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APR 05 2017

FR Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
Page 1 of 2

Board of Governors of the Federal Reserve System

Supervision, Regulation and
Credit Department

Annual Report of Holding Companies—FR Y-6

ESA 5/30/2017

ETL
6/12/17

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, James W. Blake

Name of the Holding Company Director and Official

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.

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.

4973362

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

HarborOne Mutual Bancshares ✓

Legal Title of Holding Company

770 Oak Street ✓

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

Brockton

MA

02301 ✓

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Eileen Mosher ✓

Finance Reporting Manager

Name

Title

508-895-1339

Area Code / Phone Number / Extension

508-521-2470 ✓

Area Code / FAX Number

emosher@harborone.com

E-mail Address

https://www.harborone.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."

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Board of Governors of the Federal Reserve System

Supervision, Regulation and
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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 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.

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, James W. Blake

Name of the Holding Company Director and Official

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.

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 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):

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

HarborOne Mutual Bancshares

Legal Title of Holding Company

770 Oak Street

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

Brockton

MA

02301

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Eileen Mosher

Finance Reporting Manager

Name

Title

508-895-1339

Area Code / Phone Number / Extension

508-521-2470

Area Code / FAX Number

emosher@harborone.com

E-mail Address

https://www.harborone.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.

HarborOne Bancorp, Inc.

Legal Title of Subsidiary Holding Company

770 Oak Street

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

Brockton MA 02301

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)

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City State Zip Code

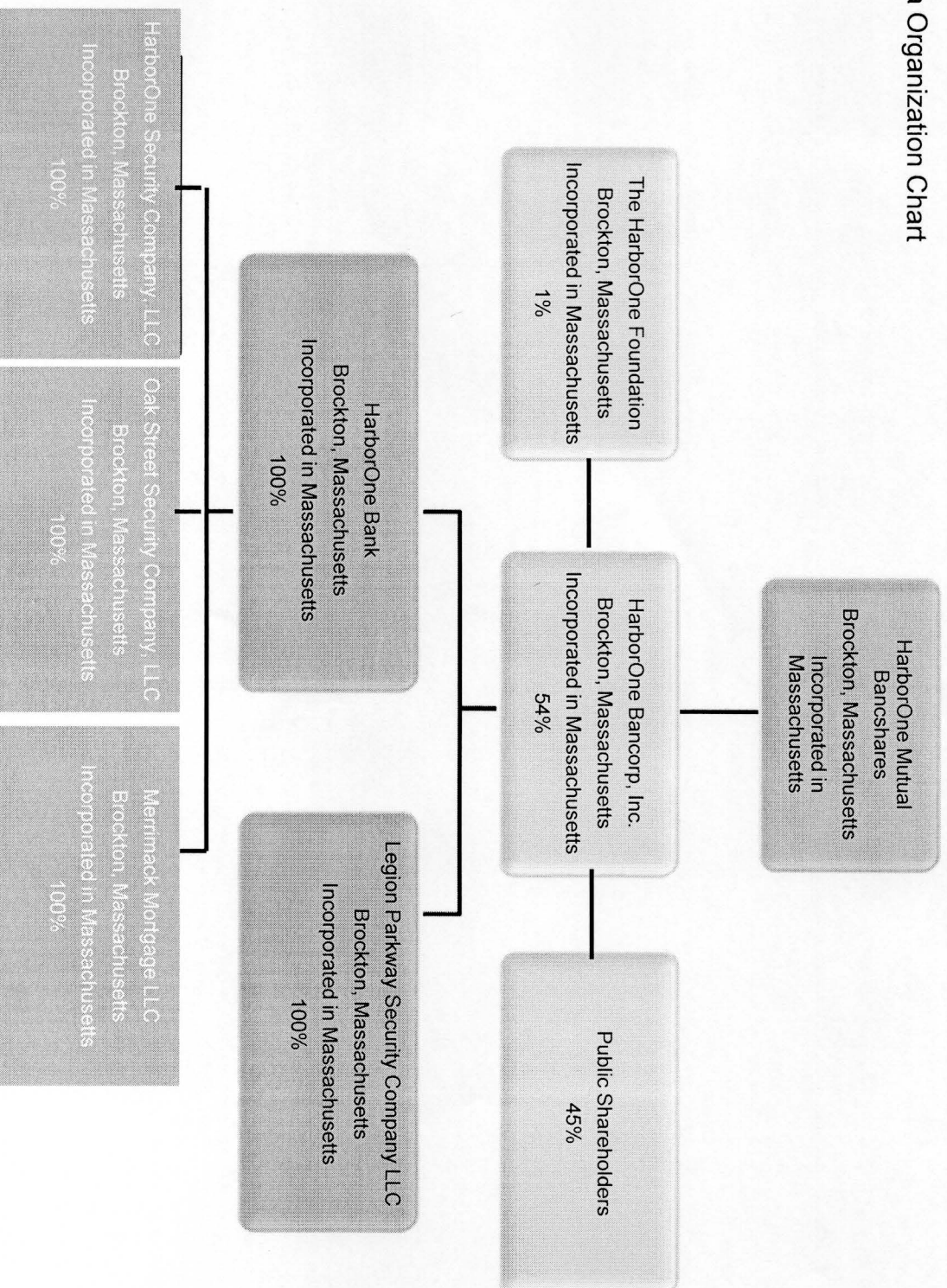
Physical Location (if different from mailing address)

