

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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Supervision, Regulation and
Credit Department

4/5/17

EH 7/14/17

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, Clayton G. Deutsch

Name of the Holding Company Director and Official

Chief Executive Officer and President

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

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 1248078
C.I. _____

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

December 31, 2016

Month / Day / Year

9LC5YYBM83TLRL460X73

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

Reporter's Name, Street, and Mailing Address

Boston Private Financial Holdings, Inc.

Legal Title of Holding Company

Ten Post Office Square

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

Boston

City

MA

State

02109

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kathryn Cabral

Paralegal

Name

Title

617/912/3910

Area Code / Phone Number / Extension

617/912/4551

Area Code / FAX Number

kcabral@bostonprivate.com

E-mail Address

www.bostonprivate.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."

Boston Private Financial Holdings, Inc.

FR Y-6 2016

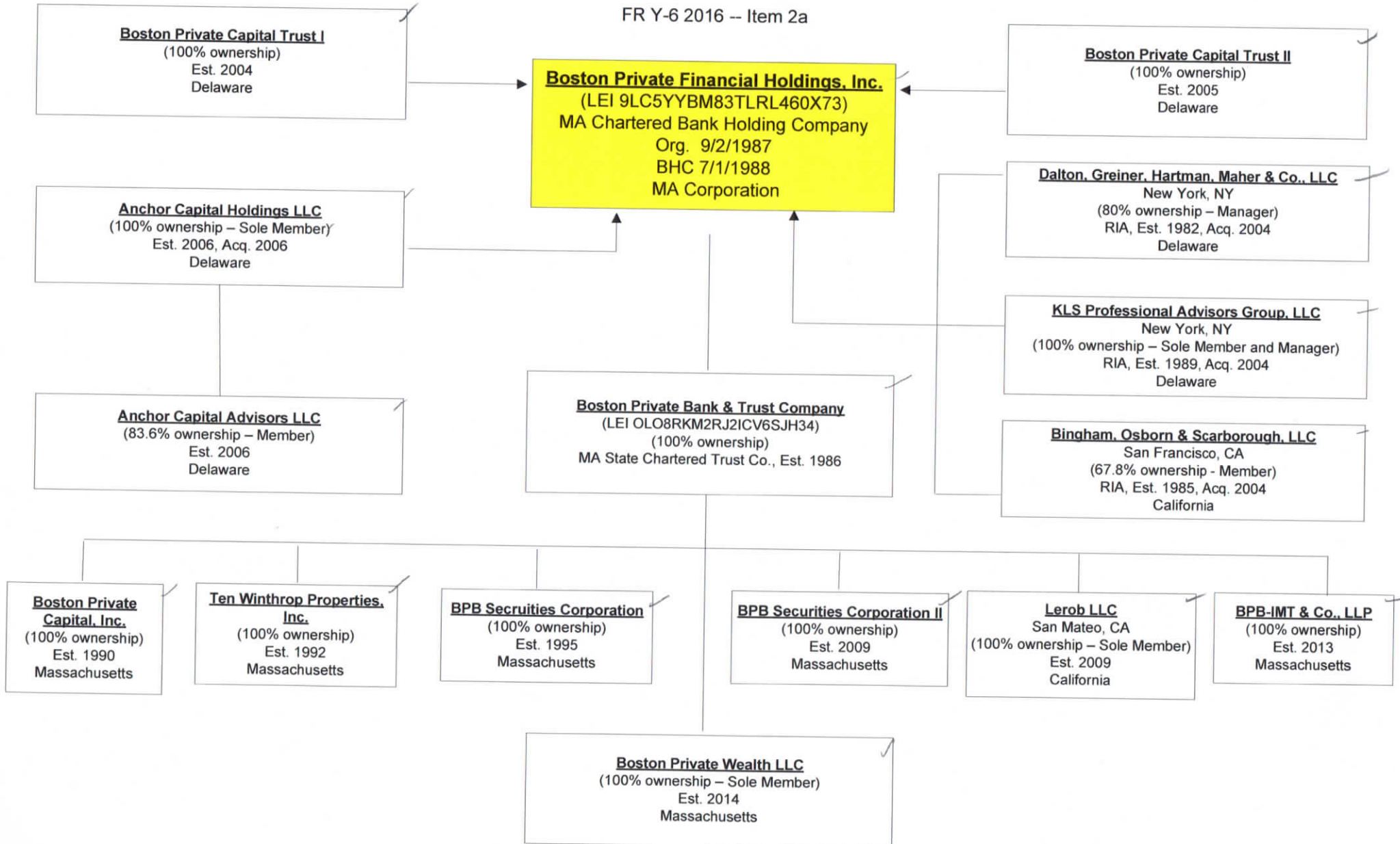
Item 2a

BOSTON PRIVATE

WEALTH ▢ TRUST ▢ PRIVATE BANKING

Legal Entity Organizational Chart

FR Y-6 2016 -- Item 2a



Unless otherwise indicated, physical address is Boston, Massachusetts.
LEI provided where applicable.
Current as of 12/31/2016

Boston Private Financial Holdings, Inc.

FR Y-6 2016

Item 2b

for your depository institution: **BOSTON PRIVATE BANK & TRUST COMPANY (ID_RSSD: 964700)**.
is held by **BOSTON PRIVATE FINANCIAL HOLDINGS, INC. (1248078)** of **BOSTON, MA**.
016. Data reflects information that was received and processed through **01/10/2017**.

ction Steps

nn of each branch row, enter one or more of the actions specified below
te in the **Effective Date** column

ion is correct, enter **'OK'** in the **Data Action** column.
mation 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.
is sold or closed, enter **'Close'** in the **Data Action** column and the sale or closure date in the **Effective Date** column.
ras never owned by this depository institution, enter **'Delete'** in the **Data Action** column.
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.

/ need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

nd a saved copy to your FRB contact. See the detailed instructions on this site for more information.
your FRB contact, put your institution name, city and state in the subject line of the e-mail.

rting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.
submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

mber, and ID_RSSD columns are for reference only. Verification of these values is not required.

Branch Service ype	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office IT
