

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.

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, Rheo A. Brouillard

Name of the Holding Company Director and Official

President and 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

1/29/2014

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 3306815
C.I. _____

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.

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

SI Financial Group, Inc.

Legal Title of Holding Company

803 Main Street

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

Willimantic

CT

06226

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Diane E. Phillips

Executive Assistant

Name

Title

860-456-6514

Area Code / Phone Number / Extension

860-456-5212

Area Code / FAX Number

Diane_Phillips@banksi.com

E-mail Address

www.mysifi.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."

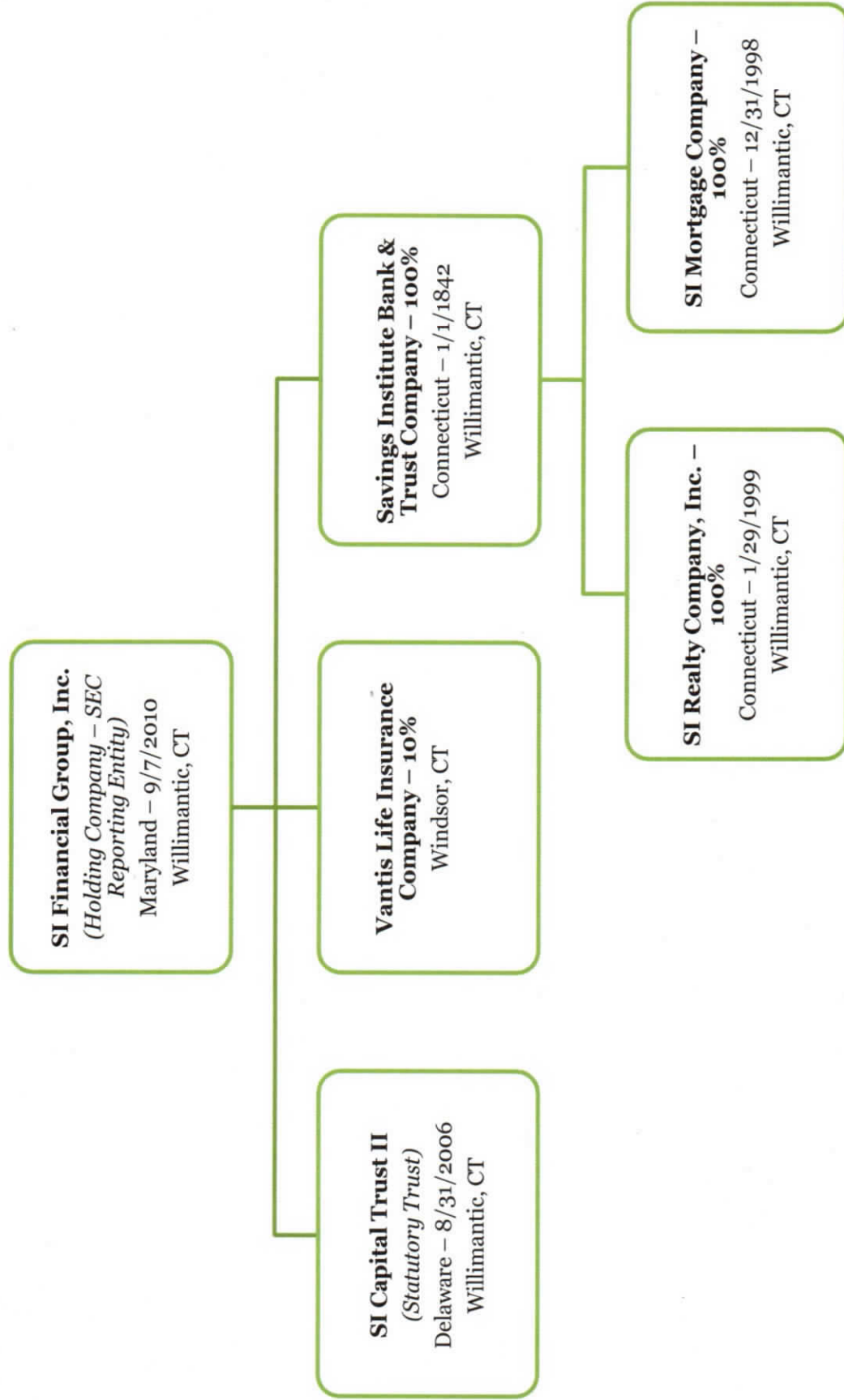
☒ No

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.

