

Board of Governors of the Federal Reserve System

RECEIVED



Annual Report of Holding Companies—FR Y-6

Supervision, Regulation and
Credit Department

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):

June 30, 2014

Month / Day / Year

I, Robert A. Massey

Reporter's Name, Street, and Mailing Address

Hampden Bancorp, Inc.

Name of the Holding Company Director and Official

CFO/Treasurer

Legal Title of Holding Company

19 Harrison Ave.

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.

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

Springfield

MA

01102

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Arley R. Ewald

VP Finance

Name

Title

413-452-5164

Area Code / Phone Number / Extension

413-452-5281

Area Code / FAX Number

aewald@hampdenbank.com

E-mail Address

http://hampdenbank.com

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

Signature of Holding Company Director and Official

09/23/2014

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 3228702 / 157904
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:

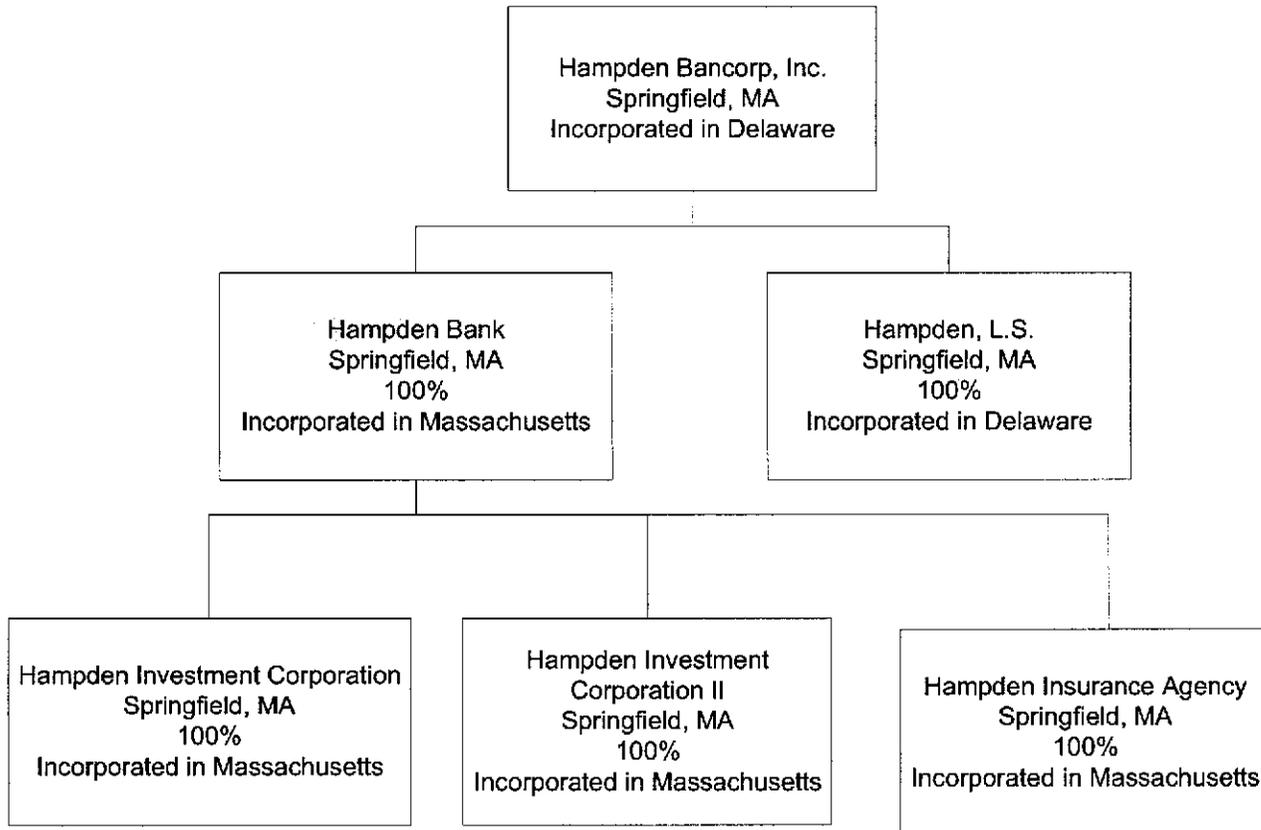
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

