



Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013

Month / Day / Year

I, **Michael P. Daly**

Reporter's Name, Street, and Mailing Address

Berkshire Hills Bancorp, Inc.

Legal Title of Holding Company

24 North Street

(Mailing Address of the Holding Company) Street / P.O. Box

Pittsfield MA 01201

City State Zip Code

Name of the Holding Company Director and Official

Director, Chairman, President & CEO

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Karen Sinopoli AVP, Assistant Controller

Name Title

4135533452

Area Code / Phone Number / Extension

4134489062

Area Code / FAX Number

ksinopoli@berkshirebank.com

E-mail Address

Berkshirebank.com

Address (URL) for the Holding Company's web page

Michael P. Daly
Signature of Holding Company Director and Official

3/28/14
Date of Signature

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:
 is included with the FR Y-6 report
 will be sent under separate cover
 is not prepared

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RSSD ID 2333463
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:

 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
 No

BERKSHIRE HILLS BANCORP, INC (2333663) of PITTSFIELD, MA.
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 Report Item Zb: Domestic Branch Listing

Data Action	Effective Date	Branch Service Type	Branch ID	RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country
OK		Head Office	473501	BERKSHIRE BANK	99 NORTH STREET	PITTSFIELD	MA	01201		BERKSHIRE	UNITED STATES
OK		Full Service	3383629	GLASTONBURY BRANCH	7 SYCAMORE STREET	GLASTONBURY	CT	06033		HARTFORD	UNITED STATES
OK		Full Service	3383638	STATE HOUSE SQUARE HARTFORD	58 STATE HOUSE SQUARE	HARTFORD	CT	06103		HARTFORD	UNITED STATES
OK		Full Service	4181505	ST FRANCIS HOSPITAL HARTFORD	114 WOODLAND STREET	HARTFORD	CT	06105		HARTFORD	UNITED STATES
OK		Full Service	3461611	CEDAR STREET BRANCH	66 CEDAR STREET	NEWINGTON	CT	06111		HARTFORD	UNITED STATES
OK		Full Service	3650291	ROCKY HILL BRANCH	396 CROWMELL AVENUE	ROCKY HILL	CT	06067		HARTFORD	UNITED STATES
OK		Full Service	3398155	VERNON BRANCH	435 HARTFORD TURNPIKE	VERNON	CT	06066		TOLLAND	UNITED STATES
OK		Full Service	3260672	SOUTH MAIN STREET BRANCH	68 SOUTH MAIN STREET	WEST HARTFORD	CT	06107		HARTFORD	UNITED STATES
OK		Full Service	3612570	BROAD STREET BRANCH	148 BROAD STREET	WINDSOR	CT	06095		HARTFORD	UNITED STATES
OK		Full Service	4170693	CHELMSFORD BRANCH	116 CHELMSFORD STREET	CHELMSFORD	MA	01824		MIDDLESEX	UNITED STATES
OK		Full Service	3214031	MEMORIAL DRIVE BRANCH	1339 MEMORIAL DRIVE	CHICOPEE	MA	01020		HAMPDEN	UNITED STATES
OK		Full Service	3449178	EAST LONGMEADOW BRANCH	72 SHAKER ROAD	EAST LONGMEADOW	MA	01028		HAMPDEN	UNITED STATES
OK		Full Service	2623074	FEEDING HILL BRANCH	1359 SPRINGFIELD STREET	FEEDING HILLS	MA	01030		HAMPDEN	UNITED STATES
OK		Full Service	309703	GREAT BARRINGTON BRANCH	255 STOCKBRIDGE ROAD	GREAT BARRINGTON	MA	01230		BERKSHIRE	UNITED STATES
OK		Full Service	660002	MAIN STREET GREAT BARRINGTON	244 MAIN STREET	GREAT BARRINGTON	MA	01230		BERKSHIRE	UNITED STATES
OK		Full Service	600606	HAYDENVILLE BRANCH	142 MAIN STREET	HAYDENVILLE	MA	01039		HAMPSHIRE	UNITED STATES
