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 811a); 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.

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.

I. Robert E. Balleitio
Name of the Holding Company Director and Official
Director/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.

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.

Signature of Holding Company Director and Official

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 391756 - 904201
C.I. __________

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

Month / Day / Year

Reporters’ Name, Street, and Mailing Address
Georgetown Bancorp, Inc.
Legal Title of Holding Company
2 East Main Street
(Mailing Address of the Holding Company) Street / P.O. Box
Georgetown MA 01833
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Sharon E. Plante VP/Controller
Name
978-352-8600 1211
Area Code / Phone Number / Extension
978-352-4831
Area Code / FAX Number
splante@georgetownbank.com
E-mail Address
georgetownbank.com
Address (URL) for the Holding Company’s web page

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes Please identify the report items to which this request applies:
Item 4 (4)(c)
☐ 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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2012
Form FR Y-6

Georgetown Bancorp, Inc.
Georgetown, MA
Fiscal Year Ended December 31, 2013

Report Item

1: The savings and loan holding company prepares an annual report for its shareholders and is registered with the SEC.

2a: Organizational Chart

2b: Domestic branch listing submitted to the Federal Reserve Bank via email on March 20, 2014.
Results: A list of branches for your depository institution: GEORGETOWN BANK (ID_RSSD: 904201).
This depository institution is held by GEORGETOWN BANCORP, INC. (3919756) of GEORGETOWN, MA.
The data are as of 11/31/2013. 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 UNIUM, 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 UNIUM* | Office Number* | Head Office      | HeadOffice ID_RSSD* | Comments |
|-------------|----------------|---------------------|---------------|-------------------------|------------------------|-------------|-------|----------|--------|---------|------------|----------------|------------------|-------------------|----------|----------|
| OK          | 904201         | Full Service (Head Office) | 904201        | GEORGETOWN BANK         | 71 EAST MAIN STREET    | GEORGETOWN  | MA    | 01833    | ESSEX  | UNITED STATES | 12799     | 0 GEORGETOWN BANK | 904201            |         |          |
| OK          | 4176439        | Full Service        | 4176439       | NORTH ANDOVER BRANCH    | 75 TURNPIKE STREET     | NORTH ANDOVER | MA    | 01845    | ESSEX  | UNITED STATES | 464403    | 2 GEORGETOWN BANK | 904201            |         |          |
| OK          | 2757607        | Full Service        | 2757607       | ROWLEY BRANCH           | 303 HAVERHILL STREET   | ROWLEY       | MA    | 01399    | ESSEX  | UNITED STATES | 291157    | 1 GEORGETOWN BANK | 904201            |         |          |
# Form FR Y-6

**Georgetown Bancorp, Inc.**  
Fiscal Year Ended December 31, 2013

## Report Item 3: Securities Holders
(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>(1)(a) Name, City, State, Country</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Georgetown Bank Employee Stock Ownership Plan Georgetown, MA, USA</td>
<td>USA</td>
<td>143,498 – 7.8% Common Stock</td>
</tr>
<tr>
<td>Stillwell Value Partners V, L.P. Stillwell Activist Fund, L.P. Stillwell Activist Investments, L.P. Stillwell Partners, L.P. Stillwell Value LLC Joseph Stillwell New York, NY, USA</td>
<td>USA</td>
<td>140,000 – 7.5% Common Stock</td>
</tr>
<tr>
<td>Sandler O’Neill Asset Management LLC Terry Maltese New York, NY, USA</td>
<td>USA</td>
<td>124,287 – 6.7% Common Stock</td>
</tr>
</tbody>
</table>

## Securities holders 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 ended December 31, 2013

<table>
<thead>
<tr>
<th>(2)(a) Name, City, State, Country</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>
**Form FR Y-6**

