

MAR 28 2017

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.

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

December 31, 2016

Month / Day / Year

5493003RM4DO6OTMJD05

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

Reporter's Name, Street, and Mailing Address

SI Financial Group, Inc.

Legal Title of Holding Company

PO Box 95

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

Willimantic CT 06226

City State Zip Code

803 Main St, Willimantic, CT 06226

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Catherine Pomerleau Executive Assistant

Name Title

860-456-6514

Area Code / Phone Number / Extension

860-456-5212

Area Code / FAX Number

catherine_pomerleau@banksi.com

E-mail Address

www.mysifi.com

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

I, Rheo A. Brouillard

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.

Rheo A. Brouillard

Signature of Holding Company Director and Official

03/28/2017

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 3306815
C.I. _____

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes

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."

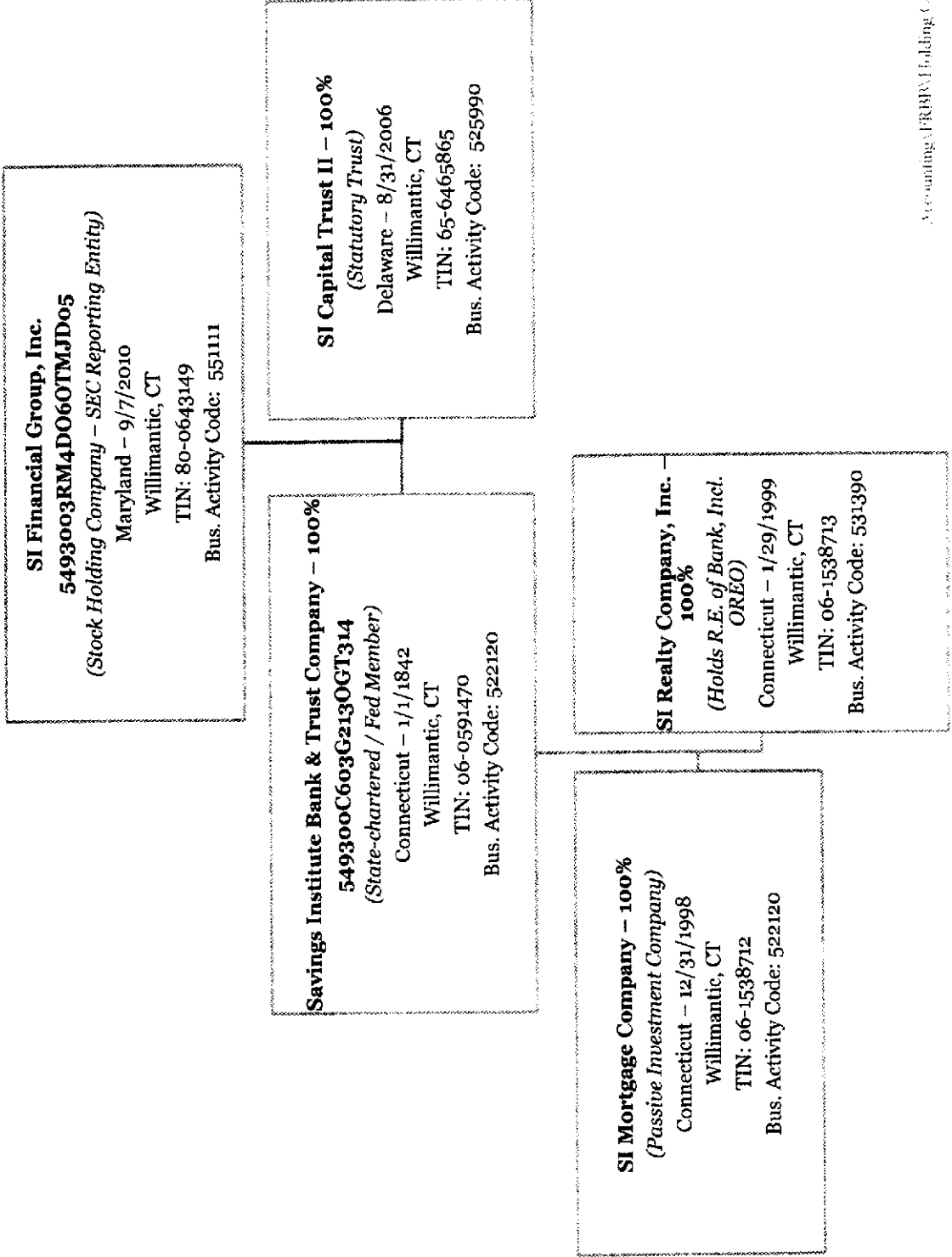
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

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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City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)

SI Financial Group, Inc.

