

MAR 29 2017

FR Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
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Supervision, Regulation and
Credit Department

Board of Governors of the Federal Reserve System



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

549300L81869GRZ3EJ44

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

Reporter's Name, Street, and Mailing Address

UFS Bancorp

Legal Title of Holding Company

49 Church Street

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

Whitinsville MA 01588

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

William M Mahoney Interim President and CEO

Name Title

5088494502

Area Code / Phone Number / Extension

Area Code / FAX Number

william.mahoney@unibank.com

E-mail Address

www.unibank.com

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

I, Timothy J. Wickstrom

Name of the Holding Company Director and Official

Chairman of the Board of Directors

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

03/28/2017

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 2465519
C.I. _____

Is confidential treatment requested for any portion of this report submission? No 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

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

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

City State Zip Code

Physical Location (if different from mailing address)

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Physical Location (if different from mailing address)

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

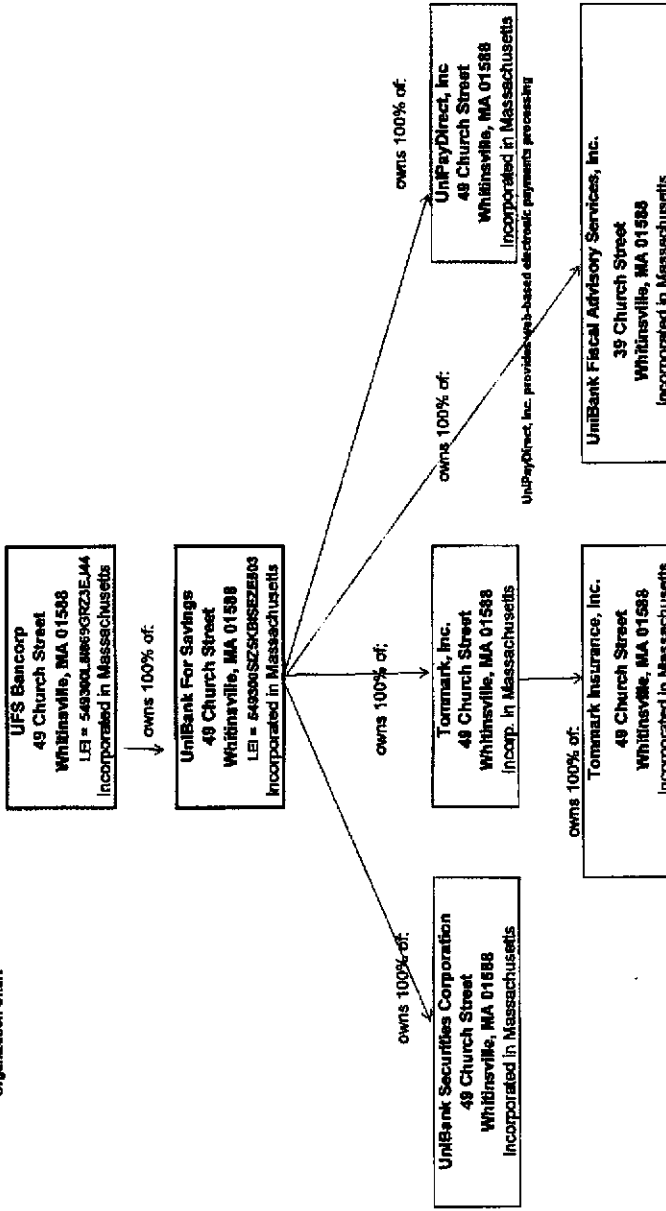
City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6
 UFS Bancorp
 Whitinsville Massachusetts
 Fiscal Year Ending December 31, 2016

The company is a mutual bank holding company and is not registered with the SEC
 Organization Chart

Report Item 1:
 Report Item 2a:



The subsidiaries of UniBank For Savings do not have LEIs

Report Item 2b: Domestic branch listing provided to the Federal Reserve Bank provided on next page
 Report Item 3: UFS Bancorp is a mutual bank holding company. There are no security holders

Results: A list of branches for your depository institution: UNIBANK FOR SAVINGS (ID: RSSD: 709602).
 The depository institution is held by US Bancorp (2665519) of WHITINSVILLE, MA.
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/10/2017.

