



Supervision, Regulation and
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, **Matthew Sosik**

Name of the Holding Company Director and Official

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.

Reporter's Name, Street, and Mailing Address

ESB Bancorp MHC

Legal Title of Holding Company

36 Main Street

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

Easthampton

MA

01027

City

State

Zip Code

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:

Lori Ingraham

AVP/Controller

Name

Title

413-779-2221

Area Code / Phone Number / Extension

413-527-8831

Area Code / FAX Number

lingraham@bankesb.com

E-mail Address

www.bankesb.com

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

Signature of Holding Company Director and Official

3/24/2014

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 **372 8930 - 372 8958**

C.I. **859 602**

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.

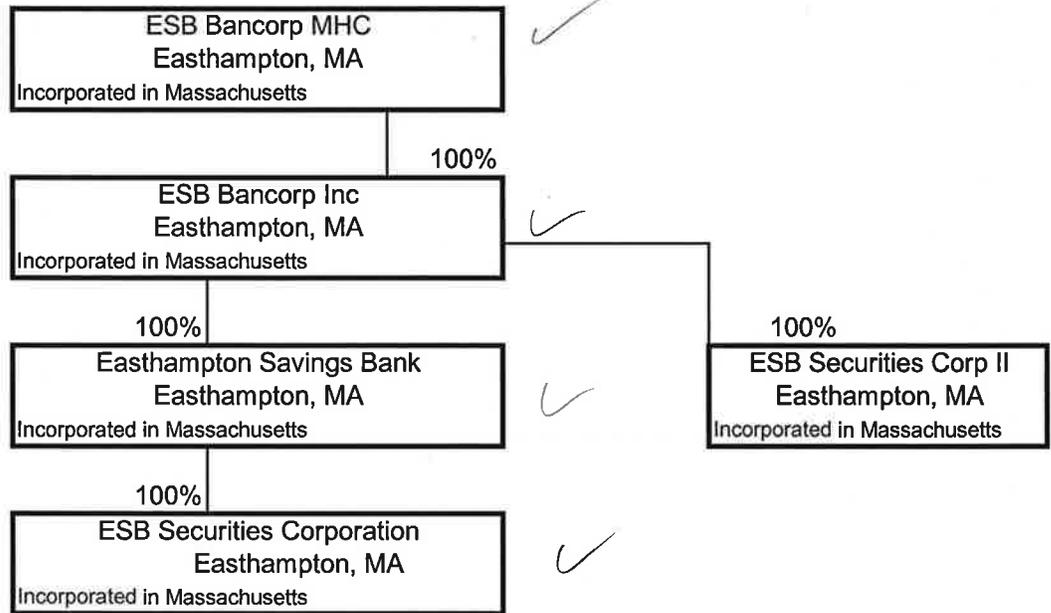
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Form FR Y-6
ESB Bancorp MHC
Easthampton, Massachusetts
Fiscal Year Ending December 31, 2013

Report Item 1: There are no securities holders for ESB Bancorp, MHC, therefore an annual report is not prepared.

Report Item 2a: Organizational Chart



None

Results: A list of branches for your depository institution: EASTHAMPTON SAVINGS BANK (ID_RSSD: 859002).
 This depository institution is held by ESB BANCORP MHC (3728930) of EASTHAMPTON, MA.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	859002	EASTHAMPTON SAVINGS BANK	36 MAIN STREET	EASTHAMPTON	MA	01027	HAMPSHIRE	UNITED STATES	17779	0	EASTHAMPTON SAVINGS BANK	859002	
Ok	✓	Full Service	4292698	AGAWAM BRANCH	770 MAIN STREET	AGAWAM	MA	01001	HAMPDEN	UNITED STATES	518658	8	EASTHAMPTON SAVINGS BANK	859002	
Ok	✓	Full Service	3444007	BELCHERTOWN BRANCH	10 TURKEY HILL ROAD	BELCHERTOWN	MA	01007	HAMPSHIRE	UNITED STATES	424800	6	EASTHAMPTON SAVINGS BANK	859002	
Ok	✓	Full Service	4436997	NORTHAMPTON STREET BRANCH	241 NORTHAMPTON STREET	EASTHAMPTON	MA	01027	HAMPSHIRE	UNITED STATES	Not Required	Not Required	EASTHAMPTON SAVINGS BANK	859002	
Ok	✓	Full Service	2356804	HADLEY BRANCH	70 EAST STREET	HADLEY	MA	01035	HAMPSHIRE	UNITED STATES	291097	3	EASTHAMPTON SAVINGS BANK	859002	
Ok	✓	Full Service	2609788	KING STREET BRANCH	297 KING STREET	NORTHAMPTON	MA	01060	HAMPSHIRE	UNITED STATES	291098	4	EASTHAMPTON SAVINGS BANK	859002	
Ok	✓	Full Service	1394005	LOCUST STREET BRANCH	21 LOCUST ST	NORTHAMPTON	MA	01060	HAMPSHIRE	UNITED STATES	291096	2	EASTHAMPTON SAVINGS BANK	859002	
Ok	✓	Full Service	3077218	GRANBY ROAD BRANCH	605 GRANBY ROAD, ROUTE 202	SOUTH HADLEY	MA	01075	HAMPSHIRE	UNITED STATES	362893	5	EASTHAMPTON SAVINGS BANK	859002	
Ok	✓	Full Service	798400	SOUTHAMPTON BRANCH	134 COLLEGE HIGHWAY	SOUTHAMPTON	MA	01073	HAMPSHIRE	UNITED STATES	291095	1	EASTHAMPTON SAVINGS BANK	859002	
Ok	✓	Full Service	3924974	WESTFIELD BRANCH	85 BROAD STREET	WESTFIELD	MA	01085	HAMPDEN	UNITED STATES	468991	7	EASTHAMPTON SAVINGS BANK	859002	