Ownership Structure



SI Financial Group, Inc.
Fiscal Year Ending 12/31/2012

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			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 12/31/2012		
(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
Maltese Capital Management LLC New York, NY USA	USA	861,955 7.06% Common Stock			
Thomson Horstmann & Bryant Inc. Norwalk, CT USA	USA	869,085 7.12% Common Stock			
Savings Institute Bank & Trust Co. Employee Stock Ownership Plan Willimantic, CT USA	USA	713,599 5.85% Common Stock			
BlackRock, Inc. New York, NY USA	USA	647,691 5.31%			

Form FR Y-6
SI Financial Group, 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 then 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)
Roger Engle Brooklyn, CT USA	N/A	Director	N/A	N/A	0.17%	None	N/A
Robert O. Gillard Storrs, CT USA	Small Business Owner & Chairman of O.L. Willard Co., Inc.	Director	N/A	N/A	0.21%	None	N/A
Donna M. Evan Storrs, CT USA	Sales Manager for WILL AM/FM radio station	Director	N/A	N/A	0.19%	None	N/A
Mark D. Alliod Tolland, CT USA	President & Sole Owner of Mark D. Alliod CPA PC public accounting firm	Director & Chairman	N/A	N/A	0.11%	None	N/A
Michael R. Garvey Pawcatuck, CT USA	Principal and Owner of Garvey & Associates, LLC public accounting firm	Director	N/A	Principal and Owner of Professional Payrolls, LLC	0.08%	None	N/A

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SI Financial Group, 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 then 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)
Kevin M. McCarthy Portsmouth, RI USA	Self-Employed (Retired/was President of Newport Bancorp)	Director	N/A	N/A	0.64%	None	N/A
Kathleen A. Nealon North Kingstown, RI USA	CFO at Professional Planning Group Advisors	Director	N/A	N/A	0.05%	None	N/A
William R. Harvey Middletown, RI USA	Senior Partner of the law firm of Harvey, Carr & Hadfield	Director	N/A	N/A	0.15%	None	N/A
Dennis Pollack Ft. Lee, NJ USA	Advisor & Retail Bank Executive	Director	N/A	N/A	0.03%	None	N/A
Rheo A. Brouillard Hampton, CT USA	N/A	Director, President & Chief Executive Officer	N/A	N/A	0.92%	None	N/A

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SI Financial Group, 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 then 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)
Laurie L. Genvais Windham, CT USA	N/A	Executive Vice President & Corporate Secretary	N/A	N/A	0.50%	None	N/A
Lauren L. Murphy Lebanon, CT USA	N/A	Senior Vice President	N/A	N/A	0.25%	None	N/A
Jonathan Wood Madison, CT USA	N/A	Executive Vice President	N/A	N/A	0.14%	None	N/A
Paul R. Little Berlin, CT USA	N/A	Senior Vice President	N/A	N/A	0.11%	None	N/A

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SI Financial Group, Inc.
Fiscal Year Ending December 31, 2016

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

	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
(1) Name, City, State, Country	Principal Occupation if other then with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
Gerald Coia Mansfield, CT USA	N/A	Senior Vice President	N/A	N/A	0.03%	None	N/A

