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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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Board of Governors of the Federal Reserve System

Supervision, Regulation and
Credit Department



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, 2014

Month / Day / Year

I, David P. Mansfield

Name of the Holding Company Director and Official

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

03/31/2015

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 2838159
C.I. _____

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Provident Bancorp

Legal Title of Holding Company

PO Box 37

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

Amesbury MA 01913

City State Zip Code

5 Market Street, Amesbury, MA 01913

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Denise Gallant Controller

Name Title

978 834 8535

Area Code / Phone Number / Extension

978 378 1235

Area Code / FAX Number

dgallant@theprovidentbank.com

E-mail Address

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

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

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.

Provident Bancorp, Inc.
Legal Title of Subsidiary Holding Company

PO Box 37
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Amesbury MA 01913
City State Zip Code

5 Market Street, Amesbury, MA 01913
Physical Location (if different from mailing address)

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City State Zip Code

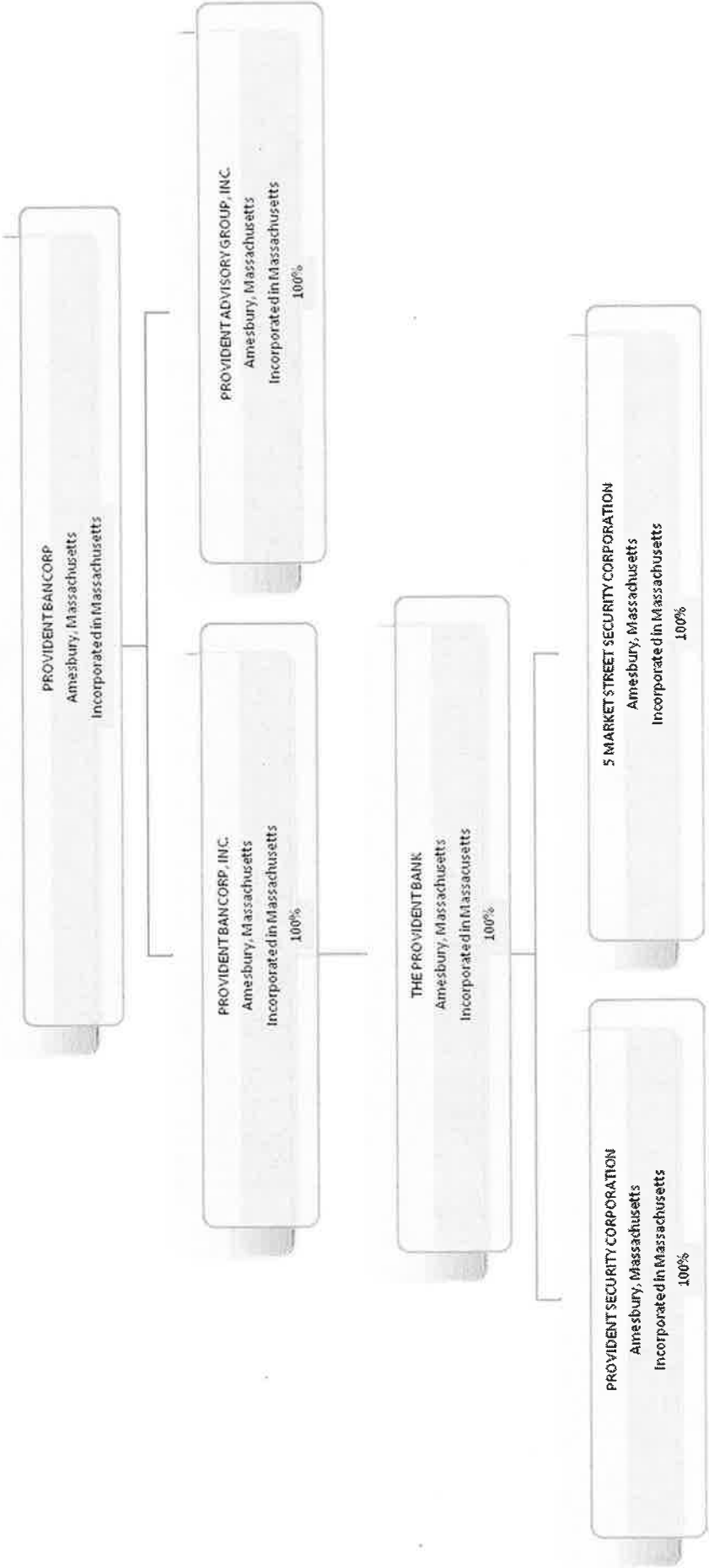
Physical Location (if different from mailing address)

