

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK  
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2014 MAR 24 A 11:28

STATISTICS & ANALYSIS  
DEPARTMENT

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.

I, Charlotte A. Zuschlag

Name of the Holding Company Director and Official

President & CEO

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.

Charlotte A. Zuschlag  
Signature of Holding Company Director and Official

3/18/14  
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.

1924925

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

ESB Financial Corporation

Legal Title of Holding Company

600 Lawrence Avenue

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

Ellwood City

PA

16117

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Mary Magestro

VP/Accounting Manager

Name

Title

724-758-5584

Area Code / Phone Number / Extension

724-758-3053

Area Code / FAX Number

mmagestro@esbbank.com

E-mail Address

www.esbbank.com

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

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

## 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.*

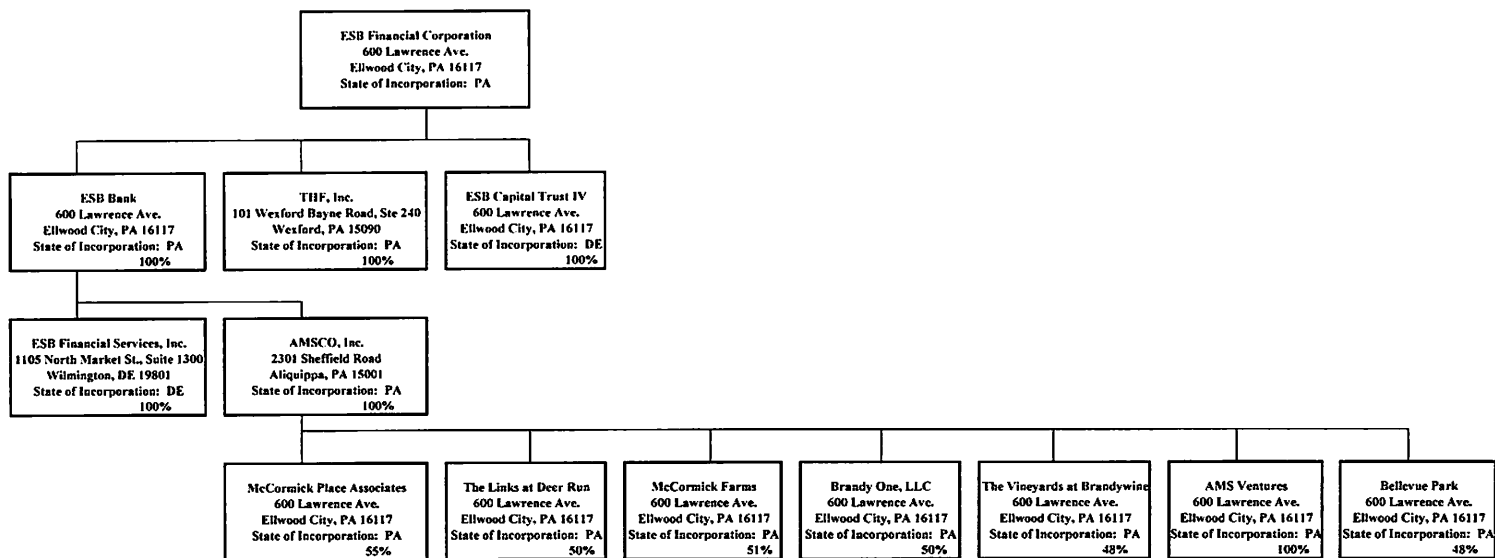
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
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City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

