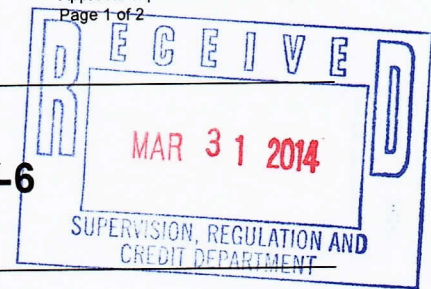


Board of Governors of the Federal Reserve System



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, James A. Marcotte

Reporter's Name, Street, and Mailing Address

Enterprise Bancorp, Inc.

Legal Title of Holding Company

222 Merrimack St

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

Lowell

MA

01852

City

State

Zip Code

Name of the Holding Company Director and Official
CFO

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:

Michael K. Sullivan

SVP, Controller

Name

Title

978-656-5604

Area Code / Phone Number / Extension

978-934-8738

Area Code / FAX Number

michael.sullivan@ebtc.com

E-mail Address

enterprisebanking.com

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

Signature of Holding Company Director and Official
03/28/2014

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

For Federal Reserve Bank Use Only

RSSD ID 2461016-1356768
C.I. _____

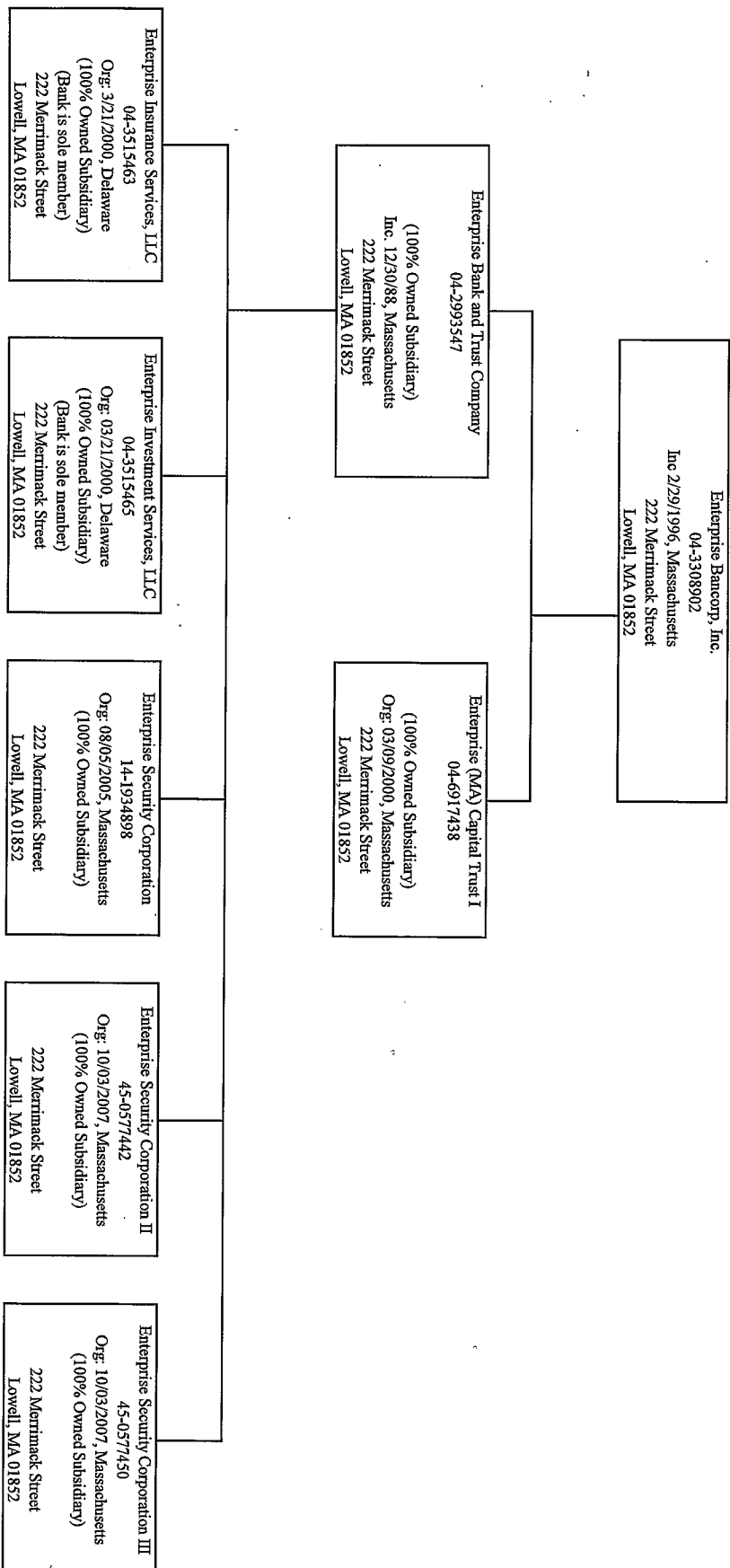
Does the reporter request confidential treatment for any portion of this submission?