FORM FR Y-6

**PROVIDENT BANCORP
AMESBURY, MASSACHUSETTS
FISCAL YEAR ENDING DECEMBER 31, 2014**

REPORT ITEM

- 1a.** The Provident Bancorp is not required to prepare form 10K with the SEC.
- 1b.** The Provident Bancorp does not prepare an annual report for shareholders.
- 2a.** Organizational Chart



2b. List of Offices

Name	Date Opened	Street	City	County	State	Country	Zip	Service
Main Office	1828	5 Market Street	Amesbury	Essex	MA	USA	01913	Full Service
Haverhill Rd ✓	12/05/88	1 Haverhill Road	Amesbury	Essex	MA	USA	01913	Full Service
Storey Ave ✓	09/25/02	66 Storey Avenue	Newburyport	Essex	MA	USA	01950	Full Service
Exeter ✓	12/04/08	95 Portsmouth Ave	Exeter	Rockingham	NH	USA	03833	Full Service
Portsmouth ✓	06/01/05	21 Daniel Street	Portsmouth	Rockingham	NH	USA	03801	Full Service
Seabrook ✓	10/12/04	1 Provident Way	Seabrook	Rockingham	NH	USA	03874	Full Service
Hampton ✓	2/19/10	321 Lafayette Road	Hampton	Rockingham	NH	USA	03842	Full Service

3. Shareholders

None

**FORM FR Y-6
DECEMBER 31, 2014
REPORT ITEM 4. DIRECTORS AND OFFICERS**

NAME & ADDRESS	PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING CO	TITLE & POSITION WITH BANK HOLDING COMPANY	TITLE & POSITION WITH OTHER BUSINESSES	PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	PERCENTAGE OF VOTING SHARES IN SUB-SIDIARIES	OTHER COMPANIES >= 25% VOTING SECURITIES HELD
Bosen, John K. Portsmouth, NH	Attorney/ Business Owner	Trustee	Director (Provident Bank, Provident Security Corp., & 5 Market St. Security Corp.) Director (Provident Advisory Group, Inc. & Provident Bancorp, Inc.)	0	0	Bosen & Associates, PLLC 100%
Cameron, John J. Amesbury, MA	Retired	Trustee	Director (Provident Bank, Provident Security Corp., & 5 Market St. Security Corp.) Director (Provident Advisory Group, Inc. & Provident Bancorp, Inc.)	0	0	N/A
Cousins, Frank G., Jr. Newburyport, MA	Essex County Sherriff	Trustee	Director (Provident Bank, Provident Security Corp., & 5 Market St. Security Corp.) Director (Provident Advisory Group, Inc. & Provident Bancorp, Inc.)	0	0	N/A
Cullen, Charles R. Amesbury, MA	Retired	Trustee	Director, Chairman (Provident Bank, Provident Bancorp, Inc.) Director (Provident Security Corp. & 5 Market St. Security Corp.) Director, Chairman (Provident Advisory Group, Inc.)	0	0	N/A

NAME & ADDRESS	PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING CO	TITLE & POSITION WITH BANK HOLDING COMPANY	TITLE & POSITION WITH SUBSIDIARIES	TITLE & POSITION WITH OTHER BUSINESSES	PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	PERCENTAGE OF VOTING SHARES IN SUBSIDIARIES	OTHER COMPANIES >= 25% VOTING SECURITIES HELD
DeStefano, Lisa B Portsmouth, NH	Business Owner	N/A	Director (Provident Bank)	Owner, Destefano Architects	0	0	Destefano Architects, 100%
Gonthier, Robert A., Jr. Amesbury, MA	Retired	Trustee	Director (Provident Bank, Provident Security Corp. & 5 Market St. Security Corp.) Director (Provident Advisory Group, Inc. & Provident Bancorp, Inc.)	Retired	0	0	N/A
Gould, Jay E. No. Hampton, NH	Business Owner	Trustee, Clerk	Director, Clerk (Provident Bank) Director (Provident Security Corp. & 5 Market St. Security Corp.) Director (Provident Advisory Group, Inc. & Provident Bancorp, Inc.)	President, Gould Insurance, Sovereign Investors, Counting House, Flatbread Wharf, Flatbread Congress, Flatbread Inc, Flatbread Amesbury, Flatbread Portland, Flatbread No. Conway, Flatbread Portsmouth, Flatbread Canton, Flatbread Bedford, Flatbread Paia, Flatbread USA (Holding Co for Paia), Creekbread Whistler, Jimmies Global Adv. (Holding Co for Creekbread), Flatbread Somerville, Flatbread Martha's Vineyard, Flatbread Hampton, Flatbread Providence. Member, TrueNorth Holdings (bldg on MV), Up The Creek.	0	0	Gould Insurance 100%, Sovereign Investors, Inc. 100%, Counting House, Inc. 100%, Flatbread Wharf 50%, Flatbread Congress 50%, Flatbread, Inc. 70%, Flatbread Amesbury 70%, Flatbread Portland 70%, Flatbread No. Conway 70%, Flatbread Portsmouth 70%, Flatbread Canton 70%, Flatbread Bedford 70%, Flatbread Paia 35%, Flatbread USA (Holding Co for Paia) 70%, Creekbread Whistler 35%, Jimmies Global Adv (Holding Co for Creekbread) 70%, Flatbread Somerville 70%, Flatbread Martha's Vineyard 70%, Flatbread Hampton 70%, Flatbread Providence 70%, TrueNorth Holdings (bldg on MV) 70%, Up the Creek (bldg in Whistler) 35%.

