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FR Y-6  
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Approval expires September 30, 2018  
Page 1 of 2

Board of Governors of the Federal Reserve System

MAR 30 2017



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

Not Applicable

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

I, Martin J. Geitz

Name of the Holding Company Director and Official

CEO

Title of the Holding Company Director and Official

I 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.

Reporter's Name, Street, and Mailing Address

SBT Bancorp, Inc

Legal Title of Holding Company

86 Hopmeadow St

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

Weatogue

CT

06089

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Susan Presutti

Assistant Secretary

Name

Title

860-408-5493

Area Code / Phone Number / Extension

860-651-2075

Area Code / FAX Number

spresutti@simsburybank.com

E-mail Address

www.simsburybank.com

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

Signature of Holding Company Director and Official

MARCH 27, 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

3385100

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

## 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.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)

**FORM FR Y-6**

**Report Item 1**

**SBT Bancorp, Inc.**

**Fiscal Year Ending December 31, 2016**

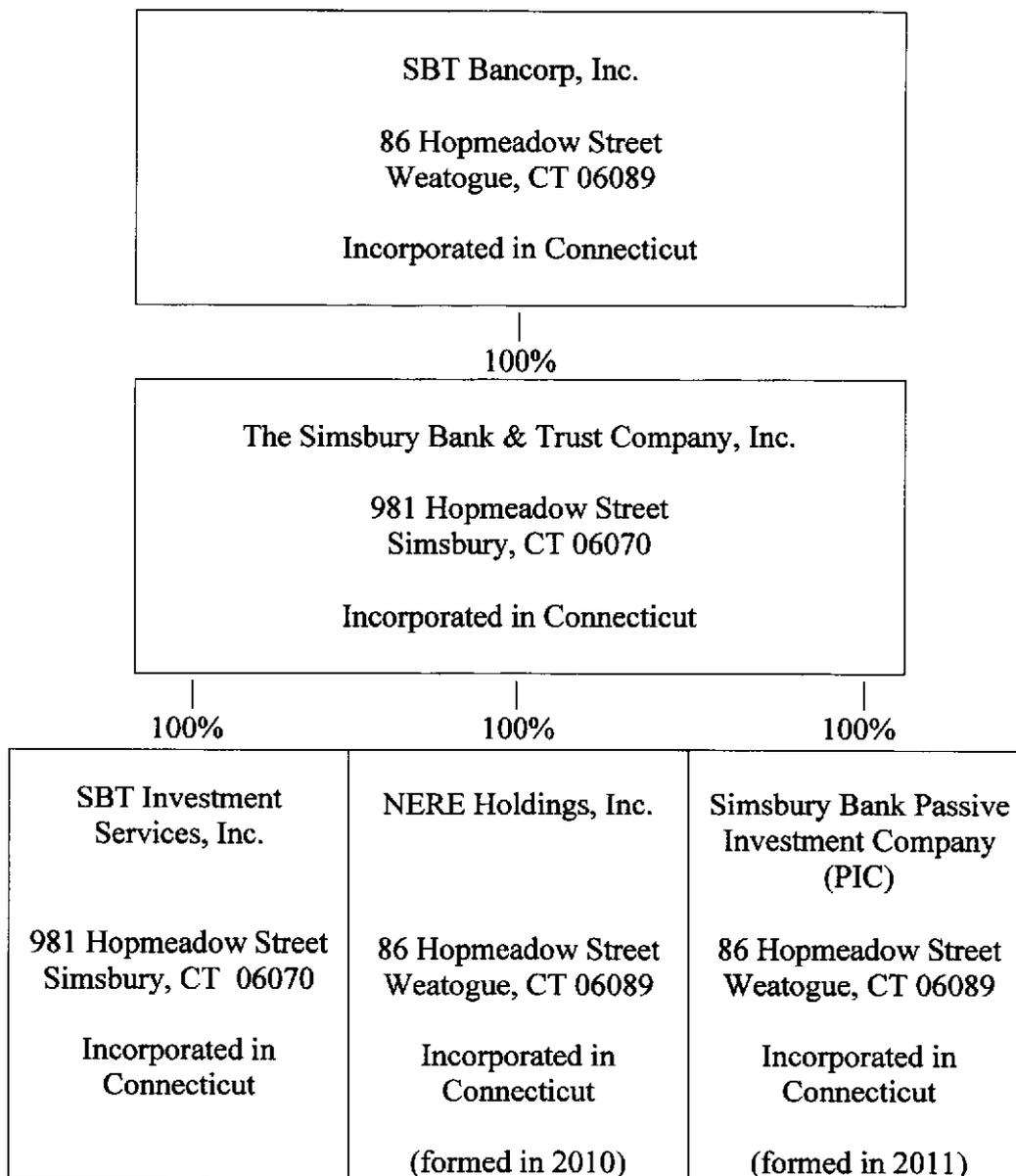
**Annual Report**

**N/A – Registered with the SEC**

**FORM FR Y-6**

**Report Item 2**

**SBT Bancorp, Inc.  
Fiscal Year Ending December 31, 2016  
Organizational Chart**



S:\FRY-6 2016 Org Chart.doc

*LET is not applicable*

Branches: A list of branches for your depository institution: SIMSBURY BANK AND TRUST COMPANY, INC., THE FDIC, RSSD, 2290887.  
 This depository institution is held by: SB FINANCIAL, INC., 13305 LINDEN DRIVE, SIMSBURY, CT.  
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/02/2016.

- Recalculation 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 data 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, and 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 Procedures:**  