FORM FR Y-6

HarborOne Mutual Bancshares Brockton, Massachusetts

Fiscal Year Ending December 31, 2016

2a Organization Chart



Results: A list of branches for your depository institution: HARBORONE BANK (ID: RSSD: 40499).
This depository institution is held by HARBORONE MUTUAL BANKSHARES (4973362) of BROCKTON, MA.
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
Change		Electronic Banking	40499	HARBORONE BANK	770 OAK STREET	BROCKTON	MA	02301	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	ef, no branch
OK		Full Service	4648240	ABINGTON BRANCH	660 BEDFORD STREET	ABINGTON	MA	02351	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648259	ATTLEBORO BRANCH	607 PLEASANT STREET	ATTLEBORO	MA	02703	BRISTOL	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4791623	SENSATA BUSINESS CENTER BRANCH	529 PLEASANT STREET	ATTLEBORO	MA	02703	BRISTOL	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648271	BRIDGEWATER BRANCH	295 BEDFORD STREET	BRIDGEWATER	MA	02324	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648286	BROCKTON BELMONT STREET BRANCH	443 BELMONT STREET	BROCKTON	MA	02301	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4791632	BROCKTON HIGH BRANCH	470 FOREST AVENUE	BROCKTON	MA	02301	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648295	BROCKTON LEGION PARKWAY BRANCH	68 LEGION PARKWAY	BROCKTON	MA	02301	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648307	BROCKTON MAIN STREET BRANCH	1601 MAIN STREET	BROCKTON	MA	02301	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648316	BROCKTON NORTH MAIN STREET BRANCH	820 NORTH MAIN STREET	BROCKTON	MA	02301	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648343	CANTON BRANCH	95 WASHINGTON STREET	CANTON	MA	02021	NORFOLK	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648325	EASTON BRANCH	422 COUNDRY STREET	EASTON	MA	02356	BRISTOL	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648352	MAANSFIELD BRANCH	131 CORP LAND DRIVE	MAANSFIELD	MA	02048	BRISTOL	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648389	MIDDLEBOROUGH BRANCH	68 EAST GROVE STREET	MIDDLEBOROUGH	MA	02346	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648361	PLYMOUTH BRANCH	43 COMMENCE WAY	PLYMOUTH	MA	02360	PLYMOUTH	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648398	RANDOLPH BRANCH	ONE CREDIT UNION WAY	RANDOLPH	MA	02368	NORFOLK	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	
OK		Full Service	4648370	RAYNHAM BRANCH	500 SOUTH STREET WEST	RAYNHAM	MA	02767	BRISTOL	UNITED STATES	Not Required	Not Required	HARBORONE BANK	40499	

