

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, 2017

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, Curtis C. Simard

Name of the Holding Company Director and Official

President and Chief Executive Officer

Title of the Holding Company Director and Official

Bar Harbor Bankshares

Legal Title of Holding Company

PO Box 400

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

<u>Bar Harbor</u>	<u>ME</u>	<u>04609</u>
City	State	Zip Code

82 Main Street, Bar Harbor, ME 04609

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Kim Wright VP - Finance

Name Title

207-669-6853

Area Code / Phone Number / Extension

207-445-4720

Area Code / FAX Number

kwright@barharbor.bank

E-mail Address

bhbt.com

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

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.

Curtis C. Simard, Pres + CEO

Signature of Holding Company Director and Official

3-26-2018

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 1115385
 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."

Form FR Y-6

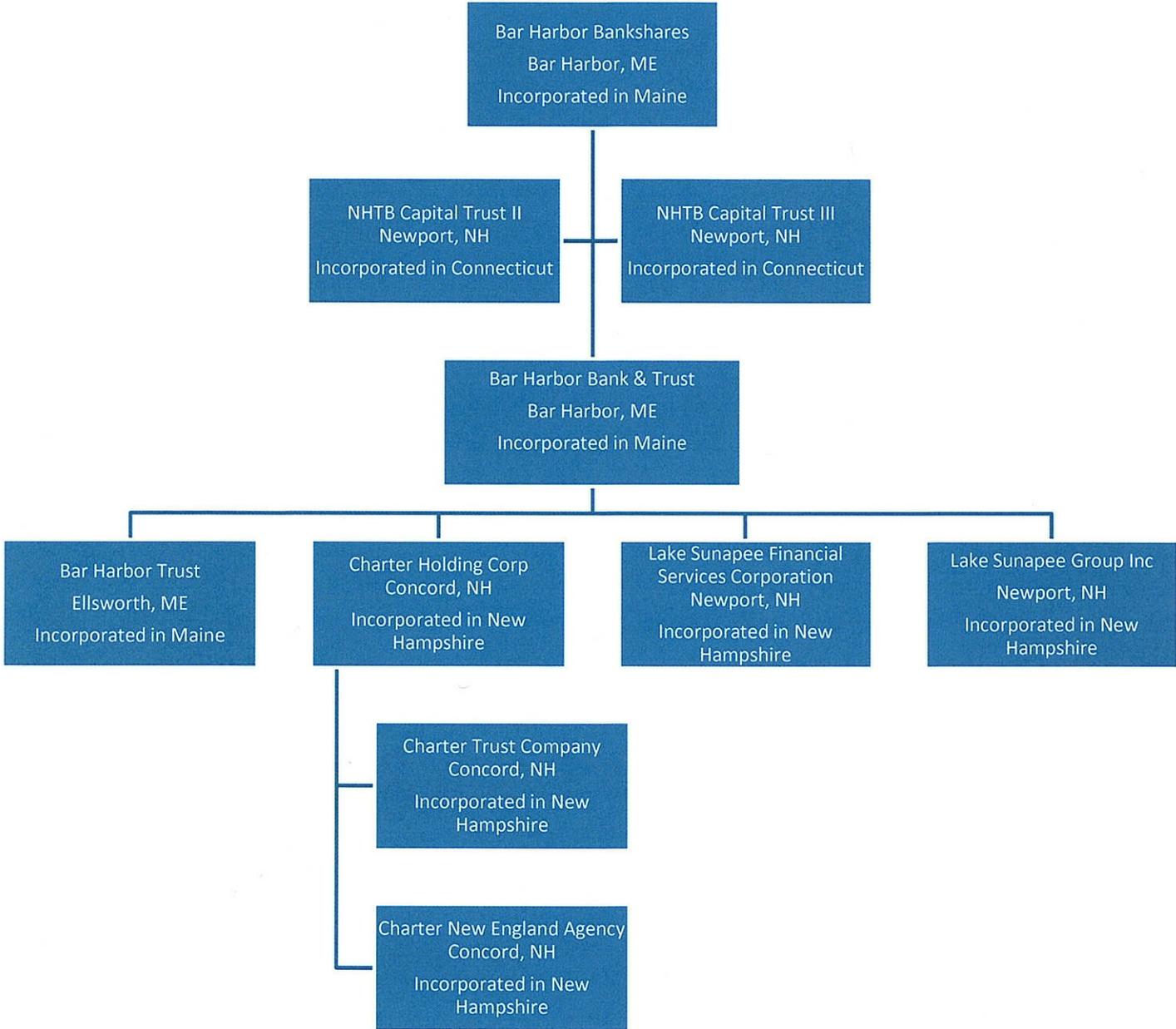
Bar Harbor Bankshares, Inc.
Bar Harbor, Maine 04609
Fiscal Year Ending December 31, 2017

- 1: a) The BHC is required to prepare form 10K with the SEC.
- 1: b) The BHC does prepare an annual report for its shareholders.

