

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.

I, Glenn S. Welch

Name of the Holding Company Director and Official

CEO & President

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

09/04/2013

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 3228702 / 157904
C.I. _____

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

June 30, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Hampden Bancorp, Inc

Legal Title of Holding Company

19 Harrison Avenue

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

Springfield

MA

01102

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Diane M. Ulitsch

Assistant Treasurer

Name

Title

413-452-5162

Area Code / Phone Number / Extension

413-787-2542

Area Code / FAX Number

dulitsch@hampdenbank.com

E-mail Address

www.hampdenbank.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:

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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

N/A

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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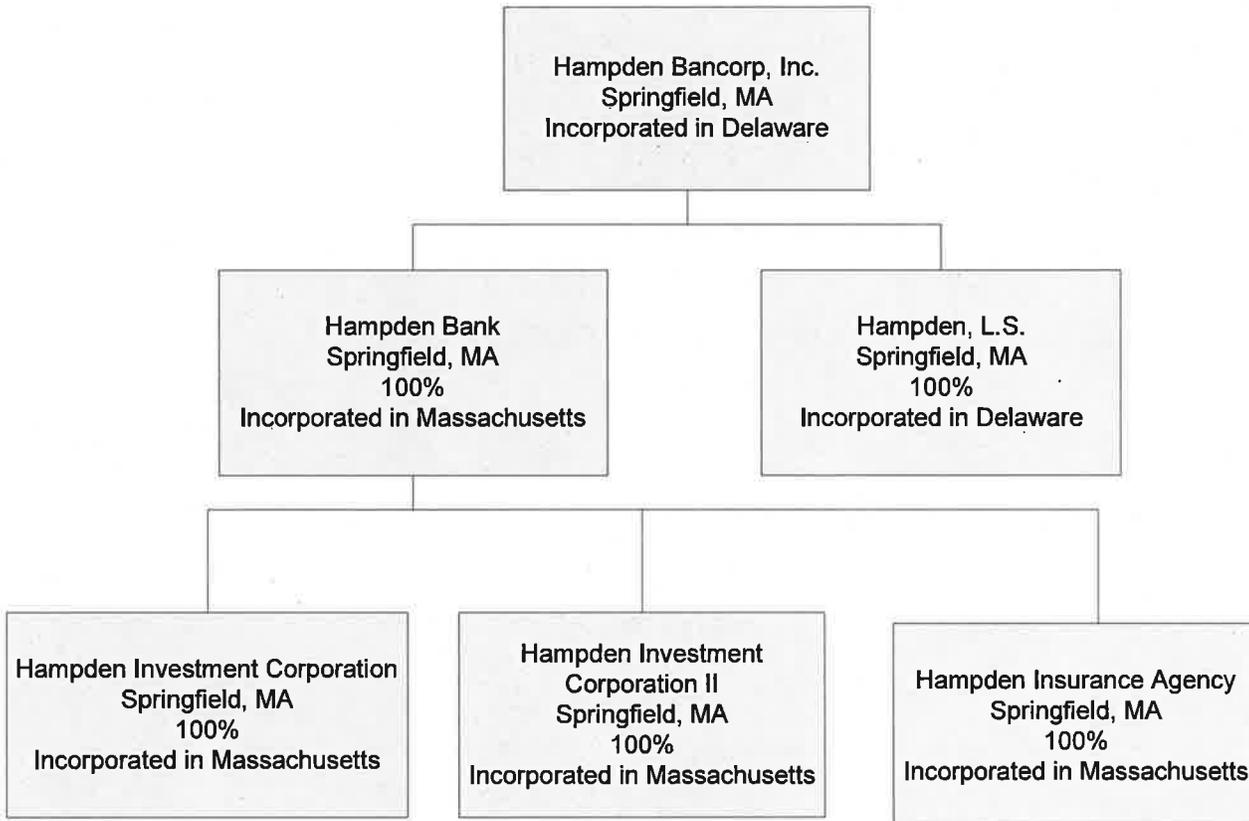
Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Form FR Y-6
Hampden Bancorp, Inc.
Springfield, MA
Fiscal Year Ending June 30, 2013



