

MAR 22 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)); 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, David P. Mansfield

Name of the Holding Company Director and Official

President & 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.

Signature of Holding Company Director and Official

03/17/2017

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

2838159

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

Provident Bancorp

Legal Title of Holding Company

5 Market Street, PO Box 37

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

Amesbury

City

MA

State

01913

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Denise GallantController

Name

Title

978-834-8535

Area Code / Phone Number / Extension

978-378-1235

Area Code / FAX Number

dgallant@theprovidentbank.com

E-mail Address

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."

AME 5/1/17

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.

Provident Bancorp, Inc.

Legal Title of Subsidiary Holding Company

5 Market Street, PO Box 37

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

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FORM FR Y-6

**PROVIDENT BANCORP
AMESBURY, MASSACHUSETTS**

FISCAL YEAR ENDING DECEMBER 31, 2016

REPORT ITEM

1a. The Provident Bancorp is not required to prepare form 10K with the SEC.

1b. The Provident Bancorp does not prepare an annual report for shareholders.

2a. Organizational Chart – None of the organizations have an LEI



2b. List of Offices – submitted early via email on 2/21/17

Results: A list of branches for your depository institution: PROVIDENT BANK, THE (ID: RSSD: 375502).

This depository institution is held by PROVIDENT BANCORP (2838159) of AMESBURY, 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)	✓ 375502	PROVIDENT BANK, THE	5 MARKET STREET	AMESBURY	MA	01913	ESSEX	UNITED STATES	17736	0	PROVIDENT BANK, THE	375502	
		Full Service	✓ 1357644	BARTLETT'S CORNER BR	1 HAVERHILL RD	AMESBURY	MA	01913	ESSEX	UNITED STATES	290952	1	PROVIDENT BANK, THE	375502	
		Full Service	✓ 3142871	STOREY AVENUE BRANCH	66 STOREY AVENUE	NEWBURYPORT	MA	01950	ESSEX	UNITED STATES	418694	4	PROVIDENT BANK, THE	375502	
		Full Service	✓ 4978527	BEDFORD BRANCH	121 SOUTH RIVER ROAD	BEDFORD	NH	03110	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	PROVIDENT BANK, THE	375502	
		Full Service	✓ 3943283	EXETER BRANCH	95 PORTSMOUTH AVE	EXETER	NH	03833	ROCKINGHAM	UNITED STATES	483410	9	PROVIDENT BANK, THE	375502	
		Full Service	✓ 4096355	HAMPTON BRANCH	321 LAFAYETTE ROAD	HAMPTON	NH	03842	ROCKINGHAM	UNITED STATES	506572	10	PROVIDENT BANK, THE	375502	
		Full Service	✓ 3374122	MARKET SQUARE BRANCH	21 DANIEL STREET	PORTSMOUTH	NH	03801	ROCKINGHAM	UNITED STATES	441991	7	PROVIDENT BANK, THE	375502	
		Full Service	✓ 3300662	PROVIDENT WAY BRANCH	US 1 & RT 107	SEABROOK	NH	03874	ROCKINGHAM	UNITED STATES	Not Required	Not Required	PROVIDENT BANK, THE	375502	

- 3. Provident Bancorp (top-tier) – Shareholders None
- 3. Provident Bancorp, Inc (mid-tier)

Provident Bancorp, Inc
Shareholder 5% and Greater List
as of 12/31/16

PROVIDENT BANCORP, INC. Issue: PI		ROVIDENT BANCORP, INC. (COM) NO PAR	
Registration / Address	Country	Shares	Percent of Total Shares
PROVIDENT BANCORP INC, AMESBURY, MA	USA	5,034,323.0000	52.16%

FORM FR Y-6
DECEMBER 31, 2016
REPORT ITEM 4. DIRECTORS AND OFFICERS PROVIDENT BANCORP

NAME & ADDRESS	PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING CO	TITLE & POSITION WITH BANK HOLDING COMPANY	TITLE & POSITION WITH SUBSIDIARIES	TITLE & POSITION WITH OTHER BUSINESSES	PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	PERCENTAGE OF VOTING SHARES IN SUBSIDIARIES	OTHER COMPANIES >= 25% VOTING SECURITIES HELD
Bosen, John K. Portsmouth, NH	Attorney/ Business Owner	Trustee	Director (Provident Bank, Provident Security Corp., & 5 Market St. Security Corp.) Director (Provident Bancorp, Inc.)	Owner, Bosen & Associates, PLLC; Member, Danny Parker, LLC; Member 76 Sunset, LLC; Member, Ruby Storlasy Holdings, LLC	0	0	Bosen & Associates, PLLC 100%
Cousins, Frank G., Jr. Newburyport, MA	Retired	Trustee	Director (Provident Bank, Provident Security Corp., & 5 Market St. Security Corp.) Director (Provident Bancorp, Inc.)	Retired	0	0	N/A
DeLeo, James A. Burlington, MA	CPA	Trustee	Director (Provident Bank, Provident Bancorp, Inc.)	CPA, Gray, Gray & Gray	0	0	N/A
DeStefano, Lisa B. Portsmouth, NH	Architect/ Business Owner	Trustee	Director (Provident Bank, Provident Bancorp, Inc.)	Architect	0	0	DeStefano Architects 100%
Knapp, Laurie H. Amesbury, MA	CPA	Trustee	Director (Provident Bank, Provident Security Corp. & 5 Market St. Sec Corp) Director (Provident Bancorp, Inc.)	Owner, Laurie H. Knapp CPA, Spouse Owner Hat Factory Marina LLC, Spouse Owner Marina Parking LLC, Jay Knapp & Son's Marine Service. Board Member, Amesbury Educational Foundation	0	0	Laurie H. Knapp CPA 100%,
Mansfield, David P. West Newbury, MA	CEO	Trustee	CEO, Director (Provident Bank) President, Director (Provident Bancorp Inc, Provident Security Corp. & 5 Market St. Sec. Corp)	N/A	0	0	N/A