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

No

✓

Form FR Y-6
Hampden Bancorp, Inc.
Springfield, MA
Fiscal Year Ending June 30, 2014



Result: A list of branches for your holding company: HAMPTON BANKCORP, INC. (3228702) of SPRINGFIELD, MA. The data are as of 06/30/2014. Data reflects information that was received and processed through 07/06/2014.

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)	157904	HAMPTON BANK	19 HARRISON AVENUE	SPRINGFIELD	MA	01103	HAMPTON	UNITED STATES	17873	0	HAMPTON BANK	157904	
OK		Full Service	3022066	SOUTHGATE SHOPPING CENTER BRANCH	820 SUPERFIELD STREET	AGAVAMA	MA	01001	HAMPTON	UNITED STATES	360826	4	HAMPTON BANK	157904	
OK		Full Service	383888	INDIAN ORCHARD BRANCH	187 MAIN STREET	INDIAN ORCHARD	MA	01151	HAMPTON	UNITED STATES	469272	7	HAMPTON BANK	157904	
OK		Full Service	160203	LONGMEADOW BRANCH	472 LONGMEADOW ST	LONGMEADOW	MA	01106	HAMPTON	UNITED STATES	291476	2	HAMPTON BANK	157904	
OK		Full Service	4220132	SHAKER ROAD BRANCH	916 SHAKER ROAD	LONGMEADOW	MA	01106	HAMPTON	UNITED STATES	493491	8	HAMPTON BANK	157904	
OK		Full Service	573308	ALLEN STREET BRANCH	1363 ALLEN STREET	SPRINGFIELD	MA	01118	HAMPTON	UNITED STATES	291477	3	HAMPTON BANK	157904	
OK		Full Service	4222559	BOSTON ROAD BRANCH	972 BOSTON ROAD	SPRINGFIELD	MA	01119	HAMPTON	UNITED STATES	517244	9	HAMPTON BANK	157904	
OK		Full Service	3398137	TOWER SQUARE BRANCH	1500 MAIN STREET	SPRINGFIELD	MA	01103	HAMPTON	UNITED STATES	445276	6	HAMPTON BANK	157904	
OK		Full Service	431504	WESTFIELD STREET BRANCH	220 WESTFIELD STREET	WEST SPRINGFIELD	MA	01089	HAMPTON	UNITED STATES	291475	1	HAMPTON BANK	157904	
OK		Full Service	3717661	BOSTON ROAD BRANCH	2005 BOSTON ROAD	WILBRAHAM	MA	01095	HAMPTON	UNITED STATES	423058	5	HAMPTON BANK	157904	

Form FR Y-6
Hampden Bancorp, Inc
Fiscal Year Ending June 30, 2014

Report Item 3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending June 30, 2014.			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 June 30, 2014.		
(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	583,160 10.30%			
Investors of America, Limited Partnership 135 North Meramec Avenue Clayton, MO	USA	552,000 9.80%	None		
MHC Mutual Conversion Fund, L.P. 100 Crescent Court, Suite 575 Dallas, TX 75201	USA	494,622 8.80%			
Hampden Bank Charitable Foundation 19 Harrison Avenue Springfield, MA	USA	327,170 5.80%			

Form FR Y-6
Hampden Bancorp, Inc
Fiscal Year Ending June 30, 2014

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 of CEO & President & Chief Director	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 Voting Shares in Subsidiaries companies and percentage of voting securities held)
Glenn S. Welch Suffield, CT	N/A	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. Kettes 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

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 of subsidiaries)	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with other Business (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.