Form FR Y-6
Hampden Bancorp, Inc
Fiscal Year Ending June 30, 2013

Report Item 2b: Domestic Branch Listing

Popular Name of Branch	Date Opened	Date Closed	Street Address	City	County	State	Country	Zip Code	Applicable Branch Service Type
Main Office	1951	N/A	19 Harrison Avenue	Springfield	Hampden	MA	USA	01101	Full Service
West Springfield Branch	1975	N/A	220 Westfield Street	West Springfield	Hampden	MA	USA	01089	Full Service
Longmeadow Branch	1976	N/A	475 Longmeadow Street	Longmeadow	Hamdpden	MA	USA	01106	Full Service
Allen Street Branch	1979	N/A	1363 Allen Street	Springfield	Hampden	MA	USA	01118	Full Service
Agawam Branch	2001	N/A	820 Suffield Street	Agawam	Hampden	MA	USA	01001	Full Service
Wilbraham Branch	2003	N/A	2005 Boston Road	Wilbraham	Hampden	MA	USA	01095	Full Service
Tower Square Branch	2005	N/A	Tower Square	Springfield	Hampden	MA	USA	01103	Full Service
Indian Orchard	2007	N/A	187 Main Street	Indian Orchard	Hampden	MA	USA	01151	Full Service
Shaker Road	2009	N/A	916 Shaker Road	Longmeadow	Hampden	MA	USA	01106	Full Service
Boston Road	2011	N/A	977 Boston Road	Springfield	Hampden	MA	USA	01119	Full Service

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Hampden Bancorp, Inc
Fiscal Year Ending June 30, 2013

Report Item 3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 6-30-2013.			Shareholders not listed in 3(1)c that had ownership, control or holdings of 5% or more with power to vote during fiscal year ending 6-30-2013.		
(1)a	(1)b	(1)c	(2)a	(2)b	(2)c
Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
Hampden Bank Employee Stock Ownership Plan 19 Harrison Avenue Springfield, MA	USA	614,321 10.90%			
Investors of America, Limited Partnership 135 North Meramec Avenue Clayton, MO	USA	577,000 10.20%	None		
MHC Mutual Conversion Fund, L.P. 100 Crescent Court, Suite 575 Dallas, TX 75201	USA	380,384 6.70%			

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Hampden Bancorp, Inc
Fiscal Year Ending June 30, 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 (include names of subsidiaries)	Title & Position with other Businesses (include 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)
Glenn S. Welch Suffield, CT	N/A	President & CEO & Director	President & Chief Executive Officer (Hampden Bank)	N/A	**	N/A	N/A
Robert A. Massey Hadley, MA	N/A	CFO	Chief Financial Officer (Hampden Bank)	N/A	**	N/A	N/A
Luke D. Kettles Westfield, MA	N/A	SVP & Director of Commercial Lending	SVP & Director of Commercial Lending (Hampden Bank)	N/A	**	N/A	N/A
Robert J. Michel Agawam, MA	N/A	SVP & Director of Residential Lending	SVP & Director of Residential Lending (Hampden Bank)	N/A	**	N/A	N/A
Sheryl L. Shinn Southampton, MA	N/A	SVP, Information Technology & Development	SVP, Information Technology & Development (Hampden Bank)	N/A	**	N/A	N/A
Craig W. Kaylor Longmeadow, MA	N/A	VP & General Counsel	VP & General Counsel (Hampden Bank)	N/A	**	N/A	N/A
Lynn Stevens Bunce Springfield, MA	N/A	VP & Human Resources Officer	VP & Human Resources Officer (Hampden Bank)	N/A	**	N/A	N/A
Thomas R. Burton, CPA, CGMA Suffield, CT	Retired	Director	Director (Hampden Bank)	Retired	**	N/A	N/A

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Fiscal Year Ending June 30, 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 (include names of subsidiaries)	Title & Position with other Businesses (include 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)
Judith E. Kennedy Chicopee, MA	Retired	Director	Non-Operational Officer (Hampden Bank)	Retired	**	N/A	N/A
Linda Silva Thompson Elmont, NY	Administration	Director	Director (Hampden Bank)	Dean of the School of Business & Accounting (Monroe College)	**	N/A	N/A
Stanley Kowalski, Jr., Ph.D. Wilbraham, MA	Administration	Director	Director (Hampden Bank)	Chief Financial Officer (Flodesign, Inc)	**	N/A	N/A
Mary Ellen Scott Springfield, MA	President	Director	Director (Hampden Bank)	Chief Executive Officer and Owner (United Personal Mgmt. Co.)	**	N/A	N/A
Richard J. Kos, Esq. Chicopee, MA	Attorney	Chairman of the Board of Directors	Chairman of the Board of Directors (Hampden Bank)	Attorney (Egan, Flanagan and Cohen, PC)	**	N/A	N/A
Richard D. Suski, CPA Glastonbury, CT	Retired	Director	Director (Hampden Bank)	Retired	**	N/A	N/A
Arlene Putnam Enfield, CT	Administration	Director	Director (Hampden Bank)	Consultant (Putnam Associates LLC)	**	N/A	N/A
Kathleen O'Brien Moore West Springfield, MA	Treasurer	Director	Director (Hampden Bank)	Treasurer and Collector (Town of West Springfield, MA)	**	N/A	N/A

** - Less than 1% of ownership.