Common Stock, par value \$5.00 per share ("Common Stock")

**Item 2. (e) CUSIP Number**

072035108

**Item 3.**

Not Applicable.

**Item 4. Ownership**

(a) Amount beneficially owned:

See Item 9 of the attached cover pages.

(b) Percent of class:

See Item 11 of the attached cover pages.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of the attached cover pages.

(ii) Shared power to vote or to direct the vote:

See Item 6 of the attached cover pages.

(iii) Sole power to dispose or to direct the disposition:

See Item 7 of the attached cover pages.

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

See Item 8 of the attached cover pages.

EJF Sidecar Fund, Series LLC – Small Financial Equities Series is the record owner of the number of shares of Common Stock shown on Item 9 of its respective cover page.

EJF Capital LLC is the managing member of EJF Sidecar Fund, Series LLC – Small Financial Equities Series and the investment manager of an affiliate thereof, and may be deemed to share beneficial ownership of the shares of Common Stock of which EJF Sidecar Fund, Series LLC – Small Financial Equities Series is the record owner.

Emanuel J. Friedman is the controlling member of EJF Capital LLC and may be deemed to share beneficial ownership of the shares of Common Stock over which EJF Capital LLC may share beneficial ownership.

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

Not Applicable.

**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**

Not Applicable.

**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 I certify that, to the best of my knowledge and belief, the securities referred to above 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.

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**SIGNATURE**

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

Dated: February 13, 2019

**EJF CAPITAL LLC**

By: /s/ Neal J. Wilson

\_\_\_\_\_  
Name: Neal J. Wilson

Title: Chief Operating Officer

**EMANUEL J. FRIEDMAN**

By: /s/ Emanuel J. Friedman

\_\_\_\_\_  
Name: Emanuel J. Friedman

**EJF SIDECAR FUND, SERIES LLC –  
SMALL FINANCIAL EQUITIES SERIES**

By: EJF CAPITAL LLC

Its: Managing Member

By: /s/ Neal J. Wilson

\_\_\_\_\_  
Name: Neal J. Wilson

Title: Chief Operating Officer

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**EXHIBIT A**

The undersigned, EJF Capital LLC, a Delaware limited liability company, Emanuel J. Friedman, and EJF Sidecar Fund, Series LLC – Small Financial Equities Series, a Delaware separate series limited liability company, hereby agree and acknowledge that the information required by this Amendment No. 2 to the Schedule 13G, to which this Agreement is attached as an exhibit, is filed on behalf of each of them. The undersigned further agree that any further amendments or supplements thereto shall also be filed on behalf of each of them.

Dated: February 13, 2019

**EJF CAPITAL LLC**

By: /s/ Neal J. Wilson

Name: Neal J. Wilson

Title: Chief Operating Officer

**EMANUEL J. FRIEDMAN**

By: /s/ Emanuel J. Friedman

Name: Emanuel J. Friedman

**EJF SIDECAR FUND, SERIES LLC –  
SMALL FINANCIAL EQUITIES SERIES**

By: EJF CAPITAL LLC

Its: Managing Member

By: /s/ Neal J. Wilson

Name: Neal J. Wilson

Title: Chief Operating Officer

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