

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 29 2019

Supervision, Regulation and
Credit Department

ETC
4/3/19

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.

I, Anthony DeChellis

Name of the Holding Company Director and Official

Chief Executive Officer and President

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

C.I.

1248078

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

December 31, 2018

Month / Day / Year

9LC5YYBM83TLRL460X73

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

Reporter's Name, Street, and Mailing Address

Boston Private Financial Holdings, Inc.

Legal Title of Holding Company

Ten Post Office Square

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

Boston

City

MA

State

02109

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kathryn Cabral

Name

Paralegal

Title

(617) 912-3910

Area Code / Phone Number / Extension

(617) 912-4551

Area Code / FAX Number

kcabral@bostonprivate.com

E-mail Address

www.bostonprivate.com

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

Is confidential treatment requested for any portion of
this report submission?

0=No

1=Yes

0

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."

ITEM 1

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Boston Private Financial Holdings, Inc.

ITEM 2a

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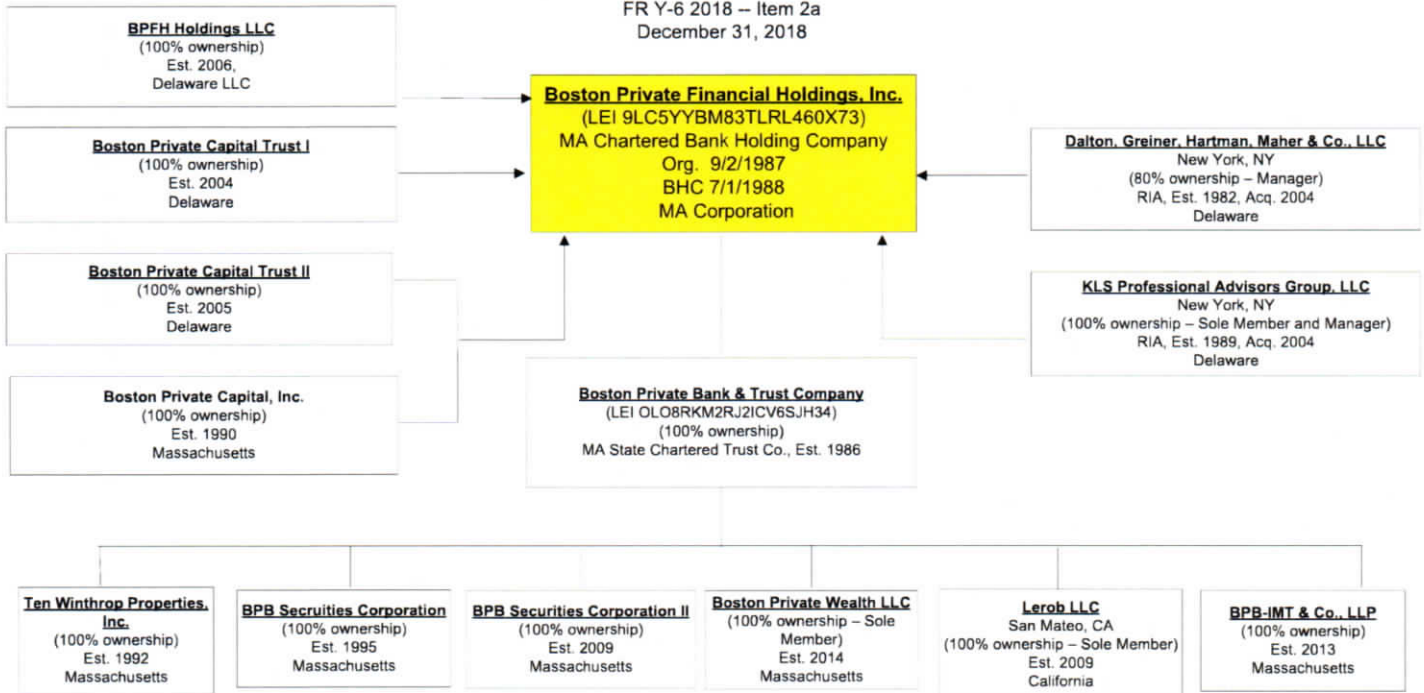
Boston Private Financial Holdings, Inc.

