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FR Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
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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

27
5/1/17

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Curtis C. Simard

Name of the Holding Company Director and Official

President and Chief Executive Officer

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.

Curtis C. Simard

Signature of Holding Company Director and Official

3-23-17

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 1115385

C.I. _____

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

December 31, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Bar Harbor Bankshares

Legal Title of Holding Company

PO Box 400

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

Bar Harbor

ME

04609

City

State

Zip Code

82 Main Street, Bar Harbor, ME 04609

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kim Wright

Assistant Controller

Name

Title

207-669-6853

Area Code / Phone Number / Extension

207-430-4400

Area Code / FAX Number

kwright@bhbt.com

E-mail Address

bhbt.com

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

Is confidential treatment requested for any portion
of this report submission?

0=No

1=Yes

0

In accordance with the General Instructions for this report
(check only one),

1. a letter justifying this request is being provided along
with the report ☐
2. a letter justifying this request has been provided
separately ☐

NOTE: Information for which confidential treatment is being
requested must be provided separately and labeled
as "confidential."

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)

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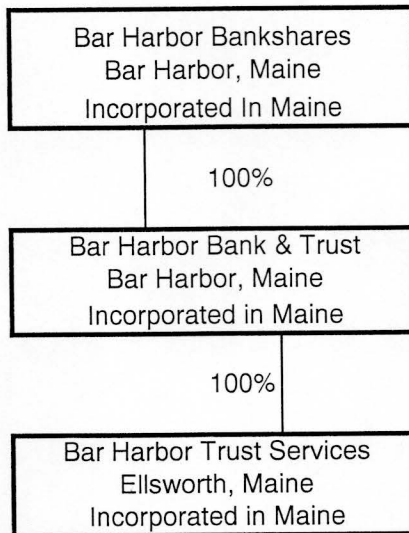
Form FR Y-6

Bar Harbor Bankshares, Inc.
Bar Harbor, Maine 04609
Fiscal Year Ending December 31, 2016

- 1: a) The BHC is required to prepare form 10K with the SEC.
1: b) The BHC does prepare an annual report for its shareholders.
The annual report is not available at this time, and will be submitted as soon as practicable.

2a: Organizational Chart

LEI is N/A



2b: Domestic Branch Listing

The Domestic Branch Listing was submitted via e-mail on 03/13/17

03/13/17

Results: A list of branches for your depository institution: BAR HARBOR BANK AND TRUST COMPANY (ID: RSSD: 522605). This depository institution is held by BAR HARBOR BANKSHARES (1115385) of BAR HARBOR, ME. The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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)	522605	BAR HARBOR BANK AND TRUST COMPANY	82 MAIN STREET	BAR HARBOR	ME	04609	HANCOCK	UNITED STATES	7640	0	BAR HARBOR BANK AND TRUST COMPANY	522605	
Close	5/31/2016	Full Service	4426439	AUGUSTA BRANCH	227 WATER STREET	AUGUSTA	ME	04330	KENNEBEC	UNITED STATES	553103	14	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	498308	BLUE HILL BRANCH	21 MAIN STREET	BLUE HILL	ME	04614	HANCOCK	UNITED STATES	226082	1	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	524300	DEER ISLE BRANCH	25 CHURCH STREET	DEER ISLE	ME	04627	HANCOCK	UNITED STATES	226087	6	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	559601	ELLSWORTH BRANCH	125 HIGH STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	226088	7	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	431408	LUBEC BRANCH	68 WASHINGTON STREET	LUBEC	ME	04652	WASHINGTON	UNITED STATES	226083	2	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	521000	MACHIAS BRANCH	41 MAIN STREET	MACHIAS	ME	04654	WASHINGTON	UNITED STATES	180719	9	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	467902	MILBRIDGE BRANCH	BRIDGE AND MAIN STREET	MILBRIDGE	ME	04658	WASHINGTON	UNITED STATES	226086	5	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	3718061	SOMEVILLE BRANCH	1055 MAIN STREET	MOUNT DESERT	ME	04660	HANCOCK	UNITED STATES	450694	11	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	523107	NORTHEAST HARBOR AGENCY BRANCH	111 MAIN STREET	NORTHEAST HARBOR	ME	04662	HANCOCK	UNITED STATES	226084	3	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	320502	ROCKLAND BRANCH	245 CAMDEN ST	ROCKLAND	ME	04841	KNOX	UNITED STATES	242690	10	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	377202	SOUTH CHINA BRANCH	368 ROUTE 3	SOUTH CHINA	ME	04358	KENNEBEC	UNITED STATES	463066	13	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	467201	SOUTHWEST HARBOR AGENCY BRANCH	314 MAIN STREET	TOPSHAM	ME	04579	HANCOCK	UNITED STATES	226085	4	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	3773239	TOPSHAM BRANCH	2 MAIN STREET	TOPSHAM	ME	04086	SAGadahoc	UNITED STATES	361032	12	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	532408	WINTER HARBOR BRANCH	385 MAIN STREET	WINTER HARBOR	ME	04693	HANCOCK	UNITED STATES	232387	8	BAR HARBOR BANK AND TRUST COMPANY	522605	

