



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, **William H. Crawford IV**

Reporter's Name, Street, and Mailing Address

Rockville Financial, Inc

Name of the Holding Company Director and Official

President & CEO

Legal Title of Holding Company

25 Park Street

Title of the Holding Company Director and Official

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

Rockville CT 06066

City State Zip Code

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:

Howard Stanton III SVP/Chief Acctng Officer

Name Title

8602913721

Area Code / Phone Number / Extension

8606334720

Area Code / FAX Number

hstanton@rockvillebank.com

E-mail Address

rockvillebank.com

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

Signature of Holding Company Director and Official

03/31/2014

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 **2509413**

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."

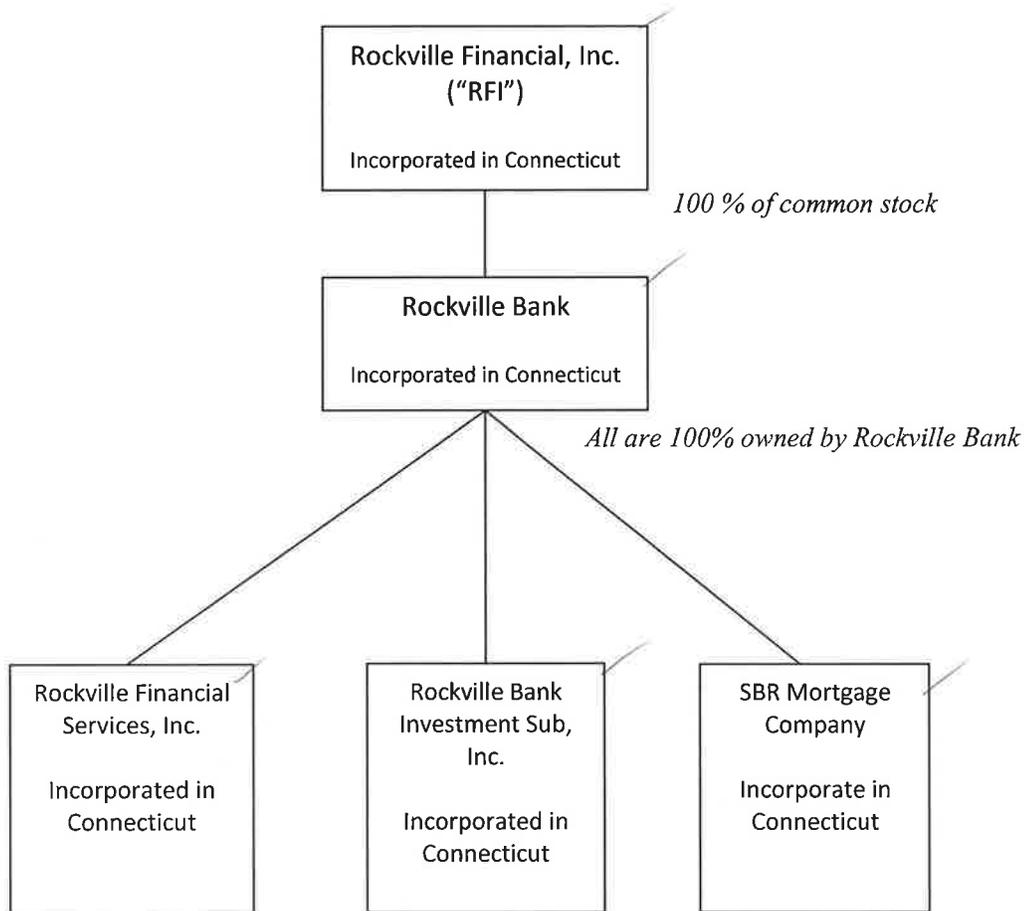
No

2nd review 7-24-14 ESM

Form FR Y-6
Rockville Financial, Inc.
25 Park Street
Rockville, CT 06066
Fiscal Year Ending December 31, 2013

Report Item 1: The bank holding company is registered with the SEC and prepares an annual report. Two copies are enclosed.