ull Service (Head Office)	964700	BOSTON PRIVATE BANK & TRUST COMPANY	TEN POST OFFICE SQUARE	BOSTON	MA	02109	SUFFOLK	UNITED STATES	17209	0	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	4893611	BEVERLY HILLS BRANCH ✓	225 NORTH BEVERLY DRIVE	BEVERLY HILLS	CA	90210	LOS ANGELES	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	3689769	BURLINGAME BRANCH ✓	1440 CHAPIN AVENUE	BURLINGAME	CA	94010	SAN MATEO	UNITED STATES	469582	14	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	193461	VENTURA BOULEVARD BRANCH ✓	16000 VENTURA BOULEVARD	ENCINO	CA	91436	LOS ANGELES	UNITED STATES	17224	19	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	3627949	LOS ALTOS BRANCH ✓	345 SOUTH SAN ANTONIO ROAD	LOS ALTOS	CA	94022	SANTA CLARA	UNITED STATES	446175	13	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	3510733	PALO ALTO BRANCH ✓	420 COWPER STREET	PALO ALTO	CA	94301	SANTA CLARA	UNITED STATES	365802	11	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	4616388	PASADENA BRANCH ✓	345 E. COLORADO BOULEVARD	PASADENA	CA	91101	LOS ANGELES	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	3510724	SAN FRANCISCO BRANCH ✓	433 CALIFORNIA STREET	SAN FRANCISCO	CA	94104	SAN FRANCISCO	UNITED STATES	429643	12	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	4616379	SAN JOSE BRANCH ✓	60 SOUTH MARKET STREET	SAN JOSE	CA	95113	SANTA CLARA	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	208169	BOVET ROAD BRANCH ✓	160 BOVET ROAD	SAN MATEO	CA	94402	SAN MATEO	UNITED STATES	16178	10	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	3579543	SANTA MONICA BROADWAY BRANCH ✓	520 BROADWAY	SANTA MONICA	CA	90401	LOS ANGELES	UNITED STATES	290664	22	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	3297128	WESTLAKE VILLAGE BRANCH ✓	971 S WESTLAKE BOULEVARD	WESTLAKE VILLAGE	CA	91361	VENTURA	UNITED STATES	365849	23	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	3770872	BEVERLY BRANCH ✓	57 ENON STREET	BEVERLY	MA	01915	ESSEX	UNITED STATES	463803	8	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	2918725	BOYLSTON STREET BRANCH ✓	500 BOYLSTON STREET	BOSTON	MA	02116	SUFFOLK	UNITED STATES	334339	2	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	4333135	PRUDENTIAL CENTER BRANCH ✓	800 BOYLSTON STREET	BOSTON	MA	02199	SUFFOLK	UNITED STATES	522161	24	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	3223640	SEAPORT BOULEVARD BRANCH ✓	157 SEAPORT BOULEVARD	BOSTON	MA	02210	SUFFOLK	UNITED STATES	425183	5	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	4292634	BROOKLINE BRANCH ✓	1295A BEACON STREET	BROOKLINE	MA	02446	NORFOLK	UNITED STATES	519095	9	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	3093218	CAMBRIDGE CENTER BRANCH ✓	265 MAIN STREET, KENDALL SQUARE	CAMBRIDGE	MA	02142	MIDDLESEX	UNITED STATES	365016	3	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	3450941	HINGHAM BRANCH ✓	7 CENTRAL STREET	HINGHAM	MA	02043	PLYMOUTH	UNITED STATES	452108	7	BOSTON PRIVATE BANK & TRUST COMPANY	
imited Service	3770881	JAMAICA PLAIN LOAN CENTER BRANCH ✓	401C CENTRE STREET	JAMAICA PLAIN	MA	02130	SUFFOLK	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	3398128	LEXINGTON BRANCH ✓	1666 MASS AVE	LEXINGTON	MA	02420	MIDDLESEX	UNITED STATES	446177	6	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	3140215	CENTRE STREET BRANCH ✓	1223 CENTRE STREET	NEWTON CENTER	MA	02459	MIDDLESEX	UNITED STATES	418998	4	BOSTON PRIVATE BANK & TRUST COMPANY	
ull Service	2686556	WELLESLEY BRANCH ✓	336 WASHINGTON STREET	WELLESLEY HILLS	MA	02481	NORFOLK	UNITED STATES	257674	1	BOSTON PRIVATE BANK & TRUST COMPANY	

