An 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)); sections 6(a) and 13(a) of the Information 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.

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, Clay 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
C.I.

This report form is to be filled by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. international 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.

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

December 31, 2016
Month / Day / Year

9LC5YYMBM83TLRL460X73
Reporter's Legal Entity Identifier (LEI) (20 Character LEI Code)

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
State
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? Y/N

☐ N=No
Y=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.

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Item 2a
Boston Private Financial Holdings, Inc.  
(LEI 9LC5YYBM83TLRL460X73) 
MA Chartered Bank Holding Company  
Org. 9/2/1987  
BHC 7/1/1988  
MA Corporation

Boston Private Capital Trust I  
(100% ownership)  
Est. 2004  
Delaware

Anchor Capital Holdings LLC  
(100% ownership - Sole Member)  
Est. 2006, Acq. 2006  
Delaware

Anchor Capital Advisors LLC  
(83.6% ownership - Member)  
Est. 2006  
Delaware

Boston Private Capital Trust II  
(100% ownership)  
Est. 2005  
Delaware

Dalton, Greiner, Hartman, Maher & Co., LLC  
New York, NY  
(80% ownership - Manager)  
RIA, Est. 1982, Acq. 2004  
Delaware

KLS Professional Advisors Group, LLC  
New York, NY  
(100% ownership - Sole Member and Manager)  
RIA, Est. 1989, Acq. 2004  
Delaware

Bingham, Osborn & Scarborough, LLC  
San Francisco, CA  
(67.8% ownership - Member)  
RIA, Est. 1985, Acq. 2004  
California

BPB Securities Corporation  
(100% ownership)  
Est. 1995  
Massachusetts

BPB Securities Corporation II  
(100% ownership)  
Est. 2009  
Massachusetts

Leone LLC  
San Mateo, CA  
(100% ownership - Sole Member)  
Est. 2009  
California

BPB-IMT & Co., LLP  
(100% ownership)  
Est. 2013  
Massachusetts

Boston Private Wealth LLC  
(100% ownership - Sole Member)  
Est. 2014  
Massachusetts

Ten Winthrop Properties, Inc.  
(100% ownership)  
Est. 1992  
Massachusetts

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

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Item 2b
for your depository institution: BOSTON PRIVATE BANK & TRUST COMPANY (ID_RRSS: 964700)
is held by BOSTON PRIVATE FINANCIAL HOLDINGS, INC. (1248078) of BOSTON, MA.
036. Data reflects information that was received and processed through 01/10/2017.

**Action Steps**
- **on** each branch row, enter one or more of the actions specified below
- **in** the Effective Date column

- **ion** is correct, enter "OK" in the Data Action column.
- **mission** 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.
- **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.

*Note: The first row is not part of the table data.*

If 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.