Report Item 2a: Organizational Chart



Results: A list of branches for your depository institution: ROCKVILLE BANK (ID: RSSD: 633501)
 This depository institution is held by ROCKVILLE FINANCIAL, INC. (2509413) of VERNON ROCKVILLE, CT.
 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://10online.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)	633501	ROCKVILLE BANK	25 PARK STREET, BOX 660	ROCKVILLE	CT	06066	TOLLAND	UNITED STATES	Not Required	Not Required	ROCKVILLE BANK	633501	
OK		Full Service	37885661	LINWOOD AVENUE BRANCH	99 LINWOOD AVENUE	COLCHESTER	CT	06415	NEW LONDON	UNITED STATES	480032	21	ROCKVILLE BANK	633501	
OK		Full Service	3409724	MENDONBROOK BRANCH	1671 BOSTON TURNPIKE	COVENTRY	CT	06238	TOLLAND	UNITED STATES	426511	15	ROCKVILLE BANK	633501	
OK		Full Service	3637023	EAST WINDSOR BRANCH	39 PROSPECT HILL ROAD	EAST WINDSOR	CT	06088	HARTFORD	UNITED STATES	467929	20	ROCKVILLE BANK	633501	
OK		Full Service	1212118	ELINGTON BRANCH	12 MAIN STR	ELINGTON	CT	06029	TOLLAND	UNITED STATES	244274	5	ROCKVILLE BANK	633501	
OK		Full Service	2769280	BIG Y SUPERMARKET BRANCH	65 PALOMBA DRIVE	ENFIELD	CT	06082	HARTFORD	UNITED STATES	244277	9	ROCKVILLE BANK	633501	
OK		Full Service	710309	ENFIELD BRANCH	231 HAZARD AVENUE	ENFIELD	CT	06082	HARTFORD	UNITED STATES	241865	7	ROCKVILLE BANK	633501	
CLOSED	11/12/2013	Full Service	3594668	ENFIELD STREET BRANCH	880 ENFIELD STREET	ENFIELD	CT	06082	HARTFORD	UNITED STATES	460983	19	ROCKVILLE BANK	633501	
OK		Full Service	337677	ADDY VILLAGE BRANCH	1009 HERRON AVENUE	GLASTONBURY	CT	06033	HARTFORD	UNITED STATES	444587	17	ROCKVILLE BANK	633501	
OK		Full Service	2866358	BIG Y MANCHESTER BRANCH	234 TOLLAND TURNPIKE	MANCHESTER	CT	06042	HARTFORD	UNITED STATES	244276	8	ROCKVILLE BANK	633501	
OK		Full Service	3065025	BROAD STREET BRANCH	341 BROAD STREET	MANCHESTER	CT	06040	HARTFORD	UNITED STATES	362086	12	ROCKVILLE BANK	633501	
OK		Full Service	4149571	NORTH MAIN STREET BRANCH	788 NORTH MAIN STREET	MANCHESTER	CT	06040	HARTFORD	UNITED STATES	493527	22	ROCKVILLE BANK	633501	
OK		Full Service	510705	SOMERS BRANCH	612 MAIN STREET	SOMERS	CT	06071	TOLLAND	UNITED STATES	244270	1	ROCKVILLE BANK	633501	
OK		Full Service	3408855	S GLASTONBURY BRANCH	902 MAIN STREET	SOUTH GLASTONBURY	CT	06073	HARTFORD	UNITED STATES	447348	18	ROCKVILLE BANK	633501	
OK		Full Service	3037801	1645 ELLINGTON ROAD BR	1645 ELLINGTON ROAD	SOUTH WINDSOR	CT	06074	HARTFORD	UNITED STATES	12123	0	ROCKVILLE BANK	633501	
OK		Full Service	323905	SOUTH WINDSOR BRANCH	889 SULLIVAN AVE	SOUTH WINDSOR	CT	06074	HARTFORD	UNITED STATES	244273	4	ROCKVILLE BANK	633501	
OK		Unlimited Service	3963393	SOUTH WINDSOR HIGH SCHOOL	161 NEVERS ROAD	SOUTH WINDSOR	CT	06074	HARTFORD	UNITED STATES	510944	23	ROCKVILLE BANK	633501	
OK		Full Service	3060286	MOUNTAIN ROAD BRANCH	275 MOUNTAIN ROAD	SUFIELD	CT	06078	HARTFORD	UNITED STATES	362085	11	ROCKVILLE BANK	633501	
OK		Full Service	3281874	MERRON ROAD BRANCH	6 FIELDSSTONE ROAD	TOLLAND	CT	06094	TOLLAND	UNITED STATES	430109	16	ROCKVILLE BANK	633501	
OK		Full Service	448808	LAFAYETTE BRANCH	20 HYDE AVENUE	VERNON	CT	06066	TOLLAND	UNITED STATES	244271	2	ROCKVILLE BANK	633501	
OK		Full Service	571304	VERNON CIRCLE BRANCH	ROUTE 83 & PITKIN ROAD	VERNON ROCKVILLE	CT	06066	TOLLAND	UNITED STATES	244272	3	ROCKVILLE BANK	633501	
OK		Full Service	4495089	LASALLE ROAD BRANCH	102 LASALLE ROAD	WEST HARTFORD	CT	06107	HARTFORD	UNITED STATES	Not Required	Not Required	ROCKVILLE BANK	633501	
ADD	12/31/2013	Full Service		HAMDEN BRANCH	2290 WHITNEY AVE	HAMDEN	CT	06518	NEW HAVEN	UNITED STATES	Not Required	Not Required	ROCKVILLE BANK	633501	

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place to

Report Item 3: Securities Holders

Shareholders with ownership, control or holdings of 5% or more voting power as of the fiscal year ending 12/31/13:

<u>Name and Address</u>	<u>Number & Percentage of Shares</u>	
Rockville Bank Employee Stock Ownership Plan (ESOP) 25 Park Street, Rockville, CT, 06066 USA	1,586,638	6.11%
BlackRock, Inc. 40 East 52 nd Street, New York, NY 10022 USA	1,730,812	6.66%

Report Item 4: Insiders Rockville Financial, Inc.