OK		Full Service	115007	LEE BRANCH	1 PARK STREET	LEE	MA	01238		BERKSHIRE	UNITED STATES
OK		Full Service	4362685	LENOX BRANCH	495 PITTSFIELD ROAD	LENOX	MA	01240		BERKSHIRE	UNITED STATES
OK		Full Service	3449187	LONGMEADOW BRANCH	138 LONGMEADOW STREET	LONGMEADOW	MA	01106		HAMPDEN	UNITED STATES
OK		Full Service	2684347	LUDLOW BRANCH	431 CENTER STREET	LUDLOW	MA	01056		HAMPDEN	UNITED STATES
OK		Full Service	355401	NORTH ADAMS BRANCH	37 MAIN STREET	NORTH ADAMS	MA	01247		BERKSHIRE	UNITED STATES
OK		Full Service	729301	OTIS BRANCH	30 EAST OTIS ROAD	OTIS	MA	01253		BERKSHIRE	UNITED STATES
OK		Full Service	413404	480 W HOUSATONIC STREET BRANCH	480 WEST HOUSATONIC STREET	PITTSFIELD	MA	01201		BERKSHIRE	UNITED STATES
OK		Full Service	114505	ALLENDALE OFFICE	39 CHERSHIRE ROAD	PITTSFIELD	MA	01201		BERKSHIRE	UNITED STATES
OK		Full Service	595805	ELM STREET BRANCH	165 ELM STREET	PITTSFIELD	MA	01201		BERKSHIRE	UNITED STATES
OK		Full Service	596307	WILLIAMS STREET	734 WILLIAM STREET	PITTSFIELD	MA	01201		BERKSHIRE	UNITED STATES
OK		Full Service	351207	NORTH STREET BRANCH	99 NORTH STREET	PITTSFIELD	MA	01201		BERKSHIRE	UNITED STATES
OK		Full Service	350705	OLD TOWN HALL PITTSFIELD	43 EAST STREET	PITTSFIELD	MA	01201		BERKSHIRE	UNITED STATES
OK		Full Service	102203	WEST STREET BRANCH	66 WEST STREET	SHEFFIELD	MA	01201		BERKSHIRE	UNITED STATES
OK		Full Service	629205	MAIN STREET BRANCH	103 MAIN STREET	SHEFFIELD	MA	01257		BERKSHIRE	UNITED STATES
OK		Full Service	2012623	SOUTH HADLEY BRANCH	74 LAMB ST	SOUTH HADLEY	MA	01075		HAMPSHIRE	UNITED STATES
OK		Full Service	2011774	SOUTHWICK BIG Y BRANCH	185 COLLEGE HWY	SOUTHWICK	MA	01077		HAMPDEN	UNITED STATES
OK		Full Service	953900	SOUTHWICK BRANCH	608 COLLEGE HIGHWAY	SOUTHWICK	MA	01077		HAMPDEN	UNITED STATES
OK		Full Service	4185044	SPRINGFIELD BRANCH	1259 EAST COLUMBUS AVE	SPRINGFIELD	MA	01105		HAMPDEN	UNITED STATES
OK		Full Service	349400	STOCKBRIDGE BRANCH	32 MAIN STREET	STOCKBRIDGE	MA	01262		BERKSHIRE	UNITED STATES
OK		Full Service	659800	WEST STOCKBRIDGE BRANCH	2 DEPOT STREET	WEST STOCKBRIDGE	MA	01266		BERKSHIRE	UNITED STATES
OK		Full Service	806800	LITTLE RIVER BRANCH	44 LITTLE RIVER RD	WESTFIELD	MA	01085		HAMPDEN	UNITED STATES
OK		Full Service	618405	COURT ST WESTFIELD	31 COURT ST	WESTFIELD	MA	01085		HAMPDEN	UNITED STATES
OK		Full Service	3378568	ALBANY BRANCH	41 STATE STREET	ALBANY	NY	12207		ALBANY	UNITED STATES
OK		Full Service	4292595	CENTRAL AVENUE ALBANY BRANCH	979 CENTRAL AVENUE	ALBANY	NY	12205		ALBANY	UNITED STATES
OK		Full Service	3378559	CLIFTON PARK BRANCH	15 PARK AVENUE	CLIFTON PARK	NY	12065		SARATOGA	UNITED STATES
OK		Full Service	3611135	SHAKER PINE BRANCH	151 VLY ROAD	COLONIE	NY	12205		ALBANY	UNITED STATES
OK		Full Service	4370206	WOLF ROAD BRANCH	98 WOLF ROAD	COLONIE	NY	12205		ALBANY	UNITED STATES
OK		Full Service	3445376	DELAWARE PLAZA BRANCH	255 DELAWARE AVENUE	DELMAR	NY	12054		ALBANY	UNITED STATES
OK		Full Service	3445853	EAST GREENBUSH BRANCH	602 COLUMBIA TURNPIKE	EAST GREENBUSH	NY	12061		RENSSELAER	UNITED STATES
OK		Full Service	498184	MANILIUS CENTER RD EAST SYRACUSE	6611 MANILIUS CENTER ROAD	EAST SYRACUSE	NY	13057		ONONDAGA	UNITED STATES