☐ 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

**Enterprise Bancorp, Inc.
Lowell, MA as of
December 31, 2013**



Report Item 2b: Domestic Branch Listings

Results: A list of branches for your depository institution: ENTERPRISE BANK AND TRUST COMPANY (ID_RSSD: 1356768).
This depository institution is held by ENTERPRISE BANCORP, INC. (2461016) of LOWELL, MA.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Done

Reconciliation and Verification Steps

- 1. In the Data Action column of each branch row, enter one or more of the actions specified below.
- 2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	1356768	ENTERPRISE BANK AND TRUST COMPANY	222 MERRIMACK STREET	LOWELL	MA	01852	MIDDLESEX	UNITED STATES		39877	0 ENTERPRISE BANK AND TRUST COMPANY		1356768
OK		Full Service	4269168	ACTION BRANCH	340 GREAT ROAD	ACTION	MA	01720	MIDDLESEX	UNITED STATES		484936	17 ENTERPRISE BANK AND TRUST COMPANY		1356768
OK		Full Service	3263589	HIGH STREET BRANCH	8 HIGH STREET	ANDOVER	MA	01810	ESSEX	UNITED STATES		426803	12 ENTERPRISE BANK AND TRUST COMPANY		1356768
OK		Full Service	2314185	BOSTON ROAD BRANCH	674 BOSTON ROAD	BILLERICA	MA	01821	MIDDLESEX	UNITED STATES		261952	3 ENTERPRISE BANK AND TRUST COMPANY		1356768
OK		Full Service	2048574	CHELMSFORD BRANCH	185 LITTLETON ROAD	CHELMSFORD	MA	01824	MIDDLESEX	UNITED STATES		261950	1 ENTERPRISE BANK AND TRUST COMPANY		1356768
OK		Full Service	653808	CHELMSFORD DRUM HILL BRANCH	20 DRUM HILL ROAD	CHELMSFORD	MA	01824	MIDDLESEX	UNITED STATES		193574	9 ENTERPRISE BANK AND TRUST COMPANY		1356768
OK		Full Service	2638117	DRACUT BRANCH	1168 LAKEVIEW AVENUE	DRACUT	MA	01826	MIDDLESEX	UNITED STATES		261955	6 ENTERPRISE BANK AND TRUST COMPANY		1356768
OK		Full Service	3187434	JOHN FITCH HIGHWAY BRANCH	420 JOHN FITCH HIGHWAY	FITCHBURG	MA	01420	WORCESTER	UNITED STATES		418833	11 ENTERPRISE BANK AND TRUST COMPANY		1356768
OK		Full Service	2306818	LEOMINSTER BRANCH	4 CENTRAL STREET	LEOMINSTER	MA	01453	WORCESTER	UNITED STATES		261953	4 ENTERPRISE BANK AND TRUST COMPANY		1356768
OK		Full Service	3114775	GORHAM STREET BRANCH	430 GORHAM STREET	LOWELL	MA	01852	MIDDLESEX	UNITED STATES		363885	10 ENTERPRISE BANK AND TRUST COMPANY		1356768
OK		Electronic Banking	4269177	VIRTUAL BRANCH- ENTERPRISEBANKING.COM	222 MERRIMACK STREET	LOWELL	MA	01852	MIDDLESEX	UNITED STATES		480436	16 ENTERPRISE BANK AND TRUST COMPANY		1356768
OK		Full Service	3788596	METHUEN BRANCH	255 BROADWAY	METHUEN	MA	01844	ESSEX	UNITED STATES		476103	15 ENTERPRISE BANK AND TRUST COMPANY		1356768
OK		Full Service	742609	BILLERICA BRANCH	223 BOSTON RD	NORTH BILLERICA	MA	01862	MIDDLESEX	UNITED STATES		242950	8 ENTERPRISE BANK AND TRUST COMPANY		1356768
OK		Full Service	2510585	TEWKSBURY BRANCH	910 ANDOVER STREET	TEWKSBURY	MA	01876	MIDDLESEX	UNITED STATES		261954	5 ENTERPRISE BANK AND TRUST COMPANY		1356768
OK		Full Service	3379266	TEWKSBURY MAIN STREET BRANCH	1120 MAIN STREET	TEWKSBURY	MA	01876	MIDDLESEX	UNITED STATES		441986	14 ENTERPRISE BANK AND TRUST COMPANY		1356768
OK		Full Service	4506247	TYNGSBORO BRANCH	253 MIDDLESEX ROAD	TYNGSBORO	MA	01879	MIDDLESEX	UNITED STATES			ENTERPRISE BANK AND TRUST COMPANY		1356768