 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-540 reporting requirements, you must also submit FR Y-510 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.  
 The FR Y-510 report may be submitted in a hardcopy format or via the FR Y-510 Online application - <https://floodline.federalreserve.gov>.

\* FDIC UNIFORM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Branch ID	Branch Name	Branch Type	Popular Name	Street Address	City	State	Zip Code	Country	FDIC UNIFORM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK	Full Service (Head Office)	2290887	SIMSBURY BANK AND TRUST COMPANY, INC., THE	981 HORNMEADOW STREET	SIMSBURY	CT	06070	HARTFORD	55577		SIMSBURY BANK AND TRUST COMPANY, INC., THE	2290887	
OK	Full Service	2800200	AVON BRANCH	27 DALE ROAD	AVON	CT	06020	HARTFORD	290287	2	SIMSBURY BANK AND TRUST COMPANY, INC., THE	2290887	
OK	Full Service	3449570	BLOOMFIELD BRANCH	864 COTTAGE GROVE ROAD	BLOOMFIELD	CT	06002	HARTFORD	453075	3	SIMSBURY BANK AND TRUST COMPANY, INC., THE	2290887	
OK	Closed	7/31/2015	CANTON BRANCH	250 ALBANY TURNPIKE	CANTON	CT	06019	HARTFORD	Not Required	Not Required	SIMSBURY BANK AND TRUST COMPANY, INC., THE	2290887	
OK	Full Service	2743386	GRANBY BRANCH	11 HARTFORD AVENUE	GRANBY	CT	06035	HARTFORD	290286	1	SIMSBURY BANK AND TRUST COMPANY, INC., THE	2290887	
Close	Limited Service (LP)	5/27/2016	WARWICK OFFICE	51 JEFFERSON BOULEVARD	WARWICK	RI	02886	KENT	UNITED STATES		SIMSBURY BANK AND TRUST COMPANY, INC., THE	2290887	
Close	Limited Service (LP)	5/31/2016	MANSFIELD OFFICE	300 CANTON BOULEVARD, STE 300, OFFICE 21	MANSFIELD	MA	02048	BOSTON	UNITED STATES		SIMSBURY BANK AND TRUST COMPANY, INC., THE	2290887	
Close	Limited Service (LP)	5/12/2016	MATTAPONSETT OFFICE	21 COUNTY ROAD, RTE. 6	MATTAPONSETT	MA	02739	PLYMOUTH	UNITED STATES		SIMSBURY BANK AND TRUST COMPANY, INC., THE	2290887	
OK	Limited Service (LP)	9/21/2015	ROCKY HILL OFFICE	2399 MAIN STREET	ROCKY HILL	CT	06033	HARTFORD	UNITED STATES		SIMSBURY BANK AND TRUST COMPANY, INC., THE	2290887	
Open	Limited Service (LP)	5/12/2016	ROCKY HILL OFFICE	175 Capital Boulevard	ROCKY HILL	CT	06067	HARTFORD	UNITED STATES		SIMSBURY BANK AND TRUST COMPANY, INC., THE	2290887	
Open	Limited Service (LP)	9/21/2016	ROCKY HILL OFFICE	175 Capital Boulevard	ROCKY HILL	CT	06067	HARTFORD	UNITED STATES		SIMSBURY BANK AND TRUST COMPANY, INC., THE	2290887	