**New 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.

**Riverhead** and, ID_RRSS columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Branch Service Type</th>
<th>ID_RRSS*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNIVERSAL*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID</th>
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<tbody>
<tr>
<td>full Service</td>
<td>964700</td>
<td>BOSTON PRIVATE BANK &amp; TRUST COMPANY (head Office)</td>
<td>TEN POST OFFICE SQUARE</td>
<td>BOSTON</td>
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<td>17209</td>
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<td>BEVERLY HILLS BRANCH</td>
<td>225 NORTH BEVERLY DRIVE</td>
<td>BEVERLY HILLS</td>
<td>CA</td>
<td>90210</td>
<td>LOS ANGELES</td>
<td>UNITED STATES</td>
<td>469713</td>
<td>0</td>
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<td>BURLINGAME BRANCH</td>
<td>1440 CHAPIN AVENUE</td>
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<td>CA</td>
<td>94010</td>
<td>SAN MATEO</td>
<td>UNITED STATES</td>
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<td>16000 VENTURA BOULEVARD</td>
<td>ENCINO</td>
<td>CA</td>
<td>91341</td>
<td>LOS ANGELES</td>
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<td>345 SOUTH SAN ANTONIO ROAD</td>
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<td>CA</td>
<td>94022</td>
<td>SANTA CLARA</td>
<td>UNITED STATES</td>
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<td>420 COWPER STREET</td>
<td>PALO ALTO</td>
<td>CA</td>
<td>94301</td>
<td>SANTA CLARA</td>
<td>UNITED STATES</td>
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<td>CA</td>
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<td>CA</td>
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<td>VENTURA</td>
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<td>57 ENON STREET</td>
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<td>01915</td>
<td>ESSEX</td>
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<td>433313</td>
<td>PRUDENTIAL CENTER BRANCH</td>
<td>800 BOYSTON STREET</td>
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<td>SEAPORT BOULEVARD BRANCH</td>
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<td>BROOKLINE BRANCH</td>
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<td>MA</td>
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<td>CAMBRIDGE CENTER BRANCH</td>
<td>265 MAIN STREET, KENDALL SQUARE</td>
<td>CAMBRIDGE</td>
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<td>Hingham Branch</td>
<td>7 CENTRAL STREET</td>
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<td>MA</td>
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<td>PLYMOUTH</td>
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<td>CENTRE STREET BRANCH</td>
<td>1223 CENTRE STREET</td>
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<td>Service</td>
<td>264805</td>
<td>WELLESLEY BRANCH</td>
<td>336 WASHINGTON STREET</td>
<td>WELLESLEY HILLS</td>
<td>MA</td>
<td>02481</td>
<td>NORFOLK</td>
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<td>264805</td>
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<td>BOSTON PRIVATE BANK &amp; TRUST COMPANY</td>
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</tr>
</tbody>
</table>
Boston Private Financial Holdings, Inc.

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Item 3
Report Item 3: Securities holders
(1)(a)(b)(c)

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

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

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Item 4
### Report Item 4: Directors and Officers

**Report Date:** December 31, 2016

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Principal Occupation</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries</th>
<th>(B) Title &amp; Position with Other Business (Include names of other businesses)</th>
<th>(C) Percentage of Voting Shares in Bank Holding Company</th>
<th>(D) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mark F. Furong</td>
<td>Chicago, IL, USA</td>
<td>Director</td>
<td>Director/Boston Private Bank &amp; Trust Company</td>
<td>Director/Kforce, Inc.</td>
<td>Less than 1%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Joseph L. Guarino</td>
<td>Pittsburgh, PA, USA</td>
<td>Director</td>
<td>Director/Boston Private Bank &amp; Trust Company</td>
<td>Director/Chairman/Equities Holdings LLC</td>
<td>Less than 1%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Deborah Frueh Kunstetter</td>
<td>Boston, MA, USA</td>
<td>Director</td>
<td>Director/Boston Private Bank &amp; Trust Company</td>
<td>Chief Investment Officer/Welliseley College</td>
<td>Less than 1%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Glenda C. Larson</td>
<td>Yarmouth Port, MA, USA</td>
<td>Director</td>
<td>Director/Boston Private Bank &amp; Trust Company</td>
<td>President/Bentley University</td>
<td>Less than 1%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>John L. Morton III</td>
<td>Bethesda, MD USA</td>
<td>Private investor</td>
<td>Director/Boston Private Bank &amp; Trust Company</td>
<td>Commissioner/Maryland State Lottery and Gaming Control Commission</td>
<td>Less than 1%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Daniel P. Nolan</td>
<td>Louisville, KY, USA</td>
<td>Director</td>
<td>Director/Boston Private Bank &amp; Trust Company</td>
<td>President and CEO/Hugh Johnson Advisors, LLC</td>
<td>Less than 1%</td>
<td>N/A</td>
<td>Hugh Johnson Advisors, N/P/V Capital, LLC/100%</td>
</tr>
</tbody>
</table>