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)	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)
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)	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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SI Financial Group, Inc. – Ownership Structure



Revised 2/12/14
FR Y-6 \ Holding Company

Results: A list of branches for your holding company: **SIFRANCIAL GROUP INC (1306815) of WILLIAMTIC, CT**.
The data are as of **12/11/2013**. 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 needed 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 FBI contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FBI 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

The **FR Y-10** report may be submitted in a hardcopy format or via the **FR Y-10** Online application: <https://y10online.federatreserve.gov>.

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

Data Action	Effective Date	Branch Service Type	Branch ID_BSSD*	Popular Name	Street Address	City	State	Zip Code	Country	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_BSSD*	Comments
OK		Full Service (Head Office)	480808	SAVINGS INSTITUTE BANK AND TRUST COMPANY	803 MAIN STREET	WILLIAMTIC	CT	06226	WINDHAM	UNITED STATES	12134		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	773005	BROOKLYN BRANCH	536 PROVIDENCE ROAD	BROOKLYN	CT	06234	WINDHAM	UNITED STATES	24404		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	1215164	CANTERBURY BRANCH	180 WESTMINSTER ROAD, RTE 14	CANTERBURY	CT	06131	WINDHAM	UNITED STATES	24413		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	2737225	COLCHESTER BRANCH	63 NORWICH AVENUE	COLCHESTER	CT	06415	NEW LONDON	UNITED STATES	340750		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	1212378	DAYVILLE BRANCH	596 HARTFORD PIKE	DAYVILLE	CT	06241	WINDHAM	UNITED STATES	24506		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	4175661	EAST HAMPTON BRANCH	501 EAST HIGH STREET	EAST HAMPTON	CT	06424	MIDDLESEX	UNITED STATES	47849		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	3447138	EAST LYME BRANCH	303 FLANDERS ROAD	EAST LYME	CT	06133	NEW LONDON	UNITED STATES	461451		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	4175670	EWFIELD BRANCH	85 FRESHWATER RD	EWFIELD	CT	06082	HARTFORD	UNITED STATES	39987		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	2624512	GROTON BRANCH	971 POOLNOCK ROAD	GROTON	CT	06340	NEW LONDON	UNITED STATES	244340		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	572507	HEBRON BRANCH	115 MAIN STREET	HEBRON	CT	06248	TOLLAND	UNITED STATES	244335		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	573700	LEBANON BRANCH	554 EXETER ROAD	LEBANON	CT	06249	NEW LONDON	UNITED STATES	244336		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	3072493	LISBON WALMART BRANCH	180 RIVER ROAD	LISBON	CT	06151	NEW LONDON	UNITED STATES	361226		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	1858767	MANSHFIELD BRANCH	95 STORRS ROAD, EAST BROOK MALL-ROUTE 195	MANSHFIELD CENTER	CT	06250	TOLLAND	UNITED STATES	244339		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	699909	MOOSUP BRANCH	344 PROSPECT STREET	MOOSUP	CT	06354	WINDHAM	UNITED STATES	244403		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	542603	STONINGTON BRANCH	80 STONINGTON ROAD	MYSTIC	CT	06355	NEW LONDON	UNITED STATES	244338		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	2901633	NORTHWINDHAM WALMART BRANCH	474 BOSTON POST ROAD	NORTH WINDHAM	CT	06256	WINDHAM	UNITED STATES	244342		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	4175689	NORWICH BRANCH	108 SALEM TURNPIKE	NORWICH	CT	06360	NEW LONDON	UNITED STATES	244341		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	3949892	STONINGTON BRANCH	445 LIBERTY STREET	PANCACTUCK	CT	06379	NEW LONDON	UNITED STATES	Not Required	Not Required	SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	3398146	SOUTH WINDSOR BRANCH	1000 SULLIVAN AVE	SOUTH WINDSOR	CT	06074	HARTFORD	UNITED STATES	461450		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	3382109	MEETING HOUSE COMMONS BRANCH	200 MORROW ROAD	TOLLAND	CT	06084	TOLLAND	UNITED STATES	461449		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	2395465	WILLAMTIC BRANCH	803 MAIN STREET	WILLAMTIC	CT	06226	WINDHAM	UNITED STATES	243019		SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	4175698	WILLAMTIC SHAW'S BRANCH	60 CANTON DRIVE	WILLAMTIC	CT	06226	WINDHAM	UNITED STATES	Not Required	Not Required	SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	480705	MIDDLETOWN BRANCH	165 EAST MAIN ROAD	MIDDLETOWN	RI	02842	NEWPORT	UNITED STATES	Not Required	Not Required	SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	478476	NEWPORT MAIN OFFICE	100 BELLEVUE AVE	NEWPORT	RI	02840	NEWPORT	UNITED STATES	Not Required	Not Required	SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	3949883	PORTSMOUTH BRANCH	1480 EAST MAIN ROAD	PORTSMOUTH	RI	02871	NEWPORT	UNITED STATES	Not Required	Not Required	SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	3949904	WAKEFIELD BRANCH	121 OLD TOWER HILL ROAD	WAKEFIELD	RI	02879	WASHINGTON	UNITED STATES	Not Required	Not Required	SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	
OK		Full Service	4457406	WESTERLY BRANCH	18 POST ROAD	WESTERLY	RI	02891	WASHINGTON	UNITED STATES	Not Required	Not Required	SAVINGS INSTITUTE BANK AND TRUST COMPANY	480808	

