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. §§ 3109(a) and 3109(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. §§ 5301, 5365, 5412, 1850ac(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.

James A. Marcotte
Name of the Holding Company Director and Official

EVP, Treasurer and CFO
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
03/29/2017

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

RSSID ID
C.I.

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.

Date of Report (top-tier holding company's fiscal year-end):
March 29, 2017

Month / Day / Year

5493008ZK5SWNTB533
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Enterprise Bancorp, Inc.
Legal Title of Holding Company

222 Merrimack St.
Mailing Address of the Holding Company Street / P.O. Box

Lowell MA 01852
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Michael K. Sullivan
SVP, Controller

Name Title

978-656-6604
Area Code / Phone Number / Extension

978-934-8738
Area Code / FAX Number

michael.sullivan@ebtc.com
E-mail Address

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

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

☐ Yes
☐ No

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.."

Public reporting burden for this information collection is estimated to vary from 1 to 101 hours per response, with an average of 5.50 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 information, including suggestions for reducing this burden to: 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.

<table>
<thead>
<tr>
<th>N/A</th>
<th>N/A</th>
</tr>
</thead>
<tbody>
<tr>
<td>Legal Title of Subsidiary Holding Company</td>
<td>Legal Title of Subsidiary Holding Company</td>
</tr>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City</td>
<td>State</td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>Physical Location (if different from mailing address)</td>
<td>Physical Location (if different from mailing address)</td>
</tr>
</tbody>
</table>

12/2012
The Bank Holding company does prepare form 10-K for the SEC. Two copies are enclosed.

The Bank Holding Company does prepare an annual report for its shareholders. Two copies are enclosed.
<table>
<thead>
<tr>
<th>Names &amp; Address (city, state, country)</th>
<th>Principal occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with subsidiaries (include names of other businesses)</th>
<th>Percentage of voting shares in Bank Holding Company</th>
<th>Percentage of voting shares in subsidiaries (include names of other businesses)</th>
<th>List names of other companies (includes partnerships) if 20% or more of voting securities are held (list names of companies and % of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Eric W. Hanson</td>
<td>Chairman of the Board and CEO of Kien Group, LLC</td>
<td>Director, Assistant Secretary</td>
<td>Assistant Secretary of Enterprise Bank and Trust Co.</td>
<td>See (2)</td>
<td>2.57%</td>
<td>None</td>
</tr>
<tr>
<td>Holland, NH, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>Marlene P. Hoyt</td>
<td>Lynchfield, MA, USA</td>
<td>See (3)(h)</td>
<td>None</td>
<td>Executive VP, Construction Lending Director of Enterprise Bank and Trust Co.</td>
<td>See (2)</td>
<td>0.14%</td>
</tr>
<tr>
<td>Stephen J. Irish</td>
<td>Acton, MA, USA</td>
<td>See (3)(h)</td>
<td>None</td>
<td>Executive Vice President and Chief Operating Officer of Enterprise Bank and Trust Co.</td>
<td>N/A</td>
<td>0.26%</td>
</tr>
<tr>
<td>Mary Jane King</td>
<td>Nashua, NH, USA</td>
<td>President of Conway Management Company</td>
<td>Director</td>
<td>None</td>
<td>See (2)</td>
<td>0.09%</td>
</tr>
<tr>
<td>John A. Koutsos</td>
<td>Nashua, NH, USA</td>
<td>President of Abe's Shoe Stores, Inc.</td>
<td>Director</td>
<td>None</td>
<td>See (2)</td>
<td>0.24%</td>
</tr>
<tr>
<td>Steven R. Lascelle</td>
<td>Dracut, MA, USA</td>
<td>See (3)(h)</td>
<td>None</td>
<td>Executive VP, Chief Banking Officer, of Enterprise Bank and Trust Co.</td>
<td>N/A</td>
<td>0.31%</td>
</tr>
<tr>
<td>Joseph C. Lerner</td>
<td>Concord, MA, USA</td>
<td>Managing Partner of S19 Energy, LLC</td>
<td>Director</td>
<td>None</td>
<td>See (2)</td>
<td>0.23%</td>
</tr>
<tr>
<td>Richard W. Main</td>
<td>Chelmsford, MA, USA</td>
<td>See (3)(h)</td>
<td>Director, President</td>
<td>President of Enterprise Bank and Trust Co.</td>
<td>N/A</td>
<td>2.08%</td>
</tr>
<tr>
<td>James A. Marcotte</td>
<td>Londonderry, NH, USA</td>
<td>See (3)(h)</td>
<td>EVP, Treasurer and CFO</td>
<td>Executive VP, Treasurer &amp; CFO of Enterprise Bank and Trust Co.</td>
<td>N/A</td>
<td>0.36%</td>
</tr>
<tr>
<td>Dr. Jacqueline F. Moloney</td>
<td>North Chelmsford, MA, USA</td>
<td>Director</td>
<td>None</td>
<td>Treasurer of Enterprise Insurance Services, LLC</td>
<td>Set (2)</td>
<td>0.11%</td>
</tr>
<tr>
<td>North Chelmsford, MA, USA</td>
<td></td>
<td></td>
<td></td>
<td>Treasurer of Enterprise Investment Services, LLC</td>
<td>Set (2)</td>
<td>0.12%</td>
</tr>
<tr>
<td>Luis M. Pedrada</td>
<td>Hampden, NH, USA</td>
<td>Co-Founder, President and Chief Executive Officer of Acronutics, Inc.</td>
<td>Director</td>
<td>None</td>
<td>Set (2)</td>
<td>1.64%</td>
</tr>
<tr>
<td>Michael P. Patrige</td>
<td></td>
<td>Chairman, WynnComposites and Of Counsel, Martha Callina LLP</td>
<td>Director</td>
<td>Director of the following subsidiaries:</td>
<td>Set (2)</td>
<td>None</td>
</tr>
</tbody>
</table>