(1) Names & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Co	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of other companies if 25% or more of voting securities are held
William H. W. Crawford, IV Hartford, CT		President - CEO & Director	President - CEO & Director - Rockville Bank	Chairman - Rockville Bank Foundation	0.73%	None	
Richard J. Trachnowicz Princeton, MA		EVP	EVP - HR - Rockville Bank Director - SBR Mortgage Company	President - Rockville Bank Foundation	0.46%	None	
Mario J. Samarelli Hartford, CT		EVP	EVP - COO - Rockville Bank President & Chairman - Rockville Bank Investment Sub, Inc President & Chairman - Rockville Financial Services, Inc EVP - Rockville Bank Commercial Properties, Inc EVP - Rockville Bank Residential Properties, Inc EVP - SBR Mortgage Company	EVP - Rockville Bank Foundation	0.28%	None	
Scott C. Bechtle South Glastonbury, CT		EVP	EVP - CFO - Rockville Bank EVP & Director - SBR Investment Corp EVP & Director - Rockville Financial Services, Inc EVP & Director - Rockville Bank Commercial Properties, Inc EVP & Director - Rockville Bank Residential Properties, Inc EVP & Director - Rockville Bank Investment Sub, Inc EVP & Director - SBR Mortgage Company	EVP - Rockville Bank Foundation	0.27%	None	
Eric R. Newell New Haven, CT		EVP & Treasurer	EVP - CFO, Treasurer - Rockville Bank EVP, Treasurer - Rockville Bank Commercial Properties, Inc EVP, Treasurer - Rockville Bank Residential Properties, Inc Director, EVP & Treasurer - Rockville Bank Investment Sub, Inc President & Chairman - SBR Investment Corp President - SBR Mortgage Company	EVP - Rockville Bank Foundation	0.17%	None	
Marilee L. Shaw Tolland, CT		SVP Corporate Secretary	SVP Corporate Secretary - Rockville Bank SVP Corporate Secretary - Rockville Financial Services, Inc SVP Secretary - Rockville Bank Commercial Properties, Inc SVP Secretary - Rockville Bank Residential Properties, Inc SVP Secretary - Rockville Bank Investment Sub, Inc SVP Secretary - SBR Investment Company SVP Secretary - SBR Mortgage Company		0.17%	None	
Howard Stanton III Springfield, MA		SVP	SVP - CAO - Rockville Bank SVP - Rockville Bank Investment Sub, Inc	SVP - Rockville Bank Foundation	0.08%	None	
Mark Kuska Farmington, CT			EVP - Commercial - Rockville Bank President & Chairman - Rockville Bank Commercial Properties, Inc President & Chairman - Rockville Bank Residential Properties, Inc EVP, TI/OPS - Rockville Bank		0.44%	None	
Stanley S. Kondecki Windsor, CT			SVP, Consumer Lending - Rockville Bank Director & SVP - SBR Mortgage Company SVP, Internal Audit - Rockville Bank		0.19%	None	
Brandon C. Lorey Glastonbury, CT			SVP Project Management - Rockville Bank		0.08%	None	
Betsy K. Wynnick Milford, CT					0.09%	None	
Marisol T. Anderson New Britain, CT		Attorney	Vice Chairman - Rockville Bank	Partner - Kahan,Kerenky & Capossella, LLP Juris Ltd, LLC - member 20%	0.31%	None	Kahan,Kerenky&Capossella LLP - 25%
Michael A. Bars South Windsor, CT				Director - Rockville Bank Foundation		None	Legacy Property Developers, LLC - 50% C W T L Investments - 100% Chilston Realty Partners - 33.33%
C. Perry Chibberg Coventry, CT		Businessman	Director - Rockville Bank		0.40%	None	
David A. Engelson Vernon, CT		Executive Director	Director - Rockville Bank	Chief Executive Officer - Hockanum Valley Community Council	0.42%	None	
Joseph F. Jemmel, Jr. Bloomfield, CT		Director	Director - Rockville Bank	Director - Rockville Bank Foundation	0.80%	None	
Kristen A. Johnson Broad Brook, CT		Businesswoman	Director - Rockville Bank	VP Human Resources & Corporate Sec - CT Water Co.	0.22%	None	
Raymond H. Lafurge, Jr. Vernon, CT		CPA	Chairman - Rockville Bank	President and majority owner - Lafurge & Gilbert, PC ECHN Board of Trustees - various committee positions Director - Rockville Bank Foundation	0.39%	None	Riverview Associates - 29.17% Lafurge & Gilbert, PC - 90%
Stuart E. Magdefrau Ellington, CT		CPA	Director - Rockville Bank		0.35%	None	Stuart Magdefrau Antiques - 100%
Rosemarie N. Paps Manchester, CT		Director	Director - Rockville Bank		0.16%	None	
Richard M. Tazaz Enfield, CT		Businessman	Director - Rockville Bank	Rich's Oil Service, Inc - owner Rich's Plumbing, Heating and Air Conditioning Inc - owner 12 Moody Rd, LLC - partner	0.15%	None	Rich's Oil Service, Inc - 100% Rich's Plumbing, Heating and Air Conditioning Inc. - 100% 12 Moody Rd, LLC - 90%