

RECEIVED

MAR 29 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

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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

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

December 31, 2016

Month / Day / Year

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

Reporter's Name, Street, and Mailing Address

Middlesex Bancorp, MHC

Legal Title of Holding Company

6 Main Street

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

Natick MA 01760
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Gina Mazzaro Vice President

508-315-5313

Area Code / Phone Number / Extension

508-651-3359

Area Code / FAX Number

gmazzaro@middlesexbank.com

E-mail Address

www.middlesexbank.com

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

I, Michael G. McAuliffe

Name of the Holding Company Director and Official

Chairman and CEO

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.

Michael G. McAuliffe

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

RSSD ID 3932072
C.I.

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

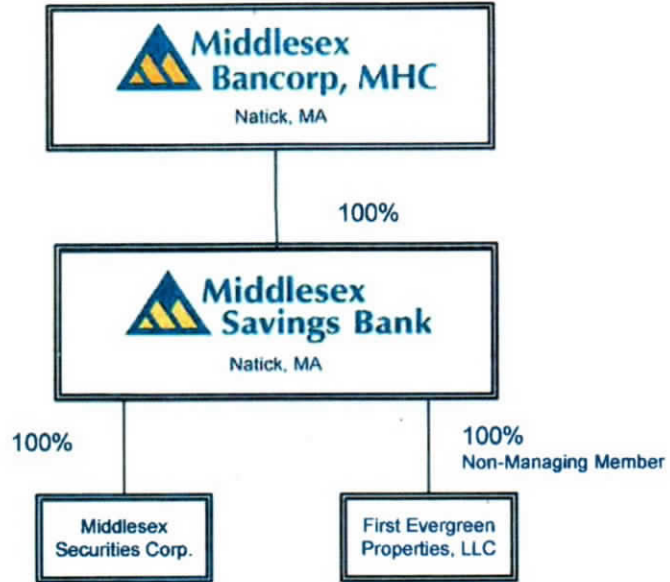
Form FR Y-6

Middlesex Bancorp, MHC
Natick, Massachusetts
Fiscal Year Ending December 31, 2016

Report Item

1. The Bank Holding Company annual Report.
- 2.a. Organization Chart is included.
- 2.b. Domestic Branch Listing is included.
3. Securities Holders - N/A
4. Insider report is included.

Form FR Y-6
Middlesex Bancorp, MHC
Natick, Massachusetts
Fiscal Year Ending December 31, 2016



State of Incorporation is the State of Massachusetts unless otherwise noted
LEI for Middlesex Savings Bank is VMDPCBOQ43W3PZTYZL93
LEI is not applicable for other entities

Form FR Y-4
Middlesex Bancorp. MHC
Fiscal Year Ending December 31, 2016

Report Item 4: Insiders
(1), (2), (3)(a,b,c), and (4)(a,b,c)

(1) Name, 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 Businesses (include names of other businesses)	(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 (include partnerships if 25% or more of voting securities are held. (list names of companies and percentage of voting securities held)
Patric M. Burke Natick, MA	Developer Real Estate Broker	Trustee	Director Middlesex Savings Bank	President B&B Land Corp Walnut Hill Management Corp	N/A	N/A	B&B Land Corp 50% Walnut Hill Management Corp 50%
Robert E. Carr Concord, MA	Retired	Trustee	Director Middlesex Savings Bank	N/A	N/A	N/A	N/A
Arthur J. Chaves Natick, MA	Accountant	Trustee	Director Middlesex Savings Bank	Treasurer/COO Coan, Inc.	N/A	N/A	N/A
Joan M. Craig West Chatham, MA	Retired	Trustee	Director Middlesex Savings Bank	N/A	N/A	N/A	N/A
Arthur B. Fair III Natick, MA	Insurance Agent	Trustee	Director Middlesex Savings Bank	President Fair & Yeager Insurance Agency, Inc.	N/A	N/A	Fair & Yeager Insurance Agency 100%
George F. Fiske, Jr. Sherborn, MA	Financial Services	Trustee	Director Middlesex Savings Bank	President Fiske Capital Mgmt.	N/A	N/A	Bogastow Farm LLC 100% Fiske Investment Co 100% Fiske Capital Management, Inc 100%
Carolyn Hatch Flood Concord, MA	Manager	Trustee	Director Middlesex Savings Bank	Mass Audubon Durrin Farm Middle Sanctuary	N/A	N/A	N/A
Donna M. Gallo Natick, MA	Professor	Trustee	N/A	Clark University	N/A	N/A	N/A
Paul J. Geary, Jr. Natick, MA	CPA	Trustee	Director Middlesex Savings Bank	Partner Patterson & Gerry, CPAs LLC.	N/A	N/A	N/A
Anisia Gifford Medfield, MA	Interior Designer Real Estate Sales	Trustee	Director Middlesex Savings Bank	Owner Anisia Gifford Interiors Realtor Hammond Real Estate	N/A	N/A	Anisia Gifford Interiors 100%
Janice P. Guy * Forsborough, MA	Software Engineering	Trustee	N/A	President & CEO P31, Inc.	N/A	N/A	N/A
John R. Heerwagen Sudbury, MA	Retired	Trustee	N/A	N/A	N/A	N/A	N/A
Kenneth C. A. Isaacs Lincoln, MA	Investment Advisor	Trustee	Director Middlesex Savings Bank	Investment Advisor Massachusetts Finance Group	N/A	N/A	N/A
William W. Jackson Lexington, MA	Real Estate & Property Management	Trustee	N/A	President William Jackson Associates	N/A	N/A	N/A
Kelly A. Kuber Medway, MA	Food Broker	Trustee	N/A	Director of Customer Svc. & Administration Old Colony Foods, Inc.	N/A	N/A	N/A
Brian D. Lanigan Concord, MA	Retired	Trustee	Director Middlesex Savings Bank	N/A	N/A	N/A	N/A
Michael G. McAuliffe Frammingham, MA	N/A	Chairman, President & CEO	Chairman, President & CEO Middlesex Savings Bank	N/A	N/A	N/A	N/A
Richard J. Napoli Aston, MA	Socially Foods & Farmers Market	Trustee	N/A	Owner/Treasurer Ishwild Farm, Inc	N/A	N/A	N/A