Boston Private Financial Holdings, Inc.

FR Y-6 2016

Item 3

Report Item 3: Securities holders

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

Form FR Y-6

December 31, 2016

Current securities holders with ownership, control or holdings of 5% or more
with power to vote as of fiscal year ending 12-31-2016

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of each Class of Voting Securities
BlackRock Institutional Trust Company, N.A. New York, NY, USA	USA	8,972,700 / 10.79% common stock
The Vanguard Group, Inc. Malvern, PA, USA	USA	7,144,643 / 8.59% common stock
Dimensional Fund Advisors L.P. Austin, TX, USA	USA	5,389,750 / 6.48% common stock

Boston Private Financial Holdings, Inc.

FR Y-6 2016

Item 4

December 31, 2016

Report Item 4: Directors and Officers

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Business (include names of other business)	(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 partnerships) If 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)							
Mark F. Furlong Chicago, IL, USA	N/A	Director	Director/Boston Private Bank & Trust Company	Director/Kforce, Inc. Director/Antares Capital	Less than 1%	N/A	N/A
Joseph C. Guyaux Pittsburgh, PA, USA	N/A	Director	Director/Boston Private Bank & Trust Company	Director, Chairman/DQE Holdings LLC Director, Chairman/Duquesne Light Company Director, Chairman/Highmark Health Director/Highmark, Inc.	Less than 1%	N/A	N/A
Deborah Foy Kuenstner Boston, MA, USA	Chief Investment Officer/Wellesley College	Director	Director/Boston Private Bank & Trust Company	Chief Investment Officer/Wellesley College	Less than 1%	N/A	N/A
Gloria C. Larson Yarmouth Port, MA, USA	President/Bentley University	Director	Director/Boston Private Bank & Trust Company	President/Bentley University	Less than 1%	N/A	N/A
John L. Morton III Annapolis, MD, USA	Private Investor	Director	Director/Boston Private Bank & Trust Company	Commissioner/Maryland State Lottery and Gaming Control Commission Director/Barry-Wehmiller Companies Inc. Director/U.S. Naval Institute Trustee/Athletic & Scholarship Program of U.S. Naval Academy Foundation	Less than 1%	N/A	N/A
Daniel P. Nolan Loudonville, NY, USA	President and CEO/Hugh Johnson Advisors, LLC	Director	Director/Boston Private Bank & Trust Company	President and CEO/Hugh Johnson Advisors, LLC Principal/NPV Capital, LLC Director/NSC de Puerto Rico, Inc.	Less than 1%	N/A	Hugh Johnson Advisors, LLC/31% NPV Capital, LLC/100% NSC de Puerto Rico, Inc./25% Marsh Harbor Realty Holdings LLC/43.75% Fourth Avenue Partners II, LLC/52% Nashville Cats LLC/25%

