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FR Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
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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)); 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, Charles A. Walker

Name of the Holding Company Director and Official

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.

Charles A. Walker

Signature of Holding Company Director and Official

3/30/17

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 4933320
C.I. _____

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

Pentucket Bank Holdings, MHC

Legal Title of Holding Company

One Merrimack Street

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

Haverhill

MA

01830

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

David A. Bennett

SVP/CFO

Name

Title

978-556-5426

Area Code / Phone Number / Extension

978-945-0785

Area Code / FAX Number

dbennett@pentucketbank.com

E-mail Address

www.pentucketbank.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."

Public reporting burden for this information collection is estimated to vary from 1.3 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 Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

DMF 5/16/17

12/2016

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.

Pentucket Bancorp, Inc.

Legal Title of Subsidiary Holding Company

One Merrimack Street

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

Haverhill

MA

01830

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

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

City

State

Zip Code

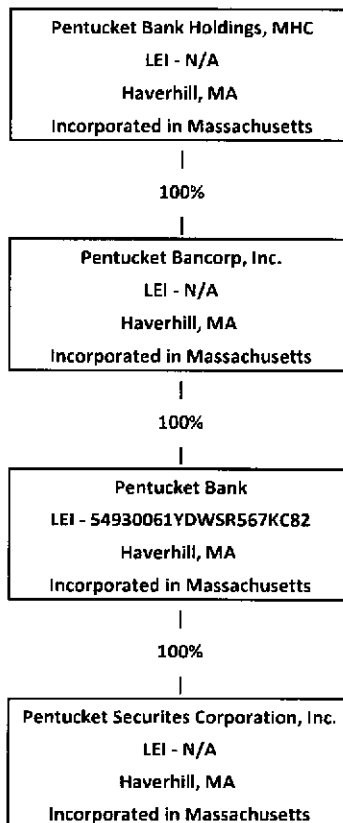
Physical Location (if different from mailing address)

Form FR Y-6
Pentucket Bank Holdings, MHC
Haverhill, Massachusetts
Fiscal Year Ending December 31, 2016

Report Items:

1: The mutual holding company is not publicly owned and is therefore not registered with the SEC. Audited financial statement are prepared and will be submitted under separate cover.

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank.

Results: A list of branches for your depository institution: **PENTUCKET BANK (ID_RSSD: 635907)**.
This depository institution is held by **PENTUCKET BANK HOLDINGS, MHC (4933320) of HAVERHILL, 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
		Full Service (Head Office)	635907	PENTUCKET BANK	1 MERRIMACK ST	HAVERHILL	MA	01830	ESSEX	UNITED STATES	17799	0	PENTUCKET BANK	635907	
		Full Service	668008	LOWELL AVENUE BRANCH	395 LOWELL AVE	HAVERHILL	MA	01832	ESSEX	UNITED STATES	291173	2	PENTUCKET BANK	635907	
		Full Service	1219180	STADIUM BRANCH	120 LINCOLN AVENUE	HAVERHILL	MA	01830	ESSEX	UNITED STATES	291174	3	PENTUCKET BANK	635907	
Add	11/12/2014	Full Service		NORTH ANDOVER	1065 OSGOOD ST	NORTH ANDOVER	MA	01845	ESSEX	UNITED STATES	567750	8	PENTUCKET BANK	635907	
		Full Service	3485653	HAMPSTEAD COMMONS BRANCH	201 ROUTE 111	HAMPSTEAD	NH	03841	ROCKINGHAM	UNITED STATES	455428	6	PENTUCKET BANK	635907	
		Full Service	3616327	SALEM BRANCH	234 NORTH BROADWAY	SALEM	NH	03079	ROCKINGHAM	UNITED STATES	457523	7	PENTUCKET BANK	635907	

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

Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(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			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 12/31/2016		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(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 - Second Tiered Holding Company of MHC

