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.

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.

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

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
433.5131
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2016

Month / Day / Year

Reporters’ Name, Street, and Mailing Address
Wellesley Bancorp, Inc
40 Central Street
Wellesley MA 02482

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Michael W. Dvorak
EVP, CFO
Name
Title

781-469-7806
Area Code / Phone Number / Extension

781-469-7556
Area Code / FAX Number

mdvorak@wellesleybank.com
E-mail Address
wellesleybank.com
Address (URL) for the Holding Company’s web page

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes
☐ No

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
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.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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</tr>
</thead>
<tbody>
<tr>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
</tr>
<tr>
<td>City State Zip Code</td>
<td>City State Zip Code</td>
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<td>Physical Location (if different from mailing address)</td>
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</tr>
</tbody>
</table>
Form FR-Y6

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

Report Item

2a. Organizational Chart

```
Wellesley Bancorp, Inc.
Holding Company for Wellesley Bank
Wellesley, MA
LEI # N/A
Incorporated in Maryland

100%

Wellesley Bank
Mass. Co-operative Bank
Wellesley, MA
LEI# 549300VLSYQZ88SDD73
Incorporated in Massachusetts

100%  100%  100%

Wellesley Investment Partners, LLC
Investment management services
Wellesley, MA
LEI # N/A
Incorporated in Massachusetts
(Wellesley Bank- Sole member, no partners or managing entities)

Wellesley Securities Corporation
To buy/sell securities
Wellesley, MA
LEI # N/A
Incorporated in Massachusetts

Central Linden, LLC
Holding/managing OREO
Wellesley, MA
LEI # N/A
Incorporated in Massachusetts (Inactive)
```
Board of Governors of the Federal Reserve System
FR Y-6 Depository Institution Branch Data Verification

Branches for Selected Institution

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.

<table>
<thead>
<tr>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
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</thead>
<tbody>
<tr>
<td>Full Service (Head</td>
<td>278078</td>
<td>WELLESLEY BANK</td>
<td>40 CENTRAL STREET</td>
<td>WELLESLEY</td>
<td>MA 02482</td>
<td>NORFOLK</td>
<td>UNITED STATES</td>
<td>35326</td>
<td>0</td>
<td>WELLESLEY BANK</td>
<td>278078</td>
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<td>Service</td>
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<tr>
<td>Full Service</td>
<td>4663869</td>
<td>BOSTON BRANCH</td>
<td>ONE FEDERAL STREET</td>
<td>BOSTON</td>
<td>MA 02110</td>
<td>SUFFOLK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>WELLESLEY BANK</td>
<td>278078</td>
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<tr>
<td>Full Service</td>
<td>4796561</td>
<td>NORTH HILL</td>
<td>855 CENTRAL AVENUE</td>
<td>NEEDHAM</td>
<td>MA 02492</td>
<td>NORFOLK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>WELLESLEY BANK</td>
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<tr>
<td>Full Service</td>
<td>4985794</td>
<td>NEWTON CENTRE</td>
<td>776-1 BEACON STREET</td>
<td>NEWTON</td>
<td>MA 02459</td>
<td>MIDDLESEX</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
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<tr>
<td>Full Service</td>
<td>3137318</td>
<td>LINDEN STREET BRANCH</td>
<td>197 LINDEN STREET</td>
<td>WELLESLEY</td>
<td>MA 02482</td>
<td>NORFOLK</td>
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<td>364343</td>
<td>1</td>
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<tr>
<td>Full Service</td>
<td>4399083</td>
<td>LOWER FALLS BRANCH</td>
<td>20 WASHINGTON STREET</td>
<td>WELLESLEY</td>
<td>MA 02481</td>
<td>NORFOLK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>WELLESLEY BANK</td>
<td>278078</td>
</tr>
</tbody>
</table>

*FDIC UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.
Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

<table>
<thead>
<tr>
<th>Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016</th>
<th>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</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>(1)(a)</strong></td>
<td><strong>(2)(a)</strong></td>
</tr>
<tr>
<td>Name</td>
<td>Name</td>
</tr>
<tr>
<td>City, State, Country</td>
<td>City, State, Country</td>
</tr>
<tr>
<td><strong>(1)(b)</strong></td>
<td><strong>(2)(b)</strong></td>
</tr>
<tr>
<td>Country of Citizenship or Incorporation</td>
<td>Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td><strong>(1)(c)</strong></td>
<td><strong>(2)(c)</strong></td>
</tr>
<tr>
<td>Number and Percentage of Each Class of Voting Securities</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
</tr>
</tbody>
</table>

**Strategic Value Investors, LP**
2000 Ashure Drive
Suite 300
Beachwood, OH 44122

- USA
- 203,189 shares - common stock
- 8.18% of common stock

**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

**None**
<table>
<thead>
<tr>
<th>Name</th>
<th>City/State/County</th>
<th>Title/Position</th>
<th>Relationship to Voting Shareholding Company</th>
<th>Voting Shares Held</th>
<th>D/Other Business</th>
<th>Role in Other Business</th>
<th>Street Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name: Timothy J. Massa</td>
<td>Wellesley, MA</td>
<td>President, CEO</td>
<td>President &amp; CEO of Wellesley Investment Partners, L.P. &amp; CBO</td>
<td>29.8%</td>
<td>N/A</td>
<td>N/A</td>
<td>161 Fieldstone Street, Wellesley, MA 02481-2452</td>
</tr>
<tr>
<td>Name: Elizabeth A. Williams</td>
<td>Wellesley, MA</td>
<td>Chief Financial Officer</td>
<td>Chief Financial Officer</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>161 Fieldstone Street, Wellesley, MA 02481-2452</td>
</tr>
<tr>
<td>Name: J. William Peirce</td>
<td>Wellesley, MA</td>
<td>Corporate Secretary</td>
<td>Corporate Secretary</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>161 Fieldstone Street, Wellesley, MA 02481-2452</td>
</tr>
<tr>
<td>Name: Leslie A. Moulton</td>
<td>Wellesley, MA</td>
<td>Chief Legal Officer</td>
<td>Chief Legal Officer</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>161 Fieldstone Street, Wellesley, MA 02481-2452</td>
</tr>
<tr>
<td>Name: John P. Croneberger</td>
<td>Wellesley, MA</td>
<td>Chief Compliance Officer</td>
<td>Chief Compliance Officer</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>161 Fieldstone Street, Wellesley, MA 02481-2452</td>
</tr>
<tr>
<td>Name: Sarah L. Lamonica</td>
<td>Wellesley, MA</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>161 Fieldstone Street, Wellesley, MA 02481-2452</td>
</tr>
</tbody>
</table>

**Notes:**
- The above table includes the names, titles, and relationships of certain individuals to the voting shares held by Wellesley Investment Partners, L.P. and its affiliates.
- The voting shares held by the individuals are a significant portion of the voting shares of the company. The table also provides information on their role in other businesses and their addresses.
- The table is part of the Form 13F file, which is a financial disclosure filed with the United States Securities and Exchange Commission (SEC) by investment advisors to report their ownership of publicly traded stocks.