**Georgetown Bancorp, Inc.**
Fiscal Year Ended December 31, 2013

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

<table>
<thead>
<tr>
<th>(1) Name</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title &amp; Position with Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(4)(c) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Robert E. Balletto</td>
<td>N/A</td>
<td>Director; President and Chief Executive Officer</td>
<td>Director; President and Chief Executive Officer, Georgetown Bank</td>
<td>N/A</td>
<td>3.1%</td>
<td>None</td>
<td>(1)</td>
</tr>
<tr>
<td>Georgetown, MA USA</td>
<td>N/A</td>
<td>N/A</td>
<td>Executive Vice President, Chief Operating Officer, Georgetown Bank</td>
<td>N/A</td>
<td>0.5%</td>
<td>None</td>
<td>(1)</td>
</tr>
<tr>
<td>Philip J. Bryan</td>
<td>N/A</td>
<td>N/A</td>
<td>Director</td>
<td>Director, Georgetown Bank</td>
<td>0.8%</td>
<td>None</td>
<td>(1)</td>
</tr>
<tr>
<td>Georgetown, MA USA</td>
<td>N/A</td>
<td>Certified Public Accountant</td>
<td>President &amp; Owner, Ambrosi Donahue Congdon &amp; Co., P.C.</td>
<td>Owner, Conte Funeral Homes, Inc.</td>
<td>0.1%</td>
<td>None</td>
<td>(1)</td>
</tr>
<tr>
<td>Keith N. Congdon</td>
<td>N/A</td>
<td>Director</td>
<td>President &amp; Owner, Georgetown Bank</td>
<td>Owner, Georgetown Bank</td>
<td>0.3%</td>
<td>None</td>
<td>(1)</td>
</tr>
<tr>
<td>Anthony S. Conte, Jr.</td>
<td>Funeral Home Director</td>
<td>Director</td>
<td>President &amp; Owner, Nunnan's Florist &amp; Greenhouse, Inc.</td>
<td>Owner, Conte Funeral Homes, Inc.</td>
<td>0.6%</td>
<td>None</td>
<td>(1)</td>
</tr>
<tr>
<td>Georgetown, MA USA</td>
<td>N/A</td>
<td>Mechanical Engineer</td>
<td>President &amp; Owner, Nunnan's Florist &amp; Greenhouse, Inc.</td>
<td>Owner, Conte Funeral Homes, Inc.</td>
<td>1.5%</td>
<td>None</td>
<td>(1)</td>
</tr>
<tr>
<td>Stephen L. Flynn</td>
<td>Florist &amp; Greenhouse</td>
<td>Director</td>
<td>President &amp; Owner, Nunnan's Florist &amp; Greenhouse, Inc.</td>
<td>Owner, Conte Funeral Homes, Inc.</td>
<td>0.6%</td>
<td>None</td>
<td>(1)</td>
</tr>
<tr>
<td>Thomas L Hamelin</td>
<td>N/A</td>
<td>Senior Vice President, Chief Financial Officer &amp; Treasurer</td>
<td>Senior Vice President, Chief Financial Officer &amp; Treasurer, Georgetown Bank</td>
<td>Senior Vice President, Chief Financial Officer &amp; Treasurer, Georgetown Bank</td>
<td>3.1%</td>
<td>None</td>
<td>(1)</td>
</tr>
<tr>
<td>Georgetown, MA USA</td>
<td>N/A</td>
<td>Senior Vice President, Chief Financial Officer &amp; Treasurer</td>
<td>Senior Vice President, Chief Financial Officer &amp; Treasurer, Georgetown Bank</td>
<td>Senior Vice President, Chief Financial Officer &amp; Treasurer, Georgetown Bank</td>
<td>0.5%</td>
<td>None</td>
<td>(1)</td>
</tr>
</tbody>
</table>

(1) Responses to Item 4 (4)(c) can be found in the confidential volume.
Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)
(Continued)

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State Country</th>
<th>Principal Occupation if other than with Holding Company</th>
<th>Title &amp; Position with Holding Company</th>
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<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Shares in Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Marybeth McInnis, Esquire</td>
<td>Georgetown, MA USA</td>
<td>Attorney</td>
<td>Director</td>
<td>Director, McInnis Law Offices</td>
<td>Owner, McInnis Law Offices</td>
<td>0.6%</td>
<td>None</td>
<td>(1)</td>
</tr>
<tr>
<td>J. Richard Murphy</td>
<td>Georgetown, MA USA</td>
<td>Corporate Advisory Service</td>
<td>Director</td>
<td>Director, Georgetown Bank</td>
<td>President &amp; Managing Director, Grey Rock Partners, LLC</td>
<td>0.6%</td>
<td>None</td>
<td>(1)</td>
</tr>
<tr>
<td>Kathleen R. Sachs</td>
<td>Georgetown, MA USA</td>
<td>Certified Financial Planner</td>
<td>Director</td>
<td>Director, Georgetown Bank</td>
<td>Founder &amp; Principal, Sachs Financial Planning</td>
<td>0.3%</td>
<td>None</td>
<td>(1)</td>
</tr>
<tr>
<td>David A. Splaine</td>
<td>Georgetown, MA USA</td>
<td>Insurance Agent, Consultant</td>
<td>Director</td>
<td>Director, Georgetown Bank</td>
<td>Partner, Ellis Insurance Agency President, Spinnaker Associates</td>
<td>2.1%</td>
<td>None</td>
<td>(1)</td>
</tr>
<tr>
<td>Mary L. Williams</td>
<td>Georgetown, MA USA</td>
<td>College Administrator</td>
<td>Director</td>
<td>Director, Georgetown Bank</td>
<td></td>
<td>N/A</td>
<td>0.3%</td>
<td>(1)</td>
</tr>
<tr>
<td>Robert T/ Wyman, Esquire</td>
<td>Georgetown, MA USA</td>
<td>Attorney</td>
<td>Director</td>
<td>Director, Georgetown Bank</td>
<td>Partner, Wyman &amp; Barton, LLC</td>
<td>0.2%</td>
<td>None</td>
<td>(1)</td>
</tr>
<tr>
<td>John H. Yeaton</td>
<td>Georgetown, MA USA</td>
<td>Financial Controller</td>
<td>Director</td>
<td>Director, Georgetown Bank</td>
<td></td>
<td>N/A</td>
<td>0.1%</td>
<td>(1)</td>
</tr>
</tbody>
</table>

(1) Responses to Item 4 (4)(c) can be found in the confidential volume.