2a: Organizational Chart

All subsidiaries are 100% owned.

Effective 10/11/17, Bar Harbor Bank & Trust no longer controls the insurance activities of McCrillis & Eldredge Insurance, Inc.



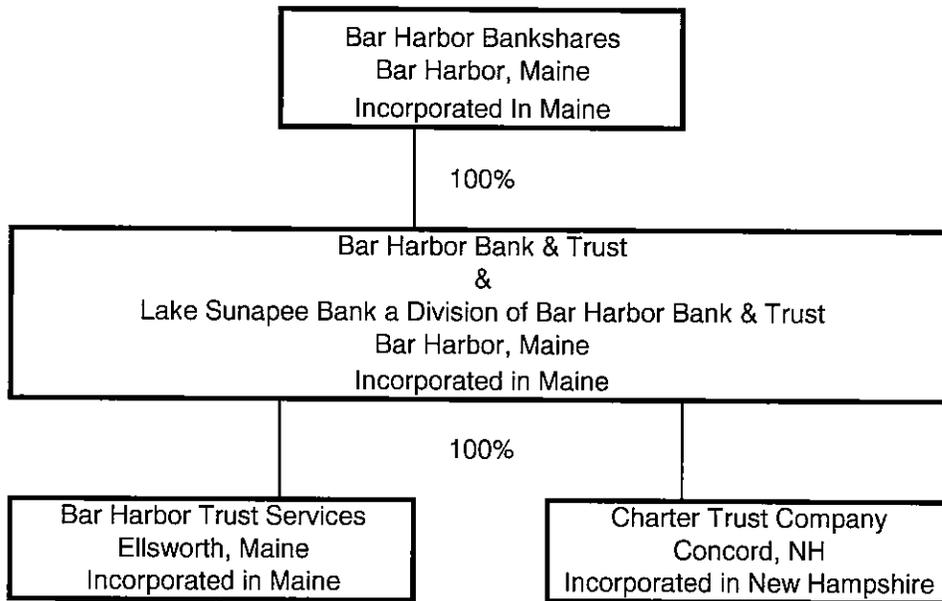
2b: Domestic Branch Listing
The Domestic Branch Listing was submitted via e-mail on 03/14/18

Form FR Y-6

Bar Harbor Bankshares, Inc.
Bar Harbor, Maine 04609
Fiscal Year Ending December 31, 2017

- 1: a) The BHC is required to prepare form 10K with the SEC.
- 1: b) The BHC does prepare an annual report for its shareholders.

2a: Organizational Chart



2b: Domestic Branch Listing

The Domestic Branch Listing was submitted via e-mail on 03/14/18

Results: A list of branches for your depository institution: **BAR HARBOR BANK AND TRUST COMPANY (ID_RSSD: 522605)**.
 This depository institution is held by **BAR HARBOR BANKSHARES (1115385)** of **BAR HARBOR, ME**.
 The data are as of **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

Reconciliation 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 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, 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, 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 Procedure

