

MAR 29 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)); 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

N/A

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

Reporter's Name, Street, and Mailing Address

Wellesley Bancorp, Inc

Legal Title of Holding Company

40 Central Street

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

Wellesley MA 02482

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Michael W. Dvorak EVP, CFO

Name Title

781-489-7606

Area Code / Phone Number / Extension

781-489-7656

Area Code / FAX Number

mdvorak@wellesleybank.com

E-mail Address

wellesleybank.com

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

I, Thomas J. Fontaine

Name of the Holding Company Director and Official

President, CEO, Director

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

3/28/2017

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 4325/21
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

JMF 5/16/17

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.

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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City State Zip Code

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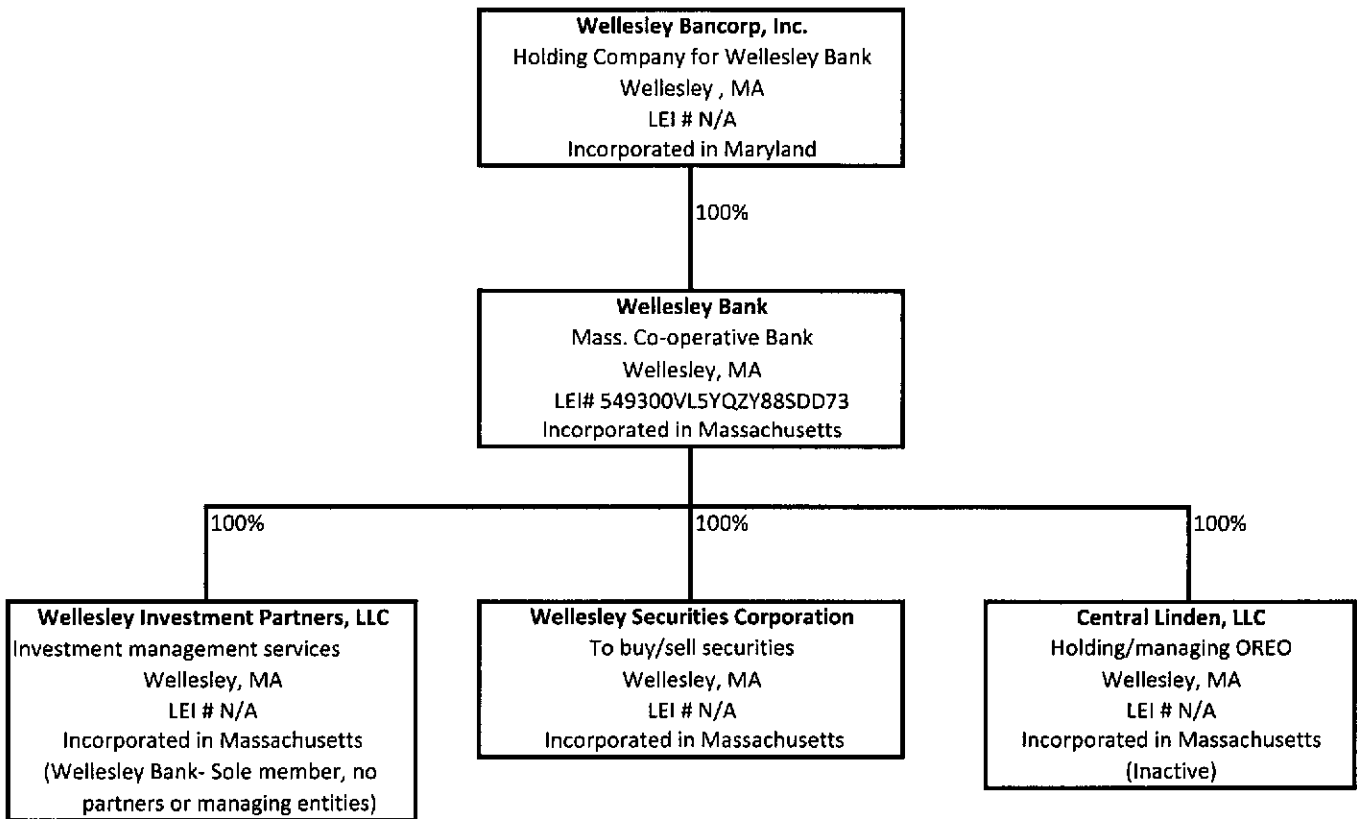
Physical Location (if different from mailing address)

Form FR-Y6

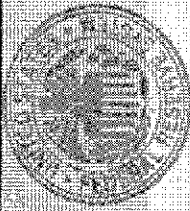
Wellesley Bancorp, Inc.
Wellesley, Massachusetts
Fiscal Year Ending December 31, 2016

Report Item

2a. Organizational Chart



Board of Governors of the Federal Reserve System FR Y-6 Depository Institution Branch Data Verification



Branches for Selected Institution

[Back to Search Results](#)

A list of branches for your depository institution: WELLESLEY BANK (ID_RSSD: 278078). This depository institution is held by WELLESLEY BANCORP INC (4325121) of WELLESLEY, MA. The data are as of 12/31/2016.

Save a copy of this list by clicking the download button below. **When asked if you would like to open or save this file, choose the 'Save' button.** Make corrections to your saved copy and then send it to your FRB contact. See the detailed instructions (linked above) for more information.