N/A - Second Tiered Holding Company of MHC

Form FR Y-6
Pentucket Bank Holdings, 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 Holding Company	(3)(a) Title & Position with 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 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 securi- ties are held (List names of companies and percentage of voting securities held)
Terrence A. Beaton Haverhill, MA, USA	Investment Advisory Services Owner	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank Pentucket Securities Corporation	President Beaton Management Co. Sole Member Summer St. Management	N/A	N/A	Beaton Management Co. 100% Summer St. Management 100%
Peter A. Carbone Bradford, MA, USA	Cleaning Services Owner	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	President EZ Way Cleaners, Inc.	N/A	N/A	EZ Way Cleaners 50%
Joseph A. Cleary Haverhill, MA, USA	Attorney	Trustee	Director/Clerk Pentucket Bancorp, Inc. Pentucket Bank Director/Secretary Pentucket Securities Corporation	Trustee/Beneficiary CW Realty Trust			CW Realty Trust 50%
Scott D. Cote, Sr. Windham, NH, USA	Trustee/Chairman of the Board and Chief Executive Officer	Trustee of the Board and Chief Executive Officer	Director/Chairman of the Board and CEO Pentucket Bancorp, Inc. Pentucket Bank President Pentucket Securities Corporation	N/A	N/A	N/A	N/A
Jefferson W. Davis Bradford, MA, USA	Realtor	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A
Thomas Desmet Wells, ME, USA	Information Technology Infrastructure Solutions Company Owner	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	President & CEO Mosaic Technology Corp.	N/A	N/A	Mosaic Technology Corp. 100%
E. Lynn Garner Haverhill, MA, USA	Retired	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A
William J. Klueber Bradford, MA, USA	Retired	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank Pentucket Securities Corporation	Executive Committee Member Penacook Nursing Home Trustee, Assistant Treasurer Haverhill Public Library	N/A	N/A	N/A N/A N/A

Form FR Y-6
Pentucket Bank Holdings, 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 Holding Company	(3)(a) Title & Position with 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 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 securi- ties are held (List names of companies and percentage of percentage of voting securities held)
George E. McGregor Haverhill, MA, USA	Retired	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank Pentucket Securities Corporation	Retired/Co-owner James Page Insurance Agency Inc.	N/A	N/A	James Page Insurance Agency Inc. 50%
Ronald J. Pollina Haverhill, MA, USA	Retired	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A
Elizabeth Rogers Ward Hill, MA, USA	Self Employed	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	Co-owner Rogers Spring Hill Farm Co-owner Rogers Spring Hill Garden Center Co-owner Vista Farms	N/A	N/A	Rogers Spring Hill Farm 50% Rogers Spring Hill Garden Center 50% Vista Farms 25%
Timothy J. Schiavoni Haverhill, MA, USA	Attorney	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	Partner/Member Sheehan, Schiavoni, Jutras and Magliocchetti, LLP	N/A	N/A	Sheehan, Schiavoni, Jutras and Magliocchetti, LLP 25%
Kendall C. Smith Kingston, NH, USA	Retired	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A
Charles A. Walker E. Kingston, NH, USA		Trustee/President and Chief Credit Officer	Director/President and Chief Credit Officer Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A
Theodore Xenakis Haverhill, MA, USA	Attorney	Trustee	Director Pentucket Bancorp, Inc. Pentucket Bank	Owner Xenakis Law Office	N/A	N/A	Xenakis Law Office 100%
David A. Bennett Chester, NH, USA		Senior Vice President, CFO and Treasurer	Senior Vice President, CFO and Treasurer Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A

Form FR Y-6
Pentucket Bank Holdings, 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 Holding Company	(3)(a) Title & Position with 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 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 securi- ties are held (List names of companies and percentage of voting securities held)
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Treasurer

Pentucket Securities Corporation

Diane L. Galvin Bradford, MA, USA		Executive Vice President, Chief Operating Officer and Assistant Clerk	Executive Vice President, Chief Operating Officer and Assistant Clerk Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A
Gregory J. Shaw Hooksett, NH, USA		First Senior Vice President and Chief Risk Officer	First Senior Vice President and Chief Risk Officer Pentucket Bancorp, Inc. Pentucket Bank	N/A	N/A	N/A	N/A