BOSTON PRIVATE

WEALTH ▣ TRUST ▣ PRIVATE BANKING

Legal Entity Organizational Chart

FR Y-6 2018 -- Item 2a
December 31, 2018



--Unless otherwise indicated, physical address is Boston, Massachusetts.
--LEI provided where applicable.

ITEM 2b

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Boston Private Financial Holdings, Inc.

Results: A list of branches for your depository institution: **BOSTON PRIVATE BANK & TRUST COMPANY (ID_RSSD: 964700)**.
This depository institution is held by **BOSTON PRIVATE FINANCIAL HOLDINGS, INC. (1248078)** of **BOSTON, MA**.
The data are as of **12/31/2018**. Data reflects information that was received and processed through **01/06/2019**.

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
		Full Service (Head Office)	964700	BOSTON PRIVATE BANK & TRUST COMPANY	TEN POST OFFICE SQUARE	BOSTON	MA	02109	SUFFOLK	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	4893611	BEVERLY HILLS BRANCH	225 NORTH BEVERLY DRIVE	BEVERLY HILLS	CA	90210	LOS ANGELES	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	3689769	BURLINGAME BRANCH	1440 CHAPIN AVENUE	BURLINGAME	CA	94010	SAN MATEO	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	193461	VENTURA BOULEVARD BRANCH	16000 VENTURA BOULEVARD	ENCINO	CA	91436	LOS ANGELES	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	3627949	LOS ALTOS BRANCH	345 SOUTH SAN ANTONIO ROAD	LOS ALTOS	CA	94022	SANTA CLARA	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	5173637	LOS ANGELES BRANCH	801 S. FIGUEROA STREET, SUITE 100	LOS ANGELES	CA	90017	LOS ANGELES	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	3510733	PALO ALTO BRANCH	420 COWPER STREET	PALO ALTO	CA	94301	SANTA CLARA	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	4616388	PASADENA BRANCH	345 E. COLORADO BOULEVARD	PASADENA	CA	91101	LOS ANGELES	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	3510724	SAN FRANCISCO BRANCH	433 CALIFORNIA STREET	SAN FRANCISCO	CA	94104	SAN FRANCISCO	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	4616379	SAN JOSE BRANCH	60 SOUTH MARKET STREET	SAN JOSE	CA	95113	SANTA CLARA	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	208169	BOVET ROAD BRANCH	160 BOVET ROAD	SAN MATEO	CA	94402	SAN MATEO	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	3579543	SANTA MONICA BROADWAY BRANCH	520 BROADWAY	SANTA MONICA	CA	90401	LOS ANGELES	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	3297128	WESTLAKE VILLAGE BRANCH	971 S WESTLAKE BOULEVARD	WESTLAKE VILLAGE	CA	91361	VENTURA	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	3770872	BEVERLY BRANCH	57 ENON STREET	BEVERLY	MA	01915	ESSEX	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	2918725	BOYLSTON STREET BRANCH	500 BOYLSTON STREET	BOSTON	MA	02116	SUFFOLK	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	4333135	PRUDENTIAL CENTER BRANCH	800 BOYLSTON STREET	BOSTON	MA	02199	SUFFOLK	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	3223640	SEAPORT BOULEVARD BRANCH	157 SEAPORT BOULEVARD	BOSTON	MA	02210	SUFFOLK	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	4292634	BROOKLINE BRANCH	1295A BEACON STREET	BROOKLINE	MA	02446	NORFOLK	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	3093218	CAMBRIDGE CENTER BRANCH	265 MAIN STREET, KENDALL SQUARE	CAMBRIDGE	MA	02142	MIDDLESEX	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	3450941	HINGHAM BRANCH	7 CENTRAL STREET	HINGHAM	MA	02043	PLYMOUTH	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Limited Service	3770881	JAMAICA PLAIN LOAN CENTER BRANCH	401C CENTRE STREET	JAMAICA PLAIN	MA	02130	SUFFOLK	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	3398128	LEXINGTON BRANCH	1666 MASS AVE	LEXINGTON	MA	02420	MIDDLESEX	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	3140215	CENTRE STREET BRANCH	1223 CENTRE STREET	NEWTON CENTER	MA	02459	MIDDLESEX	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	
		Full Service	2686556	WELLESLEY BRANCH	336 WASHINGTON STREET	WELLESLEY HILLS	MA	02481	NORFOLK	UNITED STATES	Not Required	Not Required	BOSTON PRIVATE BANK & TRUST COMPANY	964700	