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service	2876030	WESTFORD BRANCH	237 LITTLETON ROAD	WESTFORD	MA	01886	MIDDLESEX	UNITED STATES	261956		7 ENTERPRISE BANK AND TRUST COMPANY	1356768	
OK		Full Service	3947049	CRYSTAL AVENUE BRANCH	47 CRYSTAL AVENUE	DERRY	NH	03038	ROCKINGHAM	UNITED STATES	510012		19 ENTERPRISE BANK AND TRUST COMPANY	1356768	
OK		Full Service	4396390	HUDSON BRANCH	45 LOWELL ROAD	HUDSON	NH	03051	HILLSBOROUGH	UNITED STATES	517243		20 ENTERPRISE BANK AND TRUST COMPANY	1356768	
OK		Full Service	4396402	PELHAM BRANCH	139 BRIDGE STREET	PELHAM	NH	03076	HILLSBOROUGH	UNITED STATES	528463		21 ENTERPRISE BANK AND TRUST COMPANY	1356768	
OK		Full Service	3430710	EASTPOINTE PLAZA BRANCH	130 MAIN STREET, UNIT 101	SALEM	NH	03079	ROCKINGHAM	UNITED STATES	433416		13 ENTERPRISE BANK AND TRUST COMPANY	1356768	
ADD	04/29/2013	Full Service		LAWRENCE BRANCH	290 MERRIMACK STREET	LAWRENCE	MA	01843	ESSEX	UNITED STATES			ENTERPRISE BANK AND TRUST COMPANY	1356768	
ADD	12/09/2013	Full Service		NASHUA BRANCH	88 MAIN STREET	NASHUA	NH	03060	HILLSBOROUGH	UNITED STATES			ENTERPRISE BANK AND TRUST COMPANY	1356768	

Form FRY-6
Enterprise Bancorp, Inc.
Fiscal year ending December 31, 2013

Report item 3: Securities Holders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

1) Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/2013

2) Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2013

(1)(a) Name & Address (city, state, country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) number and percentage of each class of voting securities	(2)(a) Name & Address (city, state, country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) number and percentage of each class of voting securities
Ronald Ansin Harvard, MA	USA	761,562 - 7.62% common stock			
Arnold S. Lerner Hollis, NH	USA	523,198 - 5.24% common stock (1)			

(1) Includes 218,647 shares owned by Mr. Lerner's wife.

Report Item 4: Insiders

(1) (2) (3) (a) (b) (c) and (4) (a) (b) (c)

(1) Names & Address (city, state, country)	(2) Principal occupation if other than with Bank Holding Company	(3) (a) Title & Position with Bank 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 Bank 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 % of voting securities held)
Gino J. Baroni Atkinson, NH, USA	Owner and Managing Principal, Trident Project Advisors and Development Group	Director	None	See (2)	0.03%	None	Trident Building, LLC, 51% Trident Properties, LLC, 50% Trident Capital Enterprises, LLC, 33.3% Salem Mob, LLC, 33.3% Clough Development, LLC, 50% Chandler Place LLC 45%
Brian H. Bullock Chelmsford, MA, USA	See (3) (b)	None	Executive VP, Chief Commercial Lending Officer of Enterprise Bank and Trust Co.	N/A	0.56%	None	N/A
John P. Clancy, Jr. Chelmsford, MA, USA	See (3) (b)	Director, Chief Executive Officer	Chief Executive Officer of Enterprise Bank and Trust Co. Director of the following subsidiaries: Enterprise Security Corp Enterprise Security Corp II Enterprise Security Corp III	N/A	1.20%	None	N/A
John R. Clementi Princeton, MA, USA	CEO, Longview Development, LLC	Director	None	See (2)	1.27%	None	Devens Lot 10A LLC-100%
James F. Conway, III Wells, ME	President, CEO & Chairman of Courier Corporation	Director	None	See (2)	0.22%	None	N/A
Dr. Carole A. Cowan Manchester-by-the-Sea, MA, USA	President, Middlesex Community College	Director	None	See (2)	0.13%	None	N/A
Normand E. Deschene Groton, MA, USA	President & CEO Circle Health CEO of Lowell General Hospital	Director	None	See (2)	0.01%	None	N/A
George L. Duncan Lowell, MA, USA	See (3) (b)	Director, Chairman	Chairman of Enterprise Bank and Trust Co. Director of the following subsidiaries: Enterprise Security Corp Enterprise Security Corp II Enterprise Security Corp III	N/A	4.06%	None	N/A
Lucy A. Flynn Boston, MA, USA	Principal, LAF Associates, LLC	Director	None	See (2)	0.10%	None	LAF and Associates, LLC 100%
John T. Grady, Jr. Hingham, MA	Senior Advisor at Moelis & Company				0.01%		N/A