**FORM FR Y-6**

**Report Item 3**

**SBT Bancorp, Inc.  
Simsbury, CT**

**Fiscal Year Ending December 31, 2016**

**5% Shareholders**

<b>Name of Beneficial Owner</b>	<b>Amount and Nature Of Beneficial Ownership</b>	<b>Percent Of Class</b>
<b>Principal Shareholders</b>		
Banc Fund VI L.P. Banc Fund VII L.P. Banc Fund VIII L.P. Banc Fund IX L.P. 20 North Wacker Drive Suite 3300 Chicago, IL 60606	104,718 (1)	7.6%
PRB Investors, L.P. PRB Advisors, L.L.C. Stephen J. Paluszek Andrew P. Bergman 245 Park Avenue 39th Floor New York, NY 10167	78,986 (2)	5.8%
Manulife Financial Corporation 200 Bloor Street East Toronto, Ontario, Canada, M4W 1E5 Manulife Asset Management (US) LLC 197 Clarendon Street Boston, MA 02116	97,398 (3)	7.1%

- (1) Consists of 0 shares owned by Banc Fund VI L.P. ("BF VI"), 45,981 shares owned by Banc Fund VII L.P. ("BF VII"), 35,454 shares owned by Banc Fund VIII L.P. ("BF VIII") and 23,283 shares owned by Banc Fund IX L.P. ("BF IX") and is based on information set forth in a Schedule 13G/A filed jointly on February 15, 2017 by BF VI, BF VII, BF VIII and BF IX, which are Illinois limited partnerships. The general partner of BF VI is MidBanc VI L.P. ("MidBanc VI"), whose principal business is to be a general partner of BF VI. The general partner of BF VII is MidBanc VII L.P. ("MidBanc VII"), whose principal business is to be a general partner of BF VII. The general partner of BF VIII is MidBanc VIII L.P. ("MidBanc VIII"), whose principal business is to be a general partner of BF VIII. The general partner of BF IX is MidBanc IX L.P. ("MidBanc IX"), whose principal business is to be a general partner of BF IX. MidBanc VI, MidBanc VII, MidBanc VIII and MidBanc IX are Illinois limited partnerships. The general partner of MidBanc VI, MidBanc VII, MidBanc VIII and MidBanc IX is The Banc Funds Company, L.L.C. ("TBFC"), whose principal business is to be a general partner of MidBanc VI, MidBanc VII, MidBanc VIII and MidBanc IX. TBFC is an Illinois corporation whose principal shareholder is Charles J. Moore. Mr. Moore has been the manager of BF VI, BF VII, BF VIII and BF IX since their respective inceptions. As manager, Mr. Moore has voting and dispositive power over the

securities of the Company held by each of those entities. As the controlling member of TBFC, Mr. Moore controls TBFC and, therefore, each of the partnership entities are directly and indirectly controlled by TBFC.

- (2) Consists of 78,986 shares that may be deemed beneficially owned by PRB Investors, L.P., a Delaware limited partnership (“PRB Investors”), PRB Advisors, L.L.C., a Delaware limited liability company (“PRB Advisors”), Stephen J. Paluszek, a United States citizen, and Andrew P. Bergman, a United States citizen (collectively, the “PRB Reporting Persons”) and is based on information set forth in a Schedule 13G/A filed jointly on February 13, 2017 by the PRB Reporting Persons. The PRB Reporting Persons share voting and dispositive power of the 78,986 shares. PRB Advisors, Stephen J. Paluszek and Andrew P. Bergman disclaim beneficial ownership in the 78,986 shares except to the extent of their pecuniary interest therein. Stephen J. Paluszek is the principal of PRB Advisors, which is the General Partner of PRB Investors.
- (3) Consists of 0 shares owned by Manulife Financial Corporation, a Canadian corporation (“MFC”), and 97,398 shares owned by Manulife Asset Management (US) LLC, a Delaware limited liability company (“MAM (US)”), and is based on information set forth in a Schedule 13G/A filed jointly on February 14, 2017 by MFC and MAM (US). MAM (US), an indirect wholly-owned subsidiary of MFC, has beneficial ownership of 97,398 shares. Through its parent-subsidiary relationship to MAM (US), MFC may be deemed to have beneficial ownership of these same shares.