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Bar Harbor Bankshares

Fiscal Year ending December 31, 2016

No Shares

12/31/2016

6,077,063

Fiscal Year ending December 31, 2016							
Common Shares	Principal Occupation	Title and Position	Title and Position	Title and Position	Percentage	Pre-Split*	
Name and Address	other than Holding Co.	with Bank Holding Co.	with Subsidiaries Sub-Names	with other Business	of Voting shares	Direct Shares Owned	Indirect
<u>5% Owners</u>							
NONE							
<u>Less than 5% Owners</u>							
<u>Directors</u>							
Belair, Daina Lincolville, ME	Business Owner	Director	Director/BHBT	Owner of Inn	0.0182%	1106	
Caras, Matthew Arrowsic, ME	Business Owner	Director	Director/BHBT	Owner	0.0827%	5,027	
Colter, David Hampden, ME	Business Executive	Director	Director/BHBT	Business Executive	0.0095%	577	20
Dudman, Martha Northeast Harbor, ME	Fundraising Consultant and Author	Director	Director/BHBT	Fundraising Consultant and Author	0.1204%	7,315	
Fernald, Lauri Mt. Desert, ME	Owner Fernald Funeral Homes	Director	Director/BHBT	Owner Fernald Funeral Homes	0.0809%	4,918	
Lewis, Clyde Sullivan, ME	Retired	Director	Director/BHBT	Retired	0.2212%	13,443	
Simard, Curtis C. Mt. Desert, ME	President and CEO	Director	Director	N/A	0.1679%	10,201	
Shea, Constance Mt. Desert, ME	Real Estate Broker	Director	Director/BHBT	Real Estate Broker	0.1368%	8,311	
Smith, Kenneth Bar Harbor, ME	Business Owner	Director	Director/BHBT	Manor House Inn	0.0946%	5,748	
Toothaker, Scott Ellsworth, ME	Vice President and CPA	Director	Director/BHBT	Melanson & Heath	0.0878%	5,338	
Woodside, David Bar Harbor, ME	Company President	Director	Director/BHBT	The Acadia Corporation	0.1363%	8,281	1,000
<u>Named Executive Officers</u>							
Simard, Curtis C. Mt. Desert, ME	President and CEO	CEO and President	CEO and President	N/A	above	above	
Iannelli, Josphine Ellsowrth, ME	Company EVP/CFO	EVP/CFO Treasurer	EVP,CFO, Treasurer and COO	N/A	0.0000%	0	
Richard B. Maltz Bar Harbor, ME	EVP Bar Harbor Bank & Trust	N/A	EVP Bar Harbor Bank & Trust	N/A	0.0213%	1,292	
Gregory Dalton Mt. Desert, ME	EVP Bar Harbor Bank & Trust	N/A	EVP Bar Harbor Bank & Trust	Part owner Bar Harbor Jam	0.1505%	9,147	
Stephen Leackfeldt** Harrington, ME	EVP Bar Harbor Bank & Trust	N/A	EVP Bar Harbor Bank & Trust	Owner State Cinemas	0.0768%	4,669	

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Bar Harbor Bankshares

No Shares

12/31/2016

6,077,063

Fiscal Year ending December 31, 2016

Other							
Joseph Pratt	President	N/A	President	N/A	0.0066%	402	
Bangor, ME	BHTS		BHTS				
			SVP				
			Bar Harbor Bank				
			& Trust				
Marcia Bender	SVP	N/A	SVP	N/A	0.0153%	928	
Seal Harbor, ME	Bar Harbor Bank		Bar Harbor Bank				
	& Trust		& Trust				
Marsha Sawyer	EVP	N/A	EVP	N/A	0.1300%	7,902	
Treton, ME	Bar Harbor Bank		Bar Harbor Bank				
	& Trust		& Trust				
						94,605	
*Three for two split declared February 7th and payable March 21st						1.56%	
**retired 3/15/2017							