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Report Item 3: Securities Holders

Current Securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2013.

Name and Address	Number of Shares Owned	Percent of Common Stock Outstanding
Dimensional Fund Advisors LP (1) Palisades West Building One 6300 Bee Cave Road Austin, Texas 78746	1,681,119	6.71%
BlackRock, Inc. (2) 40 East 52nd Street New York, New York 10022	1,599,867	6.39%
Sy Jacobs (3) Jacobs Asset Management, LLC 11 East 26 Street, Suite 1900 New York, New York 10010	1,386,610	5.54%
The Vanguard Group (4) 1000 Vanguard Blvd. Malvern, Pennsylvania 19355	1,325,300	5.29%

There were no securities holders not listed above that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2013.

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**Legal Title of Holding Company
Fiscal Year Ending December 31, 2013**

Report Item 4: Insiders - (1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of Other Businesses)	4(a) Percentage of Voting Shares in Holding Company	4(b) Percentage of voting Shares in Subsidiaries (include names of subsidiaries)	4(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Michael P. Daly, Pittsfield, MA, USA	N/A	Director, Chairman, President and CEO	Director, Chairman, President and CEO (Berkshire Bank); Director (Berkshire Insurance Group, Inc.)	Member and Manager, Da Boss Realty, LLC, Pittsfield, MA (Private real estate investment entity); Director, Csairman and President, Berkshire Business Roundtable, Inc., Pittsfield, MA (Non-profit corporation)	0.46%	None	Da Boss Realty, LLC (100%)
Lawrence A. Bossidy, Ridgefield, CT, USA	N/A	Lead Independent Director	Lead Independent Director (Berkshire Bank)	N/A	0.36%	None	N/A

John W. Altmeyer, Mechanicsburg, PA, USA	President and CEO, Carlisle Syntec, Inc., Carlisle, PA	Director	Director (Berkshire Bank)	President and CEO, Carlisle Syntec, Inc., Carlisle, PA (construction materials manufacturer), a segment of Carlisle Companies, a Fortune 1000 company publicly traded on the NYSE	0.01%	None	N/A
Geno Auriemma, Manchester, CT, USA	Head Coach - Women's Basketball, University of Connecticut, Storrs, CT	Director	Director (Berkshire Bank)	Head Coach - Women's Basketball, University of Connecticut, Storrs, CT	0.04%	None	N/A
Robert M. Curley, Slingerlands, NY, USA	N/A	Director	Director and Chairman of New York Region (Berkshire Bank); Director (Berkshire Bank Municipal Bank)	Member, Sky Management, LLC, Albany, NY; Member, G & D Stillwater, LLC, East Schodack, NY; Member, East Greenbush Marina, LLC, Albany, NY; Member, Waterview Condo II, LLC, Albany, NY	0.05%	None	Sky Management, LLC (50%); G & D Stillwater, LLC (25%); East Greenbush Marina, LLC (25%); Waterview Condo II, LLC (40%)
John B. Davies, Westfield, MA, USA	Agent Emeritus, Massachusetts Mutual Life Insurance Co., Springfield, MA	Director	Director (Berkshire Bank)	Agent Emeritus, Massachusetts Mutual Life Insurance Co., Springfield, MA; Member, JD Group, LLC, Westfield, MA	0.08%	None	JD Group, LLC (25%)