**SBT BANCORP, INC.**  
**Fiscal Year ending December 31, 2016**  
**Insiders**

<b>Names &amp; Address</b>	<b>Principal Occupation if Other Than w/ Bank Hold. Co</b>	<b>Title &amp; Position w/ Bank Hold. Co.</b>	<b>Title &amp; Position w/ Subsidiaries</b>	<b>Title &amp; Position w/ Other Businesses*</b>	<b>% Voting Shares in Bank Holding Co</b>	<b>% of Voting Shares in Subsids.</b>	<b>Other Companies if 25% or More of Voting Securities Are Held</b>
<b>Robert J. Bogino</b> Avon, CT USA	Retired, Insurance	Chairman of Board, SBT Bancorp, Inc.	Chairman of Board, The Simsbury Bank & Trust Co., Inc.	Trustee of various family trusts	2.03%	0.00%	None
			Chairman of Board, SBT Investment Services, Inc.				
			Director, NERE Holdings, Inc.				
			Director, Simsbury Bank Passive Investment Company				
<b>Joan Bujanowski (fmly Beresford)</b> Southington, CT USA	n/a	None	SVP, Chief Mortgage & Cons. Lending Ops. & Svcs. Officer The Simsbury Bank & Trust Co., Inc.	None	0.17%	0.00%	None
<b>Gary W. Burdick</b> Simsbury, CT USA	n/a	None	SVP, Chief Commercial Banking Officer The Simsbury Bank & Trust Co., Inc.	None	0.45%	0.00%	None
<b>James T. Fleming</b> Simsbury, CT USA	Executive, Auto Trade Association	Director	Director The Simsbury Bank & Trust Co., Inc.	President, CT Auto- motive Retailers Assoc.  Secretary and Treasurer, Greater Hartford Auto Dealers Association Frdnfn.  Chairman, Simsbury Police Commission  Board member, Simsbury Cemetery Association	0.17%	0.00%	None

**SBT BANCORP, INC.**  
Fiscal Year ending December 31, 2016  
Insiders

Names & Address	Principal Occupation if Other Than w/ Bank Hold. Co	Title & Position w/ Bank Hold. Co.	Title & Position w/ Subsidiaries	Title & Position w/ Other Businesses*	% Voting Shares in Bank Holding Co	% of Voting Shares in Subsids.	Other Companies if 25% or More of Voting Securities Are Held
<b>Martin J. Geitz</b> Glastonbury, CT USA	n/a	President, CEO	Director, President & CEO, The Simsbury Bank & Trust Co., Inc.	Board member, FHLB Boston	3.08%	0.00%	None
			Director & President, SBT Investment Services, Inc.	Member, FRB Boston Community Depository Institutions Advisory Council			
			Director & President, NERE Holdings, Inc.	Trustee and Treasurer, Simsbury Free Library			
			Director & President, Simsbury Bank Passive Investment Company	Trustee, McLean Affiliates, Inc.			
<b>Gary R. Kevorkian</b> West Simsbury, CT USA	Attorney	Director & Secretary	Secretary The Simsbury Bank & Trust Co., Inc.	Attorney at Law, owner, Kevorkian & Associates, LLC	3.84%	0.00%	Kevorkian & Associates, LLC Granby Pharmacy Shopper's Plaza Newington Sovereign Bank Plaza, LLC Tariffville Properties GRC, LLC Contingency remainder beneficiary of two family-related trusts
<b>Jerry Long</b> Bloomfield, CT USA	Retired, Technology	Director	Director The Simsbury Bank & Trust Co., Inc.	Senior Advisor, PCC Technology Group Chairman,	0.37%	0.00%	

**SBT BANCORP, INC.**  
**Fiscal Year ending December 31, 2016**  
**Insiders**

Names & Address	Principal Occupation if Other Than w/ Bank Hold. Co	Title & Position w/ Bank Hold. Co.	Title & Position w/ Subsidiaries	% Voting Shares in Bank Holding Co	% of Voting Shares in Subsids.	Other Companies if 25% or More of Voting Securities Are Held
			Bloomfield Economic Development Commission			
			Board member, Hartford Youth Scholars Fndtn.			
			Board member, Rideshare			
			Board member, Bloomfield (CT) Chamber of Commerce			
			Chairman, Hebrew Home Corporation			
<b>Nicholas B. Mason</b> Simsbury, CT USA	Retired, Banking	Director	Director The Simsbury Bank & Trust Co., Inc.	0.47%	0.00%	None
			Treasurer, Simsbury Community Television, Inc.			
			Treasurer, Old Drake Hill Flower Bridge			
			Member, Simsbury Chamber of Commerce Government Affairs Committee			
			Director and Treasurer, Powder Forest Homeowners Association, Inc.			
<b>Jocelyn Mitchell</b> Canton, CT USA	n/a	None	SVP, Chief Retail Banking Officer The Simsbury Bank & Trust Co., Inc.	0.14%	0.00%	None
<b>Michael D. Nicastro</b>	SVP & Marketing,	Director	Director	0.25%	0.00%	None.