Reconciliation and Modifications:
 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, make the data, enter 'Change' in the Data Action column and if the data 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 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 data to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Notes:
 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 UNIFORM Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch ID	Branch Name	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM*	Office Number*	Head Office	Head Office ID	Comments
Full Service		709602	UNIBANK FOR SAVINGS		69 CHURCH ST	WHITINSVILLE	MA	01558	WORCESTER	UNITED STATES		0	UNIBANK FOR SAVINGS	709602	
Full Service		811206	BLACKSTONE BRANCH		10 CHERNOBYL STREET	BLACKSTONE	MA	01504	WORCESTER	UNITED STATES	291564	4	UNIBANK FOR SAVINGS	709602	
Full Service		771808	EAST DORCHESTER BR		4 MECHANIC STREET	DORCHESTER	MA	01916	WORCESTER	UNITED STATES	291508	1	UNIBANK FOR SAVINGS	709602	
Full Service		491469	HOPKINTON BRANCH		87 WEST MAIN STREET	HOPKINTON	MA	01748	MIDDLESEX	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		394427	PROSPECT STREET BRANCH		31 PROSPECT STREET	MILFORD	MA	01757	WORCESTER	UNITED STATES	483836	9	UNIBANK FOR SAVINGS	709602	
Full Service		493152	NORTH GRAFTON BRANCH		89 WORCESTER ST	NORTH GRAFTON	MA	01556	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		594591	GALAXY PASS BRANCH		79 GALAXY PASS	SUTTON	MA	01550	WORCESTER	UNITED STATES	366337	7	UNIBANK FOR SAVINGS	709602	
Full Service		317769	SUTTON SQUARE MAIL BRANCH		156 WORCESTER-PROVIDENCE TURNPIKE, ROUTE 140	SUTTON	MA	01558	WORCESTER	UNITED STATES	291509	5	UNIBANK FOR SAVINGS	709602	
Full Service		224783	WEST UFTON BRANCH		113 MAIN STREET	UFTON	MA	01563	WORCESTER	UNITED STATES	197766	2	UNIBANK FOR SAVINGS	709602	
Full Service		852596	NORTH MAIN ST BRANCH		25 NORTH MAIN STREET	WORCESTER	MA	01563	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		326360	WATKINSVILLE PLAZA BRANCH		1189 PROVIDENCE ROAD	WATKINSVILLE	MA	01568	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		442241	GOLD STAR BRANCH		24 GOLD STAR BOULEVARD	WORCESTER	MA	01665	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	
Full Service		461321	WILLOWES BRANCH		101 BARRY ROAD	WORCESTER	MA	01609	WORCESTER	UNITED STATES	Not Required	Not Required	UNIBANK FOR SAVINGS	709602	