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (city, state, country)	(2) Principal occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank 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 Bank 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 % of voting securities held)
Eric W. Hanson Hollis, NH, USA	Chairman of the Board and CFO of Klin Groupe, LLC	Director	Assistant Secretary of Enterprise Bank and Trust Co.	See (2)	4.16%	None	N/A
John P. Harrington Lowell, MA, USA	Retired Energy Industry Executive	Director, Assistant Secretary	None	See (2)	0.21%	None	N/A
Stephen J. Irish Carlisle, MA, USA	See (3)(b)	None	Executive Vice President and Chief Operating Officer of Enterprise Bank and Trust Co.	N/A	0.43%	None	N/A
John A. Koutsoos Nashua, NH	President of Alec's Shoe Stores, Inc.				0.11%		Alec's Shoe Store, LLC 100% 201 Main Street Realty, 100% RKDW, LLC 100%
Steven R. Larochele Dracut, MA, USA	See (3)(b)	None	Executive VP, Chief Banking Officer, of Enterprise Bank and Trust Co.	N/A	0.28%	None	N/A
Arnold S. Lerner Hollis, NH, USA	Retired Radio Station Owner	Lead Director, Vice Chairman	Vice Chairman of Enterprise Bank and Trust Co.	See (2)	5.24%	None	The Lerner Family LLC, 50%
Richard W. Main Chelmsford, MA, USA	See (3)(b)	Director, President	President and Chief Lending Officer of Enterprise Bank and Trust Co. President & Director of the following subsidiaries: Enterprise Security Corp Enterprise Security Corp II Enterprise Security Corp III	N/A	2.29%	None	N/A
James A. Marcotte Londonderry, NH, USA	See (3)(b)	EVP, Treasurer and CFO	Executive VP, Treasurer & CFO of Enterprise Bank and Trust Co. Treasurer of Enterprise Insurance Services, LLC Treasurer of Enterprise Investment Services, LLC Treasurer of the following subsidiaries: Enterprise Security Corp Enterprise Security Corp II Enterprise Security Corp III	N/A	0.28%	None	N/A
Dr. Jacqueline F. Moloney North Chelmsford, MA, USA	Executive Vice Chancellor, University of Massachusetts Lowell	Director	None	See (2)	0.07%	None	N/A
Michael T. Putziger Cobasset, MA, USA	Chairman, WinnCompanies and Of Counsel, Murtha Cullina LLP	Director	None	Board of Director, Bank of Florida Corp Board of Director, NH Thrift Bancshares	1.31%	None	Broadway East Apartments Winn LLC 49.06% South 54th Street Winn LLC 39.47%
Carol L. Reid Andover, MA, USA	Financial Executive	Director	None	See (2)	0.20%	None	N/A
Diane J. Silva Beverly, MA, USA	See (3)(b)	None	Executive VP, Mortgage Lending Director of Enterprise Bank and Trust Co.	See (2)	0.61%	None	N/A

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (city, state, country)		(2) Principal occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank 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 Bank 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 % of voting securities held)
Michael A. Spinelli Hampton Beach, NH, USA		Founder Global Tourism Solutions	Director, Secretary	Secretary of Enterprise Bank and Trust Co. Secretary of the following subsidiaries: Enterprise Security Corp Enterprise Security Corp II Enterprise Security Corp III	See (2)	2.81%	None	Merinnac Travel Service 100% Global Tourism Solutions, 100%
Chester J. Szablak, Jr. Tyngsboro, MA, USA		See (3)(b)	None	Executive VP, Chief Sales & Marketing Officer of Enterprise Bank and Trust Co.	N/A	0.23%	None	N/A
Janice R. Villanucci Chelmsford, MA, USA		See (3)(b)	None	Executive VP, Deposit Servicing Director of Enterprise Bank and Trust Co.	N/A	0.24%	None	N/A