**SBT BANCORP, INC.**

Fiscal Year ending December 31, 2016

**Insiders**

Names & Address	Principal Occupation if Other Than w/ Bank Hold. Co	Title & Position w/ Bank Hold. Co.	Title & Position w/ Subsidiaries	Title & Position w/ Other Businesses*	% Voting Shares in Bank Holding Co	% of Voting Shares in Subsids.	Other Companies if 25% or More of Voting Securities Are Held
Bristol, CT USA	Service Provider to Banks		The Simsbury Bank & Trust Co., Inc.	Coppermine Advisors, LLC Entrepreneur in Residence/ Adjunct Professor, Central Connecticut State University CEO and Board member, Continuity Control Board member, Hartford Stage Company Board member, Connecticut Rivers Council of the Boy Scouts of America Treasurer, American Clock and Watch Museum			
<b>Peter C. Pabich</b> West Simsbury, CT USA	Certified Financial Planner	Director	Director The Simsbury Bank & Trust Co., Inc.	Partner and CFP, APW Wealth Advisors, LLC	0.17%	0.00%	APW Wealth Advisors, LLC
<b>David W. Sessions</b> New Hartford, CT USA	Executive, Construction	Vice Chairman	Vice Chairman The Simsbury Bank & Trust Co., Inc. Vice Chairman, SBT Investment Svcs, Inc. Vice Chairman,	President & Treas., CASLE Corp. Chairman, Architectural Review Board, Town of New Hartford Member,	1.52%	0.00%	CASLE Corp. Sessions Family Associates Fox Associates Canton Commerce Center Assoc, LLC Bloomfield Medical Office Assoc. APN Associates

**SBT BANCORP, INC.**  
**Fiscal Year ending December 31, 2016**  
**Insiders**

<b>Names &amp; Address</b>	<b>Principal Occupation if Other Than w/ Bank Hold. Co</b>	<b>Title &amp; Position w/ Bank Hold. Co.</b>	<b>Title &amp; Position w/ Subsidiaries</b>	<b>Title &amp; Position w/ Other Businesses*</b>	<b>% Voting Shares in Bank Holding Co</b>	<b>% of Voting Shares In Subsids.</b>	<b>Other Companies if 25% or More of Voting Securities Are Held</b>
<b>Richard J. Sudol</b> New Britain, CT USA	n/a	SVP, CFO & Treasurer	NERE Holdings, Inc. Vice Chairman, Simsbury Bank Passive Investment Company	None Founder/Director, Nights at the Beekley Concert Series to benefit of Beekley Memorial Library	0.40%	0.00%	None
<b>Ann G. Taylor</b> Simsbury, CT USA	SVP, Sr. Exec. Hospital	Director	Treasurer, SBT Investment Services, Inc. NERE Holdings, Inc. Treasurer, Simsbury Bank Passive Investment Company	Executive Vice President & Chief Administrative Officer, Connecticut Children's Medical Center Commissioner, State of Connecticut Criminal Justice Commission Member, Connecticut Legal Services Board Member,	0.26%	0.00%	

**SBT BANCORP, INC.**  
**Fiscal Year ending December 31, 2016**  
**Insiders**

**Names & Address**

**Principal Occupation if Other Than w/ Bank Hold. Co**

**Title & Position w/ Bank Hold. Co.**

**Title & Position w/ Subsidiaries**

**Title & Position w/ Other Businesses\***

**% Voting Shares in Bank Holding Co**

**% of Voting Shares in Subsids.**

**Other Companies if 25% or More of Voting Securities Are Held**

Connecticut Hospital Assoc. Committee on Government

Member, Children's Hospital Chief Legal Officer Forum

Member, Metro Hartford Alliance Legislative Affairs Committee

**Penny R. Woodford**  
 Avon, CT USA

Real Estate Agent

Director

The Simsbury Bank & Trust Co., Inc.

Real Estate Agent  
 Coldwell Banker  
 Residential Brokerage

0.33%

0.00%

None

Chair, Nominating Committee, Avon Republican Town Committee

\*This column also includes officer positions in not-for-profit organizations