**Note:** The table includes information on directors and officers, their principal occupations, positions with both the bank holding company and subsidiaries, and the percentage of voting shares they hold in both entities.
<table>
<thead>
<tr>
<th>(1) Names &amp; Address (City, State, Country)</th>
<th>(2) Principal Occupation if Other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Business (include names of other business)</th>
<th>(4)(a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include Names of Subsidiaries)</th>
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</thead>
<tbody>
<tr>
<td>Kimberly S. Stevenson</td>
<td>Troutman, NC</td>
<td>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</td>
<td>Director</td>
<td>Director/Boston Private Bank &amp; Trust Company</td>
<td>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</td>
<td>Less than 1%</td>
</tr>
<tr>
<td>Stephan M. Waters</td>
<td>Greenwich, CT, USA</td>
<td>Founding and Managing Partner, Compass Partners Advisors LLP</td>
<td>Chairman/Director</td>
<td>Chairman/Boston Private Bank &amp; Trust Company</td>
<td>Founding and Managing Partner/Compass Partners Advisors LLP</td>
<td>Less than 1%</td>
</tr>
<tr>
<td>Donna C. Wells</td>
<td>Portola Valley, CA, USA</td>
<td>Director/President and CEO/MindFlash Technologies, Inc.</td>
<td>Director</td>
<td>Director/Boston Private Bank &amp; Trust Company</td>
<td>Director/President and CEO/MindFlash Technologies, Inc.</td>
<td>Less than 1%</td>
</tr>
<tr>
<td>Elizabeth H. Baskus</td>
<td>Gladbrook, CT, USA</td>
<td>N/A</td>
<td>Director</td>
<td>Director/Boston Private Bank &amp; Trust Company</td>
<td>Director/Computer Science Corp (CISC) Director/Indevco PC Director/Board of Legal &amp; General Group, PLC. (FTSE) [resigned August 2016] Trustee/Connecticut Science Center Trustee Board Member/Penn State University Business School Board</td>
<td>Less than 1%</td>
</tr>
<tr>
<td>Margaret W. Chambers</td>
<td>Sudbury, MA, USA</td>
<td>N/A</td>
<td>EVP/General Counsel/Corporate Secretary</td>
<td>Director, KLS Professional Advisors Group, LLC</td>
<td>N/A</td>
<td>Less than 1%</td>
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<tr>
<td>Clayton G. Deutsch</td>
<td>Boston, MA, USA</td>
<td>N/A</td>
<td>Director/CEO and President</td>
<td>Director/Boston Private Bank &amp; Trust Company</td>
<td>Director, Courageous Sailing Center</td>
<td>Less than 1%</td>
</tr>
<tr>
<td>Name and Address</td>
<td>Principal Occupation if other than with Bank Holding Company</td>
<td>Title &amp; Position with Bank Holding Company</td>
<td>Other Business (include names of subsidiaries)</td>
<td>Percentage of Voting Shares in Subsidiaries (include Names of Companies and percentage of voting securities held)</td>
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</tr>
<tr>
<td>Corey A. Griffin, Wellesley, MA, USA</td>
<td>N/A</td>
<td>Executive Vice President</td>
<td>CEO, Boston Private Wealth LLC</td>
<td>N/A</td>
<td>Less than 1%</td>
<td>N/A</td>
</tr>
<tr>
<td>Martha M. Negone, Brookline, MA, USA</td>
<td>N/A</td>
<td>EVP/Chief Human Resources Officer</td>
<td>N/A</td>
<td>N/A</td>
<td>Less than 1%</td>
<td>N/A</td>
</tr>
<tr>
<td>David J. Kaye, Wellesley, MA, USA</td>
<td>N/A</td>
<td>EVP/Chief Financial and Administrative Officer</td>
<td>Director/Anchor Capital Advisors, LLC</td>
<td>N/A</td>
<td>Less than 1%</td>
<td>N/A</td>
</tr>
<tr>
<td>W. Timothy MessDonald, Portsmouth, NH, USA</td>
<td>N/A</td>
<td>EVP/Chief Risk Officer</td>
<td>N/A</td>
<td>N/A</td>
<td>Less than 1%</td>
<td>N/A</td>
</tr>
<tr>
<td>Jacqueline S. Shipback, Brookline, MA, USA</td>
<td>N/A</td>
<td>EVP/Chief Client Development Officer</td>
<td>Director, The Harvard Shop (subsidiary of Harvard Student Agencies)</td>
<td>N/A</td>
<td>Less than 1%</td>
<td>N/A</td>
</tr>
</tbody>
</table>