Branch Service Type	Branch ID_RSSD	Popular Name	Street address	City	State	Zip code	County	Country	FDIC UNIFORM	Office Number	Head Office	Head Office ID_RSSD
FULL SERVICE (Main Office)	480808	SAVINGS INSTITUTE BANK & TRUST CO.	883 MAIN ST	WILLIAMANTIC	CT	06226	WINDHAM	UNITED STATES	12134		0 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	773005	BROOKLYN BRANCH	536 PROVIDENCE RD	BROOKLYN	CT	06234	WINDHAM	UNITED STATES	244604		8 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	1715164	CANTERBURY BRANCH	180 WESTMINSTER RD, RTE 14	CANTERBURY	CT	06391	WINDHAM	UNITED STATES	244483		17 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	2737225	COLCHESTER BRANCH	636 NORWICH AVE	COLCHESTER	CT	06415	NEW LONDON	UNITED STATES	340750		21 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	3232378	DAYVILLE BRANCH	596 HARTFORD PIKE	DAYVILLE	CT	06241	WINDHAM	UNITED STATES	240506		11 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	4175661	EAST HAMPTON BRANCH	50 EAST HIGH ST	EAST HAMPTON	CT	06424	MIDDLESEX	UNITED STATES	478849		23 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	4175670	ENFIELD BRANCH	85 FRESHWATER BLVD	ENFIELD	CT	06027	HARTFORD	UNITED STATES	39987		13 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	2624612	GROTON BRANCH	971 POQUONOCK RD	GROTON	CT	06340	NEW LONDON	UNITED STATES	244340		13 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	5725607	HERBON BRANCH	115 MAIN ST	HERBON	CT	06749	TOLLAND	UNITED STATES	244335		2 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	573700	LEBANON BRANCH	554 EXETER RD	LEBANON	CT	06248	NEW LONDON	UNITED STATES	244336		17 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	3072491	LISBON BRANCH	180 RIVER RD	LISBON	CT	06250	NEW LONDON	UNITED STATES	361226		9 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	1888767	MANSHIELD BRANCH	95 STORRS RD	MANSHIELD CTR	CT	06361	TOLLAND	UNITED STATES	244339		7 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	699909	MOOSUP BRANCH	344 PROSPECT ST	MOOSUP	CT	06394	WINDHAM	UNITED STATES	244603		7 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	543603	STONINGTON BRANCH	80 STONINGTON RD	MYSTIC	CT	06365	NEW LONDON	UNITED STATES	244338		4 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	2901693	NORWICH BRANCH	474 BOSTON POST RD	NORWICH	CT	06256	WINDHAM	UNITED STATES	244342		16 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	4175689	NORWICH BRANCH	445 LIBERTY ST	NORWICH	CT	06256	WINDHAM	UNITED STATES	244341		14 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	3398145	PANWATUCK BRANCH	108 SALEM TPKE	PANWATUCK	CT	06379	NEW LONDON	UNITED STATES	N/A	N/A	19 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	3382109	SOUTH WINDSOR BRANCH	1000 SULLIVAN AVE	SOUTH WINDSOR	CT	06074	HARTFORD	UNITED STATES	461450		18 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	2395465	WILLIAMANTIC BRANCH	159 MERRIOW RD	TOLLAND	CT	06084	TOLLAND	UNITED STATES	461449		15 SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	4175698	WEST MAIN BRANCH	803 MAIN ST	WILLIAMANTIC	CT	06226	WINDHAM	UNITED STATES	243019		SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	480706	MIDDLETOWN BRANCH	60 CANTOR DR	MIDDLETOWN	RI	02842	NEWPORT	UNITED STATES	N/A	N/A	SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	478476	NEWPORT BRANCH	105 EAST MAIN RD	NEWPORT	RI	02840	NEWPORT	UNITED STATES	N/A	N/A	SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	3949883	PORTSMOUTH BRANCH	100 BELLEVUE AVE	PORTSMOUTH	RI	02871	NEWPORT	UNITED STATES	N/A	N/A	SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	3949904	WARTFORD BRANCH	1430 EAST MAIN RD	WARTFORD	RI	02870	WASHINGTON	UNITED STATES	N/A	N/A	SAVINGS INSTITUTE BANK & TRUST CO.	480808
FULL SERVICE	4457406	WESTLEY BRANCH	121 OLD TOWER HILL RD	WESTLEY	RI	02891	WASHINGTON	UNITED STATES	N/A	N/A	SAVINGS INSTITUTE BANK & TRUST CO.	480808