(1) Name, 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 Businesses (include names of other businesses)	(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 (include partnerships) if 25% or more of voting securities are held. List names of companies and percentage of voting securities held
Richard M. Presb Subbury, MA	Real Estate Advisor	Trustee	Director Middlesex Savings Bank	President Chapel Partners, Inc	N/A	N/A	Domus, LLC 100% 180 Lincoln Road LLC 100% 65 Commonwealth Ave LLC 100% 168 Ayr Road LLC 100% Stonehouse Nominee Trust 100% 7 Mill Street LLC 100%
Lauren Siller Rikleen Wayland, MA	Attorney	Trustee	N/A	Executive Director - Rikleen Institute for Strategic Leadership Visiting Scholar at Boston College Center for Work and Family	N/A	N/A	Rikleen Institute 100%
Ian E. Rubin Wayland, MA	Consultant	Trustee	N/A	ACI Worldwide, Inc.	N/A	N/A	N/A
Betty C. Scott Natick, MA	Certified Priture Framer	Trustee	Director Middlesex Savings Bank	Owner: The Frame Shop & Gallery	N/A	N/A	The Frame Shop & Gallery 100%
Sean F. Burke Townsend, MA	N/A	Executive Vice President Chief Technology Officer	Executive Vice President Chief Technology Officer Middlesex Savings Bank	N/A	N/A	N/A	N/A
Karen M. Curtis ** Frammingham, MA	N/A	Executive Vice President & Chief Human Resources Officer	Executive Vice President & Chief Human Resources Officer Middlesex Savings Bank	N/A	N/A	N/A	N/A
Dana Neshe Frammingham, MA	N/A	Executive Vice President Chief Community Banking Officer	Executive Vice President Chief Community Banking Officer Middlesex Savings Bank	N/A	N/A	N/A	N/A
Brian D. Stewart Watpole, MA	N/A	Executive Vice President Chief Investment Officer	Executive Vice President Chief Investment Officer Middlesex Savings Bank	N/A	N/A	N/A	N/A
Thomas F. Farley, Jr Acton, MA	N/A	Executive Vice President Chief Commercial Lending Officer	Executive Vice President Chief Commercial Lending Officer Middlesex Savings Bank	N/A	N/A	N/A	N/A
Jon Auger Grafton, MA	N/A	Executive Vice President Chief Retail Lending Officer	Executive Vice President Chief Retail Lending Officer Middlesex Savings Bank	N/A	N/A	N/A	N/A
Ian D. Hecker Wayland, MA	N/A	Senior Vice President & Bank Counsel	Senior Vice President & Bank Counsel Middlesex Savings Bank	N/A	N/A	N/A	N/A
Michael J. O'Riordan Franklin, MA	N/A	Senior Vice President Senior Credit Officer	Senior Vice President Senior Credit Officer Middlesex Savings Bank	N/A	N/A	N/A	N/A
Michael Sullivan North Attleboro, MA	N/A	Senior Vice President Director of Internal Audit	Senior Vice President Director of Internal Audit Middlesex Savings Bank	N/A	N/A	N/A	N/A

* Janice Giv resigned her position with the Bancorp on 3/5/2017
 ** Karen Curtis is retiring on 3/31/2017