[Download List to Excel](#)

Institutions: 1 to 6 of 6

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*
Full Service (Head Office)	278078	WELLESLEY BANK	40 CENTRAL STREET	WELLESLEY	MA	02482	NORFOLK	UNITED STATES	35326	0	WELLESLEY BANK	278078
Full Service	4663869	BOSTON BRANCH	ONE FEDERAL STREET	BOSTON	MA	02110	SUFFOLK	UNITED STATES	Not Required	Not Required	WELLESLEY BANK	278078
Full Service	4796561	NORTH HILL	865 CENTRAL AVENUE	NEEDHAM	MA	02492	NORFOLK	UNITED STATES	Not Required	Not Required	WELLESLEY BANK	278078
Full Service	4985794	NEWTON CENTRE	776-1 BEACON STREET	NEWTON CENTRE	MA	02459	MIDDLESEX	UNITED STATES	Not Required	Not Required	WELLESLEY BANK	278078
Full Service	3137318	LINDEN STREET BRANCH	197 LINDEN STREET	WELLESLEY	MA	02482	NORFOLK	UNITED STATES	364343	1	WELLESLEY BANK	278078
Full Service	4399083	LOWER FALLS BRANCH	29 WASHINGTON STREET	WELLESLEY HILLS	MA	02481	NORFOLK	UNITED STATES	Not Required	Not Required	WELLESLEY BANK	278078

*FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Form FR-Y6

Wellesley Bancorp, Inc.
 Wellesley, Massachusetts
 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)(c) Number and Percentage of Each Class of Voting Securities
Strategic Value Investors, LP 2000 Auburn Drive Suite 300 Beachwood, OH 44122	USA	203,189 shares - common stock 8.18% of common stock	None	
Wellesley Bank Employee Stock Ownership Plan 40 Central Street Wellesley, MA 02482	USA	186,336 shares - common stock 7.50% of common stock		
Wellesley Bank Charitable Foundation 40 Central Street Wellesley, MA 02482	USA	132,370 shares - common stock 5.3% of common stock		

Wellesley Bancorp, Inc.
Wellesley, Massachusetts
Fiscal Year Ending December 31, 2016

(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 (Includes names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(a) 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 and percentage of voting securities held)
Nancy Marden Goodall Dover, MA 02030-2322	Retail & wholesale executive	Director	N/A	Vice President, Captain Marden's Seaford Manager, Marden Perwall LLC Director, Marlen Linden Realty Trust Director, Secretary, Treasurer, Goodall Industrial Equipment Co., Inc.	1.84%	N/A	Captain Marden's Seaford, Inc. - 25% Marden Perwall LLC - 40% Marden Linden Realty Trust - 60% Captain Marlen's Seaford, Holding Tr - 25%
C. Joseph Grignaffini Wellesley, MA 02481-1164	Real estate developer & management	Director	N/A	President & Treasurer, L. Grignaffini & Sons, Inc. Managing Partner, 141 Partnership LLC Partner, 154 Limited Partnership	1.24%	N/A	L. Grignaffini & Sons, Inc. - 27.6% 141 Partnership LLC - 25%
Hugh J. Kalley Wellesley, MA 02482-4615	Real estate appraiser	Director	N/A	Sole proprietor	1.24%	N/A	None
Theodore F. Parker Wellesley, MA 02481-2905	Real estate management	Director	N/A	Sole proprietor Owner/manager, Revest Partners, LLC	1.24%	N/A	Revest Partners, LLC - 100%
Leslie B. Shea Boston, MA 02116-6490	Attorney	Director	N/A	Sole proprietor President, Senior Living Inc.	1.54%	N/A	None
Edwin G. Silver Hopkinton, MA 01748	Retired	Director	N/A	N/A	1.24%	N/A	None
Simon Gerlin Wellesley, MA 02481		Director	N/A	Director/Treasurer Taunton Development/ Mass Development Corporation	0.13%	N/A	None
Kathryn Hinderhofer Weston, MA 01778		Director	N/A	Director Micromotes	0.17%	N/A	None
Tina L. Wang Wellesley, MA 02481-5220	Dentist	Director	N/A	Director, Secretary, CFO & Treasurer Drs. Thiel, Wang & Associates Treasurer/Secretary, Simon Medical Services Inc.	1.24%	N/A	Drs. Thiel, Wang & Associates, Inc. 100% None
Robert J. Skolnick Wellesley, MA 02481-6724	Retailing executive	Director	N/A	N/A	1.24%	N/A	None
Thomas J. Fontaine Wellesley, MA 02481-3412	N/A	President & Chief Executive Officer, Director Chairman	President, Wellesley Securities Corporation President, Central Linden, LLC President & CEO, Wellesley Bank Chairman, Wellesley Investment Partners, LLC	N/A	4.10%	N/A	None
Michael W. Dymak Weston, MA 02493	N/A	Chief Financial Officer Treasurer	EVP & CFO, Wellesley Bank Wellesley Securities Corporation	N/A	0.33%	N/A	None
Eloise C. Thibault Medfield, MA 02053-1710	N/A	Corporate Secretary	SVP & Treasurer, Wellesley Bank	N/A	0.91%	N/A	None
Louis P. Crosier Wellesley, MA 02482	N/A	President	Wellesley Investment Partners, Inc	N/A	0.01%	N/A	None
Ralph L. Lerner Natick, MA 01760	N/A	Chief/Lending Officer	EVP, Chief Lending Officer, Wellesley Bank	N/A	0.45%	N/A	None