SI Financial Group, Inc.
Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013

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 ending 12/31/2012

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Thomson Horstmann & Bryant Inc. Norwalk, CT USA	USA	1,078,483 Common Stock 8.43%			
Wellington Management Company LLP Boston, MA USA	USA	1,004,185 Common Stock 7.85%			
Franklin Resources Toronto, ON Canada	Canada	1,002,200 Common Stock 7.84%			
Savings Institute Bank & Trust Co. Employee Stock Ownership Plan Williamantic, CT USA	USA	789,749 Common Stock 6.17%			
EJF Capital LLC Arlington, VA USA	USA	713,651 Common Stock 5.58%			

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Report Item 4: Insiders

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

(1) Name, City, State, Country	(2) Principal Occupation if other then with Holding Company	(3)(a) Title & Position with 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 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 securi- ties are held (List names of companies and percentage of voting securities held)
Henry P. Hinkley Williamantic, CT USA	N/A	Director & Chairman	N/A	N/A	0.30%	None	N/A
Roger Engle Brooklyn, CT USA	N/A	Director	N/A	N/A	0.20%	None	N/A
Robert O. Gillard Storrs, CT USA	Small Business Owner & Chairman of O.L. Willard Co., Inc.	Director	N/A	N/A	0.30%	None	N/A
Donna M. Evan Storrs, CT USA	Sales Manager for WILLAM/FM radio station	Director	N/A	N/A	0.30%	None	N/A
Mark D. Alliod Tolland, CT USA	President & Sole Owner of Mark D. Alliod CPA PC public accounting firm	Director	N/A	N/A	0.20%	None	N/A

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Report Item 4: Insiders

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 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 securi- ties are held (List names of companies and percentage of voting securities held)
Michael R. Garvey Pawcatuck, CT USA	Principal and Owner of Garvey & Associates, LLC public accounting firm	Director	N/A	Principal and Owner of Professional Payrolls, LLC	0.10%	None	N/A
Kevin M. McCarthy Portsmouth, RI USA	Self-Employed (Retired/was President of Newport Bancorp)	Director	N/A	N/A	0.96%	None	N/A
Kathleen A. Nealon North Kingstown, RI USA	CFO at Professional Planning Group Advisors	Director	N/A	N/A	0.03%	None	N/A
William R. Harvey Middletown, RI USA	Senior Partner of the law firm of Harvey, Carr & Hadfield	Director	N/A	N/A	0.10%	None	N/A
Rheo A. Brouillard Hampton, CT USA	N/A	Director, President & Chief Executive Officer	N/A	N/A	1.90%	None	N/A

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 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 securi- ties are held (List names of companies and percentage of voting securities held)
Brian J. Hull Berlin, CT USA	N/A	EVP, CFO, COO and Treasurer	N/A	N/A	1.30%	None	N/A
Laurie L. Gervais Windham, CT USA	N/A	Senior Vice President & Corporate Secretary	N/A	N/A	0.90%	None	N/A
Michael J. Moran Westerly, RI USA	N/A	Senior Vice President	N/A	N/A	0.67%	None	N/A
Lauren L. Murphy Lebanon, CT USA	N/A	Senior Vice President	N/A	N/A	0.40%	None	N/A
Jonathan Wood Madison, CT USA	N/A	Senior Vice President	N/A	N/A	0.07%	None	N/A

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 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 securi- ties are held (List names of companies and percentage of voting securities held)
Paul R. Little Berlin, CT USA	N/A	Senior Vice President	N/A	N/A	0.20%	None	N/A