ITEM 3

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Boston Private Financial Holdings, Inc.

Report Item 3: Securities holders**Form FR Y-6**

(1)(a)(b)(c)

December 31, 2018

Current securities holders with ownership, control or holdings of 5% or more
with power to vote as of fiscal year ending 12-31-2018

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of each Class of Voting Securities
BlackRock Inc. New York, NY, USA	USA	12,429,392 / 14.70% common stock
The Vanguard Group Malvern, PA, USA	USA	8,921,482 / 10.57% common stock
FMR LLC Boston, MA	USA	6,607,941 / 7.83% common stock
Dimensional Fund Advisors L.P. Austin, TX, USA	USA	5,594,923 / 6.63% common stock

ITEM 4

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Boston Private Financial Holdings, Inc.

Form FR Y-6

December 31, 2018

Report Item 4: Directors and Officers

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & 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) Title & Position with Other Business (include names of other business)	(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 and percentage of voting securities held)
Mark F. Furlong Chicago, IL, USA	N/A	Director	Director/Boston Private Bank & Trust Company	Director/Kforce, Inc. Director/Antares Capital	Less than 1%	N/A	N/A
Joseph C. Guyaux Pittsburgh, PA, USA	N/A	Director	Director/Boston Private Bank & Trust Company	Director/Chairman/DQE Holdings LLC Director/Chairman/Duquesne Light Company Director/Chairman/Highmark Health, Inc. Lead Director/Highmark, Inc. Director/AHN Health Network Director/Visionworks, Inc.	Less than 1%	N/A	N/A
Deborah F. Kuenstner Boston, MA, USA	Chief Investment Officer/Wellesley College	Director	Director/Boston Private Bank & Trust Company	Chief Investment Officer/Wellesley College	Less than 1%	N/A	N/A
Gloria C. Larson Yarmouth Port, MA, USA	President in Residence of the Harvard Graduate School Of Education	Director	Director/Boston Private Bank & Trust Company	President in Residence/Harvard Graduate School of Education Director/Unum Group	Less than 1%	N/A	N/A
Daniel P. Nolan Loudonville, NY, USA	President and CEO/Hugh Johnson Advisors, LLC	Director [Resigned on 2/14/2019]	Director/Boston Private Bank & Trust Company [Resigned on 2/14/2019]	President and CEO/Hugh Johnson Advisors, LLC	Less than 1%	N/A	Hugh Johnson Advisors, LLC/31% NPV Capital, LLC/100% Marsh Harbor Realty Holdings LLC/43.75% Fourth Avenue Partners II, LLC/52% Nashville Cats LLC/25% Albany Football Enterprises, LLC/25%
Kimberly S. Stevenson Troutman, NC, USA	Venture Partner/RIDGE-LANE Limited Partners	Director	Director/Boston Private Bank & Trust Company	Director/Skyworks Solutions, Inc.	Less than 1%	N/A	N/A
Luis Antonio Ubiñas New York, NY, USA	President/Board of Trustees of Pan American Development Foundation	Director	Director/Boston Private Bank & Trust Company	Lead Director/Electronic Arts Director/GFR Media Director/Shorelight Education	Less than 1%	N/A	N/A