Form FR Y-6

December 31, 2016

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Business (include names of other business)	(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 percentage of voting securities held)
Kimberly S. Stevenson Troutman, NC	Corporate Vice President of Intel Corporation and Chief Operating Officer for Intel's Client and Internet of Things Businesses and Systems Architecture (CISA) Group [through 2/3/2017]	Director	Director/Boston Private Bank & Trust Company	Corporate Vice President of Intel Corporation and Chief Operating Officer for Intel's Client and Internet of Things Businesses and Systems Architecture (CISA) Group [effective through 2/3/2017]	Less than 1%	N/A	N/A
Stephen M. Waters Greenwich, CT, USA	Founding and Managing Partner, Compass Partners Advisors LLP	Chairman/Director	Chairman/Boston Private Bank & Trust Company	Founding and Managing Partner/Compass Partners Advisors LLP	Less than 1%	N/A	Compass Partners Advisors LLP/70%
				Director/Valero Energy Corporation			
Donna C. Wells Portola Valley, CA, USA	Director/President and CEO/Mindflash Technologies, Inc.	Director	Director/Boston Private Bank & Trust Company	Director/President and CEO/Mindflash Technologies, Inc.	Less than 1%	N/A	N/A
Lizabeth H. Zlatkus Glastonbury, CT, USA	N/A	Director	Director/Boston Private Bank & Trust Company	Director/Computer Science Corp (CSC) Director/Indivior PC Director/Board of Legal & General Group, PLC. (FTSE) [resigned August 2016] Trustee/Connecticut Science Center Trustee Board Member/Penn State University Business School Board	Less than 1%	N/A	N/A
Margaret W. Chambers Sudbury, MA, USA	N/A	EVP/General Counsel/Corporate Secretary	Director, KLS Professional Advisors Group, LLC	N/A	Less than 1%	N/A	N/A
Clayton G. Deutsch Boston, MA, USA	N/A	Director/CEO and President	Director/Boston Private Bank & Trust Company	Director, Courageous Sailing Center	Less than 1%	N/A	N/A
			Director/Dalton, Greiner, Hartman, & Maher Co., LLC	Director, International Yacht Restoration School			
			Director/Bingham Osborn & Scarborough, LLC	Board of Overseers, Beth Israel Deaconess Medical Center			
			Director/Anchor Capital Advisors, LLC				
			Director/KLS Professional Advisors Group, LLC				
			Director/Boston Private Wealth LLC				

Form FR Y-6

December 31, 2016

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Business (include names of other business)	(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 percentage of voting securities held)
Corey A. Griffin Wellesley, MA, USA	N/A	Executive Vice President	CEO, Boston Private Wealth LLC	N/A	Less than 1%	N/A	N/A
			EVP, CEO-Wealth Management and Trust Segment				
			Director/Boston Private Bank & Trust Company				
			Director/Boston Private Wealth LLC				
			Director/Dalton, Greiner, Hartman, & Maher Co., LLC				
Martha T. Higgins Brookline, MA, USA	N/A	EVP/Chief Human Resources Officer	N/A	N/A	Less than 1%	N/A	N/A
David J. Kaye Wellesley, MA, USA	N/A	EVP /Chief Financial and Administrative Officer	Director/Anchor Capital Advisors, LLC	N/A	Less than 1%	N/A	N/A
			Director/Bingham Osborn & Scarborough, LLC				
			Director/Boston Private Bank & Trust Company				
			Director/Boston Private Wealth LLC				
W. Timothy MacDonald Portsmouth, NH, USA	N/A	EVP/Chief Risk Officer	N/A	N/A	Less than 1%	N/A	N/A
Jacqueline S. Shoback Brookline, MA, USA	N/A	EVP/Chief Client Development Officer	N/A	Director, The Harvard Shop (subsidiary of Harvard Student Agencies)	Less than 1%	N/A	N/A