						(bldg in Whistler). Member/Manager, Flatbread Day St LLC.			Flatbread Day St. LLC 50%
NAME & ADDRESS	PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING CO	TITLE & POSITION WITH BANK HOLDING COMPANY	TITLE & POSITION WITH SUBSIDIARIES	TITLE & POSITION WITH OTHER BUSINESSES	PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	PERCENTAGE OF VOTING SHARES IN SUB- SIDIARIES	OTHER COMPANIES >= 25% VOTING SECURITIES HELD		
Hoyt, Lawrence C., Jr. So. Hampton, NH	Business Owner	Trustee	Director (Provident Bank, Provident Security Corp. & 5 Market St. Sec Corp.) Director (Provident Advisory Group, Inc. & Provident Bancorp, Inc.)	Retired	0	0	N/A		
Knapp, Laurie H. Amesbury, MA	CPA	Trustee	Director (Provident Bank, Provident Security Corp. & 5 Market St. Sec Corp) Director (Provident Advisory Group, Inc. & Provident Bancorp, Inc.)	Owner, Laurie H. Knapp CPA, Spouse Owner Hat Factory Marina LLC, Spouse Owner Marina Parking LLC, Vice Chair, Amesbury Educational Foundation, Vice Chair, Amesbury Healthcare Foundation	0	0	Laurie H. Knapp CPA 100%, Marina at Hatters Point 35%, Hat Factory Parking Lot 35%, Jay Knapp & Son's Marina 100%		
LeSage, Carl R. Newbury, MA	Retired	Trustee	Director (Provident Bank, Provident Security Corp. & 5 Market St. Sec. Corp) Director (Provident Advisory Group, Inc. & Provident Bancorp, Inc.)	Retired	0	0	N/A		
Mansfield, David P. West Newbury, MA	CEO	Trustee	CEO, Director (Provident Bank) President, Director (Provident Bancorp Inc, Provident Security Corp. & 5 Market St. Sec. Corp, Provident Advisory Group Inc)	N/A	0	0	N/A		

NAME & ADDRESS	PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING CO	TITLE & POSITION WITH BANK HOLDING COMPANY	TITLE & POSITION WITH SUBSIDIARIES	TITLE & POSITION WITH OTHER BUSINESSES	PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	PERCENTAGE OF VOTING SHARES IN SUB-SIDIARIES	OTHER COMPANIES >= 25% VOTING SECURITIES HELD
Peeke, Richard L. Amesbury, MA	Retired	Trustee	Director (Provident Bank, Provident Security Corp. & 5 Market St. Sec. Corp) Director (Provident Advisory Group, Inc. & Provident Bancorp, Inc.)	Retired	0	0	N/A
Sanborn, Lorraine E. Amesbury, MA	Retired	Trustee & Chair	Secretary (Provident Bancorp, Inc.) Director (Provident Bank, Provident Security Corp. & 5 Market St. Sec. Corp) Director (Provident Advisory Group, Inc. & Provident Bancorp, Inc.)	N/A	0	0	N/A
Tatro, Wayne S. Salisbury, MA	Retired	Trustee	Director (Provident Bank, Provident Security Corp. & 5 Market St. Sec. Corp) Director (Provident Advisory Group, Inc. & Provident Bancorp, Inc.)	Retired	0	0	N/A
Withee, Charles F Hampton, NH	President	N/A	President, Director (Provident Bank)	N/A	0	0	N/A