Form FR Y-6
ESB Bancorp MHC
Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders

Name & Address (City, State Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
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There are no security holders for ESB Bancorp MHC

Form FR Y-6
 ESB Bancorp MHC
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1)	(2)	(3)a	(3)b	(3)c	(4)a	(4)b	(4)c
Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries(in- clude names of subsidiaries)	Title & Position with Other Businesses(in- cluding names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
Richard Abbott Hatfield, MA,	Self-Employed, Richard Abbott Certified Public Accountant	Trustee	Director, ESB Bancorp Inc & Easthampton Savings Bank	N/A	N/A	N/A	N/A
Kenneth S Cernak Northampton, MA	Owner/President, Cernak Buick, Inc	Trustee	Director, ESB Bancorp Inc, Easthampton Savings Bank, Director & Clerk, ESB Securities Corp & ESB Securities Corp II	N/A	N/A	N/A	N/A

Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries(in- clude names of subsidiaries)	Title & Position with Other Businesses(in- cluding names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
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Bozena Dabek Easthampton, MA		Treasurer/CFO	Treasurer/CFO, ESB Bancorp Inc & Easthampton Savings Bank & ESB Securities Corp & ESB Securities Corp II	N/A	N/A	N/A	N/A
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Peter DeGrandpre West Springfield, MA	Retired	Trustee	Director, ESB Bancorp Inc & Easthampton Savings Bank & ESB Securities Corp & ESB Securities Corp II	N/A	N/A	N/A	N/A
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Thomas V Giles Hadley, MA	Owner/General Manager, Hadley Garden Center	Trustee	Director, ESB Bancorp Inc & Easthampton Savings Bank	N/A	N/A	N/A	N/A
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Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries(in- clude names of subsidiaries)	Title & Position with Other Businesses(in- cluding names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
James G Hayden DVM Easthampton, MA	President, Easthampton Animal Hospital	Trustee	Director, ESB Bancorp Inc & Easthampton Savings Bank & ESB Securities Corp & ESB Securities Corp II	N/A	N/A	N/A	N/A
William S Hogan Jr. Florence, MA	Retired	Chairman	Chairman , ESB Bancorp Inc & Easthampton Savings Bank	N/A	N/A	N/A	N/A
Pauline Lannon Amherst, MA	President, Atkins Fruit Bowl	Trustee	Director, ESB Bancorp Inc & Easthampton Savings Bank	N/A	N/A	N/A	N/A
Mark M Klepacki,DMD Hadley, MA	Owner, Dentist	Trustee	Director, ESB Bancorp Inc & Easthampton Savings Bank	N/A	N/A	N/A	N/A

Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries(in- clude names of subsidiaries)	Title & Position with Other Businesses(in- cluding names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
Charles B. McCullagh Jr Easthampton, MA	CFO, Williston Northampton School	Trustee	Director, ESB Bancorp Inc & Easthampton Savings Bank	N/A	N/A	N/A	N/A
Stanley Paulauskas Worthington, MA	President, FPS/Burger King	Trustee	Director, ESB Bancorp Inc & Easthampton Savings Bank	N/A	N/A	N/A	N/A
Carol A Perman Westhampton, MA	President, Manchester Company	Trustee	Director, ESB Bancorp Inc & Easthampton Savings Bank	N/A	N/A	N/A	N/A
Richard A Perras Southampton, MA	President/Owner, Finck & Perras Insurance Co.	Clerk & Trustee	Clerk & Director, ESB Bancorp Inc & Easthampton Savings Bank	N/A	N/A	N/A	N/A

Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries(in- clude names of subsidiaries)	Title & Position with Other Businesses(in- cluding names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
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Matthew Sosik Fiskdale, MA	✓	President, CEO & Trustee	President, CEO & Director, ESB Bancorp Inc, Easthampton Savings Bank, ESB Securities Corp, ESB Securities Corp II	N/A	N/A	N/A	N/A
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Anthony P Villani Florence, MA	Vice President, Real Estate, Yankee Candle Company	Trustee	Director, ESB Bancorp Inc & Easthampton Savings Bank & ESB Securities Corp & ESB Securities Corp II	N/A	N/A	N/A	N/A
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