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December 31, 2011

(1) Name & Address (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 name of subsidiaries)	(3)(c) Position with Other Businesses (include name 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 (includes partnerships) if 25% or more of voting securities are held (list names of companies or percentages of voting securities held)
John T. Andreoli Shrewsbury, MA, USA	Insurance Broker	Trustee	Director, Executive Committee Unifirst for Savings; UnifirstDirect, Inc.	President and Director, Sullivan Insurance Group Inc. President and Director, Andrew Insurance Agency, Inc. Director and President - Sullivan Insurance Technology Agency Inc. President and Director - Erasm, Andrew, Small Ins. Agency, Inc. Director: Stinson Health and Retirement Robert Medical Group - Trustee	0%	0%	Sullivan Insurance Group, Inc. - 25% Andrew Insurance Agency Inc. - 100% Green Andrew Small Insurance Agency, Inc. - 99% Sullivan Insurance Technology Agency Inc. - 100%
John A. Armstrong Whitfield, MA, USA	Professor of Accounting and Finance; Nichols College	Trustee	Director; Audit Committee Unifirst for Savings	Managing Partner - Armstrong & Nigler CPA's Owner - John A. Armstrong, CPA and Consultant Chairman of Ethics Committee, member of Peer Review Board - Mass Assoc. of Accountants Board Audit Committee - Nichols College	0%	0%	Armstrong & Nigler, CPA - Managing Partner - 80% John A. Armstrong, CPA and Consultant - 100%
Robert A. Beardsall Richmond Hill, GA USA	Attorney/Consultant	Executive Committee / Trustee	Director; Unifirst Bank Forsyth Bank Director - UFASB	Chairman/CEO - Bay State Strategies Group, LLC	0%	0%	Bay State Strategies Group, LLC - 80%
Charles E. Brackshvet Uxbridge, MA USA	Retired	Trustee	Director Unifirst for Savings	None	0%	0%	None
Dennis H. Broadhouse Whitfield, MA USA	CEO/Treasurer Lumberhardware Company	Trustee	Director - Unifirst Bank Savings	Koopman Lumber Co. Inc. - Treasurer Hops Properties, LLC - Manager 3P Properties LLC - Partner Grafton Beer Storage LLC - Member/Partner LLC - partner	0%	0%	Koopman Lumber Co. Inc. - 40% non-voting Hops Properties, LLC - 27% 3P Properties LLC - 50% Grafton Beer Storage LLC - 27%
Michael J. Kroll Uxbridge, MA USA	Retired	Clerk; Trustee; Executive Committee	Director and Clerk; Executive Committee / Director - Unifirst Bank for Savings; Director - Tommark; Director - Tommark	President and Director - Uxbridge Scholarship Fund Dollars For Scholars, Inc. Director; REC Manufacturing Inc.	0%	0%	none
James W. Kuehlan Shrewsbury, MA USA	Financial Advisor	Trustee	Director - Unifirst Bank for Savings	Sole proprietor of James W. Kuehlan Ins and Financial Planning	0%	0%	none
Joseph R. Melchior Grafton, MA USA	Municipal Treasurer	Executive Committee / Trustee	Executive Committee / Director - Unifirst Bank for Savings Director - UFASB, Tommark	Treasurer Mig Philip Regional School District; Boynton Regional School District;	0%	0%	none

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December 31, 2016

(1) Name & Address (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) 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 if percentage of voting securities held)
John P. Merrens Whitinsville, MA USA	Chairman, Chief Executive Officer and President Inland America, Inc.	Trustee	Director, Audit Committee UMB Bank for Savings	President, Chairman, CEO - Inland America Inc Trustee - Whitinsville Society for Christian Instruction	0%	0%	Goldswallo L.L.C. - 100% JPM Stressy Point LLC - 100%
William M. Mahoney Auburn, MA USA	Inland President & Chief Executive Officer UMB Bank for Savings	Inland President & Chief Executive Officer	Inland President/Chief Executive Officer, UMB Bank for Savings; CEO/President/Treasurer/COO - UFAI; CEO of Tommark, Inc., UMB Treasury/Chief UMB/Trustee, Inc. and CEO/President and Director UMB Bank	Treasurer, Auburn Youth and Family Services, Inc. Finance Committee, Youth Opportunities Upheld, Inc.	0%	0%	none
Kathleen Salmon-Robinson Whitinsville, MA USA	Manager/Owner Senior Housing and Healthcare	Trustee	Director UMB Bank for Savings	Director - Salmon Health and Retirement	0%	0%	none
Mary E. Thompson Whitinsville, MA USA	Town Accountant	Trustee	Director, Audit Committee UMB Bank for Savings	Town Accountant - Town of Whitinsville Secretary - Mass Municipal Auditors & Accountants' Association	0%	0%	none
Timothy P. Wickstrom Whitinsville, MA USA	Attorney	Chairman of the Board Executive Committee / Trustee	Chairman of the Board / Executive Committee / Director - UMB Bank for Savings Director - UFAI, Teamark, UniPayDirect	Partner - Wickstrom Morse LLP Trustee - Pine Grove Cemetery	0%	0%	Wickstrom Morse LLP - 20%