Form FR Y-6
HarborOne Mutual Bancshares
Fiscal Year Ending December 31, 2016

Report Item 3: Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2017				Securities holders not listed in 3(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 12-31-2017			
(1)(a) Name City, State Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities		
N/A	N/A	N/A	N/A	N/A	N/A		

Form FR Y-6
HarborOne Bancorp, Inc.
Fiscal Year Ending December 31, 2016

Report Item 3: Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2017			Securities holders not listed in 3(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 12-31-2017		
(1)(a) Name City, State Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
HarborOne Mutual Bancshares Brockton, MA, USA	USA	17,281,034 - 53.8% Common Stock	N/A	N/A	N/A

Report Item 4: Insiders

Form FR-Y-6
HarborOne Mutual Bancshares
Fiscal Year Ending December 31, 2016

(1) Name City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title or Position with Holding Company	(3)(b) Title or Position with subsidiaries of holding company (include names of subsidiaries)	(3)(c) Title or Position with Other Companies if a Director, Trustee, Partner, or Executive Officer (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries of holding company (include names of subsidiaries)	(4)(c) List names of other companies if 25% or more of voting securities are held(List names of companies and percentage of voting securities held)
Joseph F. Barry East Harwich, MA, USA	Retired	Trustee	Director (HarborOne Bancorp, Inc. and HarborOne Bank)	N/A	0	0	N/A
James W. Blake South Easton, MA, USA	N/A	President, Chief Executive Officer, Clerk, and Trustee	President, Chief Executive Officer, Clerk, and Director(HarborOne Bancorp, Inc. and HarborOne Bank); President and CEO (Legion Parkway Security Company LLC & HarborOne Security Company, LLC & Oak Street Security Company, LLC); Director (Merrimack Mortgage LLC)	Director of Connecticut Online Computer Center	0	0	N/A
Joseph F. Casey Hingham, MA, USA	N/A	Executive Vice President, Chief Operating Officer, Chief Financial Officer, and Treasurer	Executive Vice President, Chief Operating Officer, Chief Financial Officer, and Treasurer (HarborOne Bancorp, Inc. and HarborOne Bank); CFO and Treasurer (Legion Parkway Security Company LLC & HarborOne Security Company, LLC & Oak Street Security Company, LLC); Director (Merrimack Mortgage LLC)	Director of Old Colony YMCA, Director of Metro South Chamber of Commerce	0	0	N/A
David P. Frenette North Easton, MA, USA	Attorney	Trustee	Director (HarborOne Bancorp, Inc. and HarborOne Bank)	Owner, Frenette and Associates, P.C.; Trustee of Signature Healthcare Brockton Hospital; Director of Old Colony YMCA	0	0	Frenette and Associates, P.C. (100%)
Gordon Iezard Brockton, MA, USA	Retired	Trustee	Director (HarborOne Bancorp, Inc. and HarborOne Bank)	N/A	0	0	N/A
Edward F. Kent Brockton, MA, USA	Retired	Trustee	Director (HarborOne Bancorp, Inc. and HarborOne Bank)	N/A	0	0	N/A
Barry R. Koretz Boston, MA, USA	President, Architecture and Design Firm	Trustee	Director (HarborOne Bancorp, Inc. and HarborOne Bank)	President of BKA Architects, Inc.; Director of Brockton Boys and Girls Club	0	0	142 Crescent St. Realty Trust(100%)
Timothy R. Lynch Kingston, MA, USA	Chief Medical Officer	Trustee	Chairman of the Board (HarborOne Bancorp, Inc. and HarborOne Bank)	Chief Medical Officer of South Shore Physician Ambulatory Enterprise; Director of Health Provider Services Organization	0	0	N/A
Wallace H. Peckham, III Bridgewater, MA, USA	Retired	Trustee	Director (HarborOne Bancorp, Inc. and HarborOne Bank)	Trustee of Signature Healthcare Brockton Hospital	0	0	N/A
Michael J. Sullivan Abington, MA, USA	Partner, Law Firm	Trustee	Director (HarborOne Bancorp, Inc. and HarborOne Bank)	Partner of Ashcroft Law Firm, LLC; Director of Signature Healthcare; Director of Old Colony YMCA	0	0	N/A

