

JAN 14 2015

Supervision, Regulation and Credit Department

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, 2015

Month / Day / Year

I, William C. Calderara

Name of the Holding Company Director and Official

President and Chief Executive Officer

Title of the Holding Company Director and Official

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

Reporter's Name, Street, and Mailing Address
Naugatuck Valley Financial Corporation

Legal Title of Holding Company

333 Church Street

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

Naugatuck CT 06770
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:
James Hastings EVP & CFO

Name Title

203-727-5000 6964

Area Code / Phone Number / Extension

203-723-5428

Area Code / FAX Number

jhastings@nvsl.com

E-mail Address

N/A

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

Signature of Holding Company Director and Official

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 330 6806
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

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.

Naugatuck Valley Savings and Loan
 Legal Title of Subsidiary Holding Company
333 Church Street
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
Naugatuck CT 06770
 City State Zip Code
N/A
 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

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 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

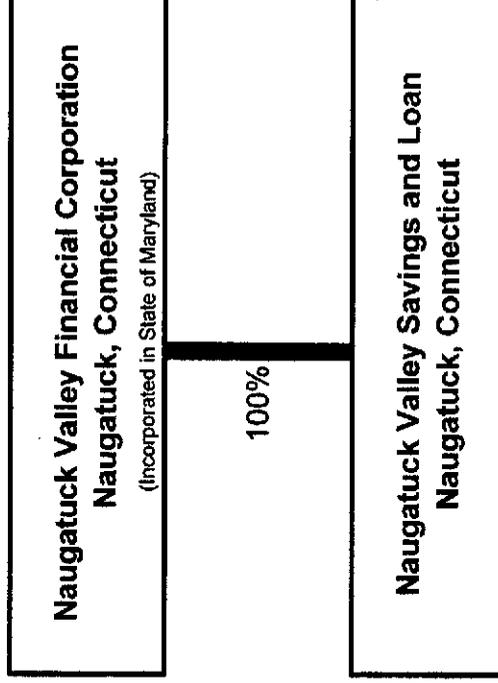
 City State Zip Code

 Physical Location (if different from mailing address)

Form FR Y - 6

**Naugatuck Valley Financial Corporation
Naugatuck, Connecticut
Fiscal Year Ending December 31, 2015**

Report Item 2a: Organizational Chart



Form FR Y-6
Naugatuck Valley Financial Corporation
December 31, 2015

Report Item 3: Security Holders

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

Current security holders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2015.

Security holders not listed in (2) (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 12-31-2015.

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of citizenship or incorporation	(1)(c) Number and percentage each class of voting securities	(2)(a) Name & Address (City, State, County)	(2)(b) Country of citizenship or incorporation	(2)(c) Number and percentage each class of voting securities
Naugatuck Valley Savings and Loan KSOP Plan Reliance Trust Company Atlanta, Georgia U.S.A.	United States	589,929 - 8.14%			
RBC Capital Markets, LLC Brookfield Place 200 Vessey Street New York, New York 10281	United States	427,062 - 6.10% (2) Common Stock			
Graxo & White, Inc. New York, N.Y. U.S.A.	United States	402,271 - 5.74% (3) Common Stock			

(1) Ownership percentage based on outstanding shares of 7,002,208 shares of common stock at December 31, 2015.

Form FR Y-6
 Naugatuck Valley Financial Corporation
 December 31, 2015

Report item 4: insiders (1) (2) (3)(e)(b)(c) and (4)(a)(b)(c)		(2) Principal Occupation if other than with Bank Holding Company	(3)(e) Title & Position With Bank Holding Company	(3)(b) Title & Position With Subsidiaries (include names of other businesses President & Chief Executive Officer Naugatuck Valley Savings and Loan	(3)(c) Title & Position With other businesses (include names of other businesses) N/A	(4)(a) Percentage of Voting Shares in Bank 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 securities are held (list names of companies and % of voting securities held)
(1) Name & Address (City, State, Country) William C. Calderara Newtown, CT U.S.A.	N/A	Executive Director	Executive Director	Executive-Officer Naugatuck Valley Savings and Loan	N/A	1.60%	N/A	N/A
James E. Colter Bethleheim, CT U.S.A.	N/A	Executive Vice President & Chief Operating Officer	Executive Vice President & Chief Operating Officer	Executive Vice President & Chief Operating Officer Naugatuck Valley Savings and Loan	N/A	0.50%	N/A	N/A
Mark C. Foley Hamden, CT U.S.A.	N/A	Executive Vice President & Chief Credit Policy Officer	Executive Vice President & Chief Credit Policy Officer	Executive Vice President & Chief Credit Policy Officer Naugatuck Valley Savings and Loan	N/A	0.50%	N/A	N/A
James Hastings Beacon Falls, CT U.S.A.	N/A	Executive Vice President & Chief Financial Officer	Executive Vice President & Chief Financial Officer	Executive Vice President & Chief Financial Officer Naugatuck Valley Savings and Loan	N/A	0.55%	N/A	N/A
Julienne Cassarino Durham, CT U.S.A.	CFA	Director	Director	Director Naugatuck Valley Savings and Loan	CFA Sycamore Analytics LLC	0.00% (1)	N/A	N/A