Form FR Y-6
Pentucket Bancorp, Inc.
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 Holding Company	(3)(a) Title & Position with 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 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 securi- ties are held (List names of companies and percentage of voting securities held)
Terrence A. Beaton Haverhill, MA, USA	Investment Advisory Services Owner	Director	Director Pentucket Bank Pentucket Securities Corporation	President Beaton Management Co. Sole Member Summer St. Management	N/A	N/A	Beaton Management Co. 100% Summer St. Management 100%
Peter A. Carbone Bradford, MA, USA	Cleaning Services Owner	Director	Director Pentucket Bank	President EZ Way Cleaners, Inc.	N/A	N/A	EZ Way Cleaners 50%
Joseph A. Cleary Haverhill, MA, USA	Attorney	Director	Director/Clerk Pentucket Bank Director/Secretary Pentucket Securities Corporation	Trustee/Beneficiary CW Realty Trust			CW Realty Trust 50%
Scott D. Cote, Sr. Windham, NH, USA		Director/Chairman of the Board and Chief Executive Officer	Director/Chairman of the Board and CEO Pentucket Bank President Pentucket Securities Corporation	N/A	N/A	N/A	N/A
Jefferson W. Davis Bradford, MA, USA	Realtor	Director	Director Pentucket Bank	N/A	N/A	N/A	N/A
Thomas Desmet Wells, ME, USA	Information Technology Infrastructure Solutions Company Owner	Director	Director Pentucket Bank	President & CEO Mosaic Technology Corp.	N/A	N/A	Mosaic Technology Corp. 100%
E. Lynn Garner Haverhill, MA, USA	Retired	Director	Director Pentucket Bank	N/A	N/A	N/A	N/A
William J. Klueber Bradford, MA, USA	Retired	Director	Director Pentucket Bank Pentucket Securities Corporation	Executive Committee Member Penacook Nursing Home Trustee, Assistant Treasurer Haverhill Public Library	N/A	N/A	N/A
George E. McGregor Haverhill, MA, USA	Retired	Director	Director Pentucket Bank Pentucket Securities Corporation	Retired/Co-owner James Page Insurance Agency Inc.	N/A	N/A	James Page Insurance Agency Inc. 50%

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

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

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Ronald J. Pollina Haverhill, MA, USA	Retired	Director	Director Pentucket Bank	N/A	N/A	N/A	N/A
Elizabeth Rogers Ward Hill, MA, USA	Self Employed	Director	Director Pentucket Bank	Co-owner Rogers Spring Hill Farm	N/A	N/A	Rogers Spring Hill Farm 50%
				Co-owner Rogers Spring Hill Garden Center			Rogers Spring Hill Garden Center 50%
				Co-owner Vista Farms			Vista Farms 25%
Timothy J. Schiavoni Haverhill, MA, USA	Attorney	Director	Director Pentucket Bank	Partner/Member Sheehan, Schiavoni, Jutras and Magliocchetti, LLP	N/A	N/A	Sheehan, Schiavoni, Jutras and Magliocchetti, LLP 25%
Kendall C. Smith Kingston, NH, USA	Retired	Director	Director Pentucket Bank	N/A	N/A	N/A	N/A
Charles A. Walker E. Kingston, NH, USA	Director/President and Chief Credit Officer	Director/President and Chief Credit Officer	Director/President and Chief Credit Officer Pentucket Bank	N/A	N/A	N/A	N/A
Theodore Xenakis Haverhill, MA, USA	Attorney	Director	Director Pentucket Bank	Owner Xenakis Law Office	N/A	N/A	Xenakis Law Office 100%
David A. Bennett Chester, NH, USA	Senior Vice President, CFO and Treasurer	Senior Vice President, CFO and Treasurer	Senior Vice President, CFO and Treasurer Pentucket Bank Treasurer Pentucket Securities Corporation	N/A	N/A	N/A	N/A
Diane L. Galvin Bradford, MA, USA	Executive Vice President, Chief Operating Officer and Assistant Clerk	Executive Vice President, Chief Operating Officer and Assistant Clerk	Executive Vice President, Chief Operating Officer and Assistant Clerk Pentucket Bank	N/A	N/A	N/A	N/A
Gregory J. Shaw Hooksett, NH, USA	First Senior Vice President and Chief Risk Officer	First Senior Vice President and Chief Risk Officer	First Senior Vice President and Chief Risk Officer Pentucket Bank	N/A	N/A	N/A	N/A