Report Item 4: Insiders

Form FR-Y-6
HarborOne Bancorp, Inc.
Fiscal Year Ending December 31, 2016

(1) Name City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title or Position with Holding Company	(3)(b) Title or Position with subsidiaries of holding company (include names of subsidiaries)	(3)(c) Title or Position with Other Companies if a Director, Trustee, Partner, or Executive Officer (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries of holding company (include names of subsidiaries)	(4)(c) List names of other companies if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Joseph F. Barry East Hanwich, MA, USA	Retired	Director	Director (HarborOne Bank)	N/A	0	0	N/A
James W. Blake South Easton, MA, USA	N/A	President, Chief Executive Officer, Clerk, and Director	President, Chief Executive Officer, Clerk, and Director (HarborOne Bank); President and CEO (Legion Parkway Security Company LLC & HarborOne Security Company, LLC & Oak Street Security Company, LLC); Director (Merrimack Mortgage LLC)	Director of Connecticut Online Computer Center	0	0	N/A
Joseph F. Casey Hingham, MA, USA	N/A	Executive Vice President, Chief Operating Officer, Chief Financial Officer, and Treasurer	Executive Vice President, Chief Operating Officer, Chief Financial Officer, and Treasurer (HarborOne Bank); CFO and Treasurer (Legion Parkway Security Company LLC & HarborOne Security Company, LLC & Oak Street Security Company, LLC); Director (Merrimack Mortgage LLC)	Director of Old Colony YMCA; Director of Metro South Chamber of Commerce	0	0	N/A
David P. Frenette North Easton, MA, USA	Attorney	Director	Director (HarborOne Bank)	Owner, Frenette and Associates, P.C.; Trustee of Signature Healthcare Brockton Hospital; Director of Old Colony YMCA	0	0	Frenette and Associates, P.C. (100%)
Gordon Jezard Brockton, MA, USA	Retired	Director	Director (HarborOne Bank)	N/A	0	0	N/A
Edward F. Kent Brockton, MA, USA	Retired	Director	Director (HarborOne Bank)	N/A	0	0	N/A
Barry R. Koretz Boston, MA, USA	President, Architecture and Design Firm	Director	Director (HarborOne Bank)	President of BKA Architects, Inc.; Director of Brockton Boys and Girls Club	0	0	142 Crescent St. Realty Trust (100%)
Timothy R. Lynch Kingston, MA, USA	Chief Medical Officer	Chairman of the Board	Chairman of the Board (HarborOne Bank)	Chief Medical Officer of South Shore Physician Ambulatory Enterprise; Director of Health Provider Services Organization	0	0	N/A
Wallace H. Peckham, III Bridgewater, MA, USA	Retired	Director	Director (HarborOne Bank)	Trustee of Signature Healthcare Brockton Hospital	0	0	N/A
Michael J. Sullivan Abington, MA, USA	Partner, Law Firm	Director	Director (HarborOne Bank)	Partner of Ashcroft Law Firm, LLC; Director of Signature Healthcare; Director of Old Colony YMCA	0	0	N/A
HarborOne Mutual Bancshares Brockton, MA, USA	Principal Securities Holder	N/A	N/A	N/A	53.80%	0	N/A