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

Data Action	Effective Date	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*	Comments
OK		Full Service (Head Office)	522605	BAR HARBOR BANK AND TRUST COMPANY	82 MAIN STREET	BAR HARBOR	ME	04609	HANCOCK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	498308	BLUE HILL BRANCH	21 MAIN STREET	BLUE HILL	ME	04614	HANCOCK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	524300	DEER ISLE BRANCH	25 CHURCH STREET	DEER ISLE	ME	04627	HANCOCK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	559601	ELLSWORTH BRANCH	125 HIGH STREET	ELLSWORTH	ME	04605	HANCOCK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	431408	LUBEC BRANCH	68 WASHINGTON STREET	LUBEC	ME	04652	WASHINGTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	521000	MACHIAS BRANCH	41 MAIN STREET	MACHIAS	ME	04654	WASHINGTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	467902	MILBRIDGE BRANCH	BRIDGE AND MAIN STREET	MILBRIDGE	ME	04658	WASHINGTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	3718061	SOMESVILLE BRANCH	1055 MAIN STREET	MOUNT DESERT	ME	04660	HANCOCK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	523107	NORTHEAST HARBOR AGENCY BRANCH	111 MAIN STREET	NORTHEAST HARBOR	ME	04662	HANCOCK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	320502	ROCKLAND BRANCH	245 CAMDEN ST	ROCKLAND	ME	04841	KNOX	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	3773202	SOUTH CHINA BRANCH	366 ROUTE 3	SOUTH CHINA	ME	04358	KENNEBEC	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	467201	SOUTHWEST HARBOR AGENCY BRANCH	314 MAIN STREET	SOUTHWEST HARBOR	ME	04679	HANCOCK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	3773239	TOPSHAM BRANCH	2 MAIN STREET	TOPSHAM	ME	04086	SAGADAHOC	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	532408	WINTER HARBOR BRANCH	385 MAIN STREET	WINTER HARBOR	ME	04693	HANCOCK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	4150248	ANDOVER BRANCH	7 LAWRENCE ST	ANDOVER	NH	03216	MERRIMACK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	583101	BRADFORD BRANCH	115 EAST MAIN STREET	BRADFORD	NH	03221	MERRIMACK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	4150220	CLAREMONT BRANCH	345 WASHINGTON STREET	CLAREMONT	NH	03743	SULLIVAN	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	4974967	CONCORD LOUDON ROAD BRANCH	8 LOUDON ROAD	CONCORD	NH	03301	MERRIMACK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	4150426	ENFIELD BRANCH	468 US ROUTE 4	ENFIELD	NH	03748	GRAFTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	338301	GRANTHAM BRANCH	165 ROUTE 10 N	GRANTHAM	NH	03753	SULLIVAN	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	3595628	HANOVER BRANCH	68 SOUTH MAIN STREET	HANOVER	NH	03755	GRAFTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	4150239	HILLSBORO BRANCH	15 ANTRIM RD	HILLSBOROUGH	NH	03244	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	1845123	HANOVER STREET BRANCH	106 HANOVER STREET	LEBANON	NH	03766	GRAFTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	4150444	LEBANON HEATER ROAD BRANCH	200 HEATER ROAD	LEBANON	NH	03766	GRAFTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	3549715	MILFORD BRANCH	32 ELM STREET	MILFORD	NH	03055	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	4613444	DANIEL WEBSTER HIGHWAY BRANCH	115 DANIEL WEBSTER HIGHWAY	NASHUA	NH	03060	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	3637993	NASHUA BRANCH	188 MAIN STREET	NASHUA	NH	03060	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	4150378	NEW LONDON MAIN STREET BRANCH	321 MAIN STREET	NEW LONDON	NH	03257	MERRIMACK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	4150387	NEW LONDON NEWPORT ROAD BRANCH	116 NEWPORT ROAD	NEW LONDON	NH	03257	MERRIMACK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	4150529	NEWBURY BRANCH	976 ROUTE 103	NEWBURY	NH	03255	MERRIMACK	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Limited Service	4503200	GUILD DRIVE UP BRANCH	300 SUNAPEE STREET	NEWPORT	NH	03773	SULLIVAN	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	91101	NEWPORT LAKE SUNAPEE BRANCH	9 MAIN STREET, BOX 29	NEWPORT	NH	03773	SULLIVAN	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	4150181	PETERBOROUGH BRANCH	2 MAIN STREET	PETERBOROUGH	NH	03458	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	90609	SUNAPEE BRANCH	565 ROUTE 11	SUNAPEE	NH	03782	SULLIVAN	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	4176695	WEST LEBANON BRANCH	83 MAIN STREET	WEST LEBANON	NH	03784	GRAFTON	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	2236951	FRANKLIN STREET BRANDON BRANCH	1340 FRANKLIN STR	BRANDON	VT	05733	RUTLAND	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	261904	PARK STREET BRANDON BRANCH	2 PARK STREET	BRANDON	VT	05733	RUTLAND	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	2245805	PITTSFORD BRANCH	ROUTE 7 & DEPOT HILL ROAD, ROUTE 7	PITTSFORD	VT	05763	RUTLAND	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	3488391	QUECHEE BRANCH	6931 US RT 4	QUECHEE	VT	05059	WINDSOR	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	2618977	JUSTIN MORGAN PLAZA BRANCH	189 VT ROUTE 12 SOUTH	RANDOLPH	VT	05060	ORANGE	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	5216088	RANDOLPH MAIN OFFICE	21 N MAIN STREET	RANDOLPH	VT	05060	ORANGE	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	288004	ROCHESTER BRANCH	85 NORTH MAIN STREET	ROCHESTER	VT	05767	WINDSOR	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	399601	BETHEL BRANCH	1583 VT HIGHWAY 107	ROCHESTER	VT	05032	WINDSOR	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	3449561	WOODSTOCK AVENUE BRANCH	100 WOODSTOCK AVENUE	RUTLAND	VT	05701	RUTLAND	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	582207	SOUTH ROYALTON BRANCH	52 RAILROAD STREET	SOUTH ROYALTON	VT	05068	WINDSOR	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	3291779	WEST RUTLAND BRANCH	484 MAIN STREET	WEST RUTLAND	VT	05777	RUTLAND	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	289609	WILLIAMSTOWN OFFICE	20 METHODIST LANE	WILLIAMSTOWN	VT	05679	ORANGE	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Full Service	1413139	FIRST COMMUNITY MAIN OFFICE	ONE BOND STREET	WOODSTOCK	VT	05091	WINDSOR	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	
OK		Limited Service	3621853	WEST WOODSTOCK DRIVE UP BRANCH	906 W WOODSTOCK RD	WOODSTOCK	VT	05091	WINDSOR	UNITED STATES	Not Required	Not Required	BAR HARBOR BANK AND TRUST COMPANY	522605	