Form FR Y-6
Naugatuck Valley Financial Corporation
December 31, 2015

Report item 4: Insiders (1) (2) (3)(e)(b)(c) and (4)(e)(b)(c)		(2) Principal Occupation if other than with Bank Holding Company	(3)(e) Title & Position With Bank Holding Company	(3)(b) Title & Position With Subsidiaries (include names of other businesses)	(3)(c) Title & Position With other businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank 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 securities are held (list names of companies and % of voting securities held)
Carlos S. Balista Naugatuck, CT U.S.A.	Vice President	Chairman Director	Chairman Naugatuck Valley Savings and Loan	Retired Former Vice President Emerson Process Management Power and Water Solutions	0.52%	N/A	N/A	
Frederick A. Diugokecki Naugatuck, CT U.S.A.	Attorney	Director	Director Naugatuck Valley Savings and Loan	Attorney Frederick A. Diugokecki	0.18%	N/A	N/A	
Richard M. Famiglietti Woodbury, CT U.S.A.	President & Owner	Director	Director Naugatuck Valley Savings and Loan	President & Owner CM Properties	0.30%	N/A	N/A	
Leonard M. Romaniello, Jr. Middlebury, CT U.S.A.	CPA	Director	Director Naugatuck Valley Savings and Loan	CPA Lenkowski Loneran & Co., LLC	0.09%	N/A	N/A	
James A. Mengacci Naugatuck, CT U.S.A.	President	Director	Director Naugatuck Valley Savings and Loan	President The Mengacci Agency	0.19%	N/A	N/A	
Robert M. Bolton Webster, NY U.S.A.	President	Director	Director Naugatuck Valley Savings and Loan	President Iron Bay Capital, Inc.	0.00%	N/A	N/A	
Lawrence B. Seidman Wayne, NJ U.S.A.	President & Founder	Director	Director Naugatuck Valley Savings and Loan	Chief Executive Officer Seidman & Associates, LLC	3.79%	N/A	Seidman & Associates, LLC (29.3%)	
				Chief Executive Officer Seidman Investment Partnership LP				

Results: A list of branches for your holding company: NAUGATUCK VALLEY FINANCIAL CORP (3306806) of NAUGATUCK, CT .
 The data are as of 09/30/2015. Data reflects information that was received and processed through 10/06/2015.

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_BSSD columns are for reference only. Verification of these values is not required.

Action	Effective Date	Branch ID_BSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_BSSD*	Comments
OK		151872	NAUGATUCK VALLEY SAVINGS AND LOAN	333 CHURCH STREET	NAUGATUCK	CT	06770	NEW HAVEN	UNITED STATES	43199	0	NAUGATUCK VALLEY SAVINGS AND LOAN	151872	
OK		106500	BEACON FALLS BRANCH ✗	127 SOUTH MAIN STREET	BEACON FALLS	CT	06403	NEW HAVEN	UNITED STATES	244369	101	NAUGATUCK VALLEY SAVINGS AND LOAN	151872	
OK		3791943	CHESHIRE BRANCH ✗	1699 HIGHLAND AVENUE	CHESHIRE	CT	06410	NEW HAVEN	UNITED STATES	521515	108	NAUGATUCK VALLEY SAVINGS AND LOAN	151872	
OK		3167599	PERSHING DRIVE BRANCH ✗	49 PERSHING DRIVE	DERBY	CT	06418	NEW HAVEN	UNITED STATES	366290	103	NAUGATUCK VALLEY SAVINGS AND LOAN	151872	
OK		4671604	INTERNET BRANCH ✗	333 CHURCH STREET	NAUGATUCK	CT	06770	NEW HAVEN	UNITED STATES	Not Required	Not Required	NAUGATUCK VALLEY SAVINGS AND LOAN	151872	
OK		3447950	NEW HAVEN BRANCH ✗	1009 NEW HAVEN ROAD	NAUGATUCK	CT	06770	NEW HAVEN	UNITED STATES	280176	1	NAUGATUCK VALLEY SAVINGS AND LOAN	151872	
OK		3447941	SEYMOUR BRANCH ✗	249 WEST STREET	SEYMOUR	CT	06483	NEW HAVEN	UNITED STATES	444588	104	NAUGATUCK VALLEY SAVINGS AND LOAN	151872	
OK		3032057	BRIDGEPORT AVENUE BRANCH ✗	504 BRIDGEPORT AVENUE	SHELTON	CT	06484	FAIRFIELD	UNITED STATES	360561	102	NAUGATUCK VALLEY SAVINGS AND LOAN	151872	
OK		3791952	SOUTHURBY BRANCH ✗	1570 SOUTHFORD ROAD	SOUTHURBY	CT	06488	NEW HAVEN	UNITED STATES	495961	106	NAUGATUCK VALLEY SAVINGS AND LOAN	151872	
OK		3791934	WATERBURY BRANCH ✗	1030 HAMILTON AVENUE	WATERBURY	CT	06706	NEW HAVEN	UNITED STATES	495962	107	NAUGATUCK VALLEY SAVINGS AND LOAN	151872	