NAME & ADDRESS	PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING CO	TITLE & POSITION WITH BANK HOLDING COMPANY	TITLE & POSITION WITH SUBSIDIARIES	TITLE & POSITION WITH OTHER BUSINESSES	PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	PERCENTAGE OF VOTING SHARES IN SUB-SIDIARIES	OTHER COMPANIES >= 25% VOTING SECURITIES HELD
Peeke, Richard L. Amesbury, MA	Retired	Trustee	Director (Provident Bank, Provident Security Corp. & 5 Market St. Sec. Corp) Director (Provident Bancorp, Inc.)	Retired	0	0	N/A
Sullivan, Arthur W. Manchester, NH	Developer/ Business Owner	Trustee	Director (Provident Bank, Provident Bancorp, Inc.)	Principal Partner, Brady Sullivan Board member for NeighborWorks Southern NH, Manchester Kiwanis Club, New Hampshire Food Bank Advisory Committee, The Muchachos Drum and Bugle Corps, The Moore Center, Manchester YMCA, Intown Manchester, NH Institute of Art and Finance, NH Charitable Foundation	0	0	Principal Partner, Brady Sullivan 100%
Tatro, Wayne S. Salisbury, MA	Retired	Trustee	Director (Provident Bank, Provident Security Corp. & 5 Market St. Sec. Corp)	Retired	0	0	N/A

FORM FR Y-6
DECEMBER 31, 2016
REPORT ITEM 4. DIRECTORS AND OFFICERS PROVIDENT BANCORP, INC

NAME & ADDRESS	PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING CO	TITLE & POSITION WITH BANK HOLDING COMPANY	TITLE & POSITION WITH SUBSIDIARIES	TITLE & POSITION WITH OTHER BUSINESSES	PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	PERCENTAGE OF VOTING SHARES IN SUBSIDIARIES	OTHER COMPANIES >= 25% VOTING SECURITIES HELD
Bosen, John K. Portsmouth, NH	Attorney/ Business Owner	Director	Director (Provident Bank, Provident Security Corp., & 5 Market St. Security Corp.) Trustee (Provident Bancorp)	Owner, Bosen & Associates, PLLC; Member, Danny Parker, LLC; Member 76 Sunset, LLC; Member, Ruby Storlasy Holdings, LLC	0	0	Bosen & Associates, PLLC 100%
Cousins, Frank G., Jr. Newburyport, MA	Retired	Director	Director (Provident Bank, Provident Security Corp., & 5 Market St. Security Corp.) Trustee (Provident Bancorp)	Retired	0	0	N/A
DeLeo, James A. Burlington, MA	CPA	Director	Director (Provident Bank, Trustee (Provident Bancorp)	CPA, Gray, Gray & Gray	0	0	N/A
DeStefano, Lisa B. Portsmouth, NH	Architect/ Business Owner	Director	Director (Provident Bank, Trustee (Provident Bancorp)	Owner, DeStefano Architects	0	0	DeStefano Architects 100%
Knapp, Laurie H. Amesbury, MA	CPA	Director	Director (Provident Bank, Provident Security Corp. & 5 Market St. Sec Corp) Trustee (Provident Bancorp)	Owner, Laurie H. Knapp CPA, Spouse Owner Hat Factory Marina LLC, Spouse Owner Marina Parking LLC, Jay Knapp & Son's Marine Service. Board Member, Amesbury Educational Foundation	0	0	Laurie H. Knapp CPA 100%
Mansfield, David P. West Newbury, MA	CEO	Director	CEO, Director (Provident Bank) President, Director (Provident Security Corp. & 5 Market St. Sec. Corp) Trustee (Provident Bancorp)	N/A	0	0	N/A

NAME & ADDRESS	PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING CO	TITLE & POSITION WITH BANK HOLDING COMPANY	TITLE & POSITION WITH SUBSIDIARIES	TITLE & POSITION WITH OTHER BUSINESSES	PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	PERCENTAGE OF VOTING SHARES IN SUBSIDIARIES	OTHER COMPANIES >= 25% VOTING SECURITIES HELD
Peeke, Richard L. Amesbury, MA	Retired	Director	Director (Provident Bank, Provident Security Corp. & 5 Market St. Sec. Corp) Trustee (Provident Bancorp)	Retired	0	0	N/A
Sullivan, Arthur W. Manchester, NH	Developer/ Business Owner	Director	Director (Provident Bank) Trustee (Provident Bancorp)	Principal Partner, Brady Sullivan Board member for NeighborWorks Southern NH, Manchester Kiwanis Club, New Hampshire Food Bank Advisory Committee, The Muchachos Drum and Bugle Corps, The Moore Center, Manchester YMCA, Intown Manchester, NH Institute of Art and Finance, NH Charitable Foundation	0	0	Principal Partner, Brady Sullivan 100%
Provident Bancorp Inc	Shareholder	N/A	N/A	N/A	52.27%	0	N/A