Common Shares	Principal Occupation other than Holding Co.	Title and Position with Bank Holding Co.	Title and Position with Subsidiaries Sub-Names	Title and Position with other Business	Percentage of Direct Voting Shares	Direct Shares Owned	Indirect ^{1,2}
<u>5% Owners</u>							
NONE							
BlackRock, Inc. ³					5.20%	804,674	
<u>Less than 5% Owners</u>							
<u>Directors</u>							
Belair, Daina Lincolville, ME	Business Owner	Director	Director/BHBT	Owner of Inn	0.015%	2,326	
Caras, Matthew Arrowsic, ME	Business Owner	Director	Director/BHBT	Owner	0.0537%	8,297	
Cashman, Leonard Grantham, NH	Business Owner	Director	Director/BHBT	Retired	0.178%	27,550	2,803
Colter, David Hampden, ME	Business Executive	Director	Director/BHBT	Business Executive	0.011%	1,640	30
Dimick, Steven Randolph, Vermont	Retired Bank Exec	Director	Director/BHBT	Retired	0.033%	5,026	
Dudman, Martha Northeast Harbor, ME	Fundraising Consultant and Author	Director	Director/BHBT	Fundraising Consultant and Author	0.075%	11,639	
Ensign, Stephen W. New London, NH	Retired Bank Exec	Director	Director/BHBT	Retired	0.554%	85,597	11,003
Fernald, Lauri Mt. Desert, ME	Owner Fernald Funeral Homes	Director	Director/BHBT	Owner Fernald Funeral Homes	0.052%	8,043	
Simard, Curtis C. Mt. Desert, ME	President and CEO	Director	Director	N/A	0.132%	20,346	549
Smith, Kenneth Bar Harbor, ME	Business Owner	Director	Director/BHBT	Manor House Inn	0.072%	11,103	
Theroux, Stephen R. New London, NH	Retired Bank Exec	Director	Director/BHBT	Retired	0.226%	34,868	23,245
Toothaker, Scott Ellsworth, ME	Vice President and CPA	Director	Director/BHBT	Melanson & Heath	0.056%	8,674	
Woodside, David Bar Harbor, ME	Company President	Director	Director/BHBT	The Acadia Corporation	0.060%	9,210	1,500
<u>Named Executive Officers</u>							
Simard, Curtis C. Mt. Desert, ME	President and CEO	CEO and President	CEO and President	N/A	above	above	
Iannelli, Josphine Ellsworth, ME	Company EVP/CFO	EVP/CFO Treasurer	EVP,CFO, Treasurer and COO	N/A	0.0020%	312	
Richard B. Maltz Bar Harbor, ME	EVP Bar Harbor Bank & Trust	N/A	EVP Bar Harbor Bank & Trust	N/A	0.027%	4,188	
Gregory Dalton Mt. Desert, ME	EVP Bar Harbor Bank & Trust	N/A	EVP Bar Harbor Bank & Trust	Part owner Bar Harbor Jam	0.029%	4,515	9,305

FORM FR Y-6

Bar Harbor Bankshares

Fiscal Year ending December 31, 2017

No Shares

12/31/2017

15,442,926

William McIver	EVP	N/A	EVP		0.019%	2,943	4,237
Warner, NH	Bar Harbor Bank & Trust		Bar Harbor Bank & Trust				
<u>Other</u>							
Joseph Pratt	President	N/A	President	N/A	0.008%	1,258	331
Bangor, ME	BHTS		BHTS				
			SVP				
			Bar Harbor Bank & Trust				
Marsha Sawyer	EVP	N/A	EVP	N/A	0.021%	3,212	10,155
Trenton, ME	Bar Harbor Bank & Trust		Bar Harbor Bank & Trust				
					Director and Insider Totals	250,747	106,258
					Director and Insider Percentage	1.62%	0.69%
¹ Directors and Insiders with shares in the Company 401K which provides pass-through voting are included in this column							
² Does not include shares held in RABBI Trusts for the future benefit of Ensign, Theroux, and McIver							
³ As disclosed in Form 13G filed February 1, 2018							