Rodney C. Dimock, West Granby, CT, USA	Principal, Arrow Capital, LLC, Granby, CT	Director	Director (Berkshire Bank)	Member, Arrow Capital, LLC, West Granby, CT	0.05%	None	Arrow Capital, LLC (100%)
J. Williar Dunlaevy, Lenox, MA, USA	N/A	Director	Director (Berkshire Bank); Director (Berkshire Bank Municipal Bank)	Director, Berkshire Taconic Community Foundation, Inc., Sheffield, MA (Community foundation); Chairman and President, Berkshire Bank Foundation - Legacy Region, Inc. Pittsfield, MA (Community foundation)	0.29%	None	N/A
Susan M. Hill, Manchester Center, VT, USA	Certified Public Accountant, Hill & Thompson, P.C., Manchester Center, VT	Director	Director (Berkshire Bank); Director (Berkshire Bank Municipal Bank)	Vice President, Hill & Thompson, P.C., Manchester Center, VT; Secretary, Hill Painting, Inc., Manchester Center, VT; Member, VT 2 NC, LLC, Manchester Center, VT	0.10%	None	Hill & Thompson, P.C. (100%); Hill Painting, Inc. (100%); VT 2 NC, LLC (100%)
Cornelius D. Mahoney, Cape Neddick, ME, USA	N/A	Director	Director (Berkshire Bank)	N/A	0.05%	None	N/A

Laurie Norton
Moffatt,
Stockbridge, MA, Museum, Stockbridge,
USA

Director and CEO of the
Norman Rockwell
Museum, Stockbridge,
MA

Director

Director (Berkshire Bank)

Director and CEO of the
Norman Rockwell
Museum, Stockbridge,
MA (Non-profit art
museum); founder and
member of 1Berkshire
and Berkshire Creative
Economy Council
Community economic
development groups);
Trustee of Berkshire
Health Systems (Medical
non-profit corporation)

0.00%

None

N/A

Barton D. Raser, Vice President, Carr Pittsfield, MA, USA	Director	Director (Berkshire Bank); Director (Berkshire Bank Municipal Bank)	Vice President, Carr Hardware & Supply Company, Inc., Pittsfield, MA; Member, Albany Supply, LLC, Pittsfield, MA; Member, Reginald, LLC, Pittsfield, MA; President, Madison County Properties Corp., Great Barrington, MA; Member, Tents & Events, LLC, Pittsfield, MA; Member, Marbar Development LLC, Pittsfield, MA; Director, Berkshire Health Systems, Inc. (Medical non-profit corporation)	0.09%	None	Carr Hardware & Supply Company, Inc. (39%); Albany Supply, LLC (51%); Reginald, LLC (39%); Madison County Properties Corp. (100%); Tents & Events, LLC (39%); Marbar Development LLC (20%)
D. Jeffrey Templeton, Westfield, MA, USA	President, The Mosher Company, Inc., Chicopee, MA	Director	Director (Berkshire Bank) President, The Mosher Company, Inc., Chicopee, MA	0.09%	None	The Mosher Company, Inc. (75%)

George Bacigalupo, Reading, MA, USA	N/A	Executive Vice President - Commercial Banking	Executive Vice President - Commercial Banking(Berkshire Bank)	N/A	0.05%	None	N/A
Sean A. Gray, Pittsfield, MA, USA	N/A	Executive Vice President - Retail Banking	Executive Vice President - Retail Banking (Berkshire Bank)	N/A	0.09%	None	N/A
Josephine Iannelli, Wilbraham, MA, USA	N/A	Principal Accounting Officer; Promoted to Executive Vice President and Chief Financial Officer 1/14/14	Principal Accounting Officer; Promoted to Executive Vice President and Chief Financial Officer 1/14/14 (Berkshire Bank);	N/A	0.01%	None	N/A
Linda A. Johnston, Becket, MA, USA	N/A	Executive Vice President - Human Resources	Executive Vice President - Human Resources (Berkshire Bank)	N/A	0.13%	None	N/A
Richard M. Marotta, Pattersonville, NY, USA	N/A	Executive Vice President - Chief Risk Officer	Executive Vice President - Chief Risk Officer (Berkshire Bank)	N/A	0.08%	None	N/A