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December 31, 2018

(1) Names & 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) Title & Position with Other Business (include names of other business)	(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 and percentage of voting securities held)
Stephen M. Waters Greenwich, CT, USA	Founding and Managing Partner, Compass Partners Capital LLC	Chairman/Director	Chairman/Boston Private Bank & Trust Company	Founding and Managing Partner/Compass Partners Capital LLC Director/Valero Energy Corporation	Less than 1%	N/A	Compass Partners Capital LLC/100% Compass Partners Advisors LLP/70% Waters International >25% Waters International II LLC >25%
Lizabeth H. Zlatkus Glastonbury, CT, USA	N/A	Director	Director/Boston Private Bank & Trust Company	Director/Indivior PC Director/SE2 Holdings, Inc. Trustee/Connecticut Science Center Trustee Board Member/Penn State University Business School Board	Less than 1%	N/A	N/A
Margaret W. Chambers Sudbury, MA, USA [departed Company on 12/31/2018]	N/A	EVP/General Counsel/Corporate Secretary [departed Company on 12/31/2018]	Director/KLS Professional Advisors Group, LLC [Resigned from KLS Board on 11/26/2018]	N/A	Less than 1%	N/A	N/A
Anthony DeChellis Rowayton, CT, USA	N/A	Director/CEO and President [effective 11/26/2018]	Director/Boston Private Bank & Trust Company Director/KLS Professional Advisors Group, LLC Director/Boston Private Wealth LLC Director/Dalton, Greiner, Hartman, & Maher Co., LLC	N/A	Less than 1%	N/A	N/A
Clayton G. Deutsch Boston, MA, USA [resigned as Director, CEO and President on 11/26/2018]	N/A	Director/CEO and President [resigned as Director, CEO and President on 11/26/2018]	Director/Boston Private Bank & Trust Company Director/Dalton, Greiner, Hartman, & Maher Co., LLC Director/KLS Professional Advisors Group, LLC Director/Boston Private Wealth LLC [resigned as Director of all Boards listed above on 11/26/2018]		Less than 1%	N/A	N/A
Steven M. Gaven Hingham, MA	N/A	EVP/Chief Financial Officer	Director/Boston Private Bank & Trust Company Director/Boston Private Wealth LLC Director/KLS Professional Advisors Group, LLC	N/A	Less than 1%	N/A	N/A

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December 31, 2018

(1) Names & 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) Title & Position with Other Business (include names of other business)	(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 and percentage of voting securities held)
Corey A. Griffin Wellesley, MA, USA	N/A	Executive Vice President [No longer EVP as of 3/15/2019]	CEO/Boston Private Wealth LLC EVP, CEO-Private Clients Group Director/Boston Private Bank & Trust Company Director/Boston Private Wealth LLC Director/Dalton, Greiner, Hartman, & Maher Co., LLC	N/A	Less than 1%	N/A	N/A
David J. Kaye Wellesley, MA, USA [departed Company 3/22/2019]	N/A	EVP /CEO- Corporate Client Group	Director/Boston Private Bank & Trust Company Director/Boston Private Wealth LLC	N/A	Less than 1%	N/A	N/A
W. Timothy MacDonald Portsmouth, NH, USA	N/A	EVP/Chief Risk Officer	N/A	N/A	Less than 1%	N/A	N/A
Joy McCune Boston, MA, USA	N/A	EVP/Chief Human Resources Officer	N/A	N/A	Less than 1%	N/A	N/A
Paul M. Simons Greenwich, CT	N/A	EVP/Chief of Corporate Strategy and Development	Director/Dalton, Greiner, Hartman, Maher & Co., LLC	N/A	Less than 1%	N/A	N/A
Jacqueline S. Shoback Brookline, MA, USA	N/A	EVP/CEO-Emerging Businesses and Client Experience	Director/Boston Private Bank & Trust Company	Director/CUNA Mutual Group	Less than 1%	N/A	N/A

All information included above is through 12/31/2018 unless otherwise noted in bold, bracketed text.