**Report Item: 1**

N/A

ESB Financial Corporation files an annual report with the SEC

**Report Item 2a:**  
**ESB Financial Corporation**  
**Organizational chart**



AMS Ventures owns 2% of the following companies

The Vineyards at Brandywine  
 Bellevue Park



Report Item 2b:  
Domestic Branch Listing  
As of December 31, 2013

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*
OK		Full Service (Head Office)	224178	ESB BANK	600 LAWRENCE AVENUE	ELLWOOD CITY	PA	16117	LAWRENCE	UNITED STATES	40542	0	ESB BANK	224178
OK		Full Service	3535866	ALIQUIPPA BRANCH	2301 SHEFFIELD ROAD	ALIQUIPPA	PA	15001	BEAVER	UNITED STATES	40775	105	ESB BANK	224178
OK		Full Service	2102663	HOPEWELL TOWNSHIP BRANCH	2293 BRODHEAD ROAD	ALIQUIPPA	PA	15001	BEAVER	UNITED STATES	262925	122	ESB BANK	224178
OK		Full Service	3535875	AMBRIDGE BRANCH	506 MERCHANT STREET	AMBRIDGE	PA	15003	BEAVER	UNITED STATES	41450	107	ESB BANK	224178
OK		Full Service	2102681	NORTHERN LIGHTS BRANCH	1555 BEAVER ROAD	BADEN	PA	15005	BEAVER	UNITED STATES	262927	125	ESB BANK	224178
OK		Full Service	2102609	BEAVER BRANCH	701 CORPORATION STREET	BEAVER	PA	15009	BEAVER	UNITED STATES	262926	123	ESB BANK	224178
OK		Full Service	3535884	BEAVER FALLS BRANCH	1427 SEVENTH AVENUE	BEAVER FALLS	PA	15010	BEAVER	UNITED STATES	40541	120	ESB BANK	224178
OK		Full Service	2102636	CHIPPEWA TOWNSHIP BRANCH	2521 DARLINGTON ROAD	BEAVER FALLS	PA	15010	BEAVER	UNITED STATES	262924	121	ESB BANK	224178
OK		Full Service	3535950	CORAOPOLIS BRANCH	900 FIFTH AVENUE	CORAOPOLIS	PA	15108	ALLEGHENY	UNITED STATES	264229	108	ESB BANK	224178
OK		Full Service	4488790	CRANBERRY TOWNSHIP BRANCH	2630 ROCHESTER ROAD	CRANBERRY TWP	PA	16066	BUTLER	UNITED STATES	532186	133	ESB BANK	224178
OK		Full Service	3836479	FRANKLIN TOWNSHIP BRANCH	1793 MERCER ROAD	ELLWOOD CITY	PA	16117	BEAVER	UNITED STATES	Not Required	Not Required	ESB BANK	224178
OK		Full Service	3535893	CENTER TOWNSHIP BRANCH	3531 BRODHEAD ROAD	MONACA	PA	15061	BEAVER	UNITED STATES	264228	106	ESB BANK	224178
OK		Full Service	2102627	NEW BRIGHTON BRANCH	800 THIRD AVENUE	NEW BRIGHTON	PA	15066	BEAVER	UNITED STATES	42614	124	ESB BANK	224178
OK		Full Service	3288779	NESHANNOCK BRANCH	3360 WILMINGTON ROAD	NEW CASTLE	PA	16105	LAWRENCE	UNITED STATES	443439	130	ESB BANK	224178
OK		Full Service	3535857	SHENANGO TOWNSHIP BRANCH	2731 ELLWOOD ROAD	NEW CASTLE	PA	16101	LAWRENCE	UNITED STATES	262931	1	ESB BANK	224178
OK		Full Service	3535932	BALDWIN BRANCH	5035 CURRY ROAD	PITTSBURGH	PA	15236	ALLEGHENY	UNITED STATES	263558	118	ESB BANK	224178
OK		Full Service	3535941	BEECHVIEW BRANCH	1550 BEECHVIEW AVENUE	PITTSBURGH	PA	15216	ALLEGHENY	UNITED STATES	340795	111	ESB BANK	224178
OK		Full Service	3535969	FOX CHAPEL BRANCH	1060 FREEPORT ROAD	PITTSBURGH	PA	15238	ALLEGHENY	UNITED STATES	271301	104	ESB BANK	224178
OK		Full Service	668370	NORTH SHORE BRANCH	807 MIDDLE STREET	PITTSBURGH	PA	15212	ALLEGHENY	UNITED STATES	40651	117	ESB BANK	224178
OK		Full Service	3535987	TROY HILL BRANCH	1706 LOWRIE STREET	PITTSBURGH	PA	15212	ALLEGHENY	UNITED STATES	42991	109	ESB BANK	224178
OK		Full Service	4463304	BUTLER BRANCH	831 EVANS CITY ROAD	RENFREW	PA	16053	BUTLER	UNITED STATES	Not Required	Not Required	ESB BANK	224178
OK		Full Service	3535996	WEXFORD BRANCH	101 WEXFORD-BAYNE ROAD	WEXFORD	PA	15090	ALLEGHENY	UNITED STATES	278859	110	ESB BANK	224178
OK		Full Service	3535923	ZELIENOPLE BRANCH	527 SOUTH MAIN STREET	ZELIENOPLE	PA	16037	BUTLER	UNITED STATES	514909	132	ESB BANK	224178

**Report Item 3:  
Securities Holders  
Fiscal Year Ending December 31, 2013**

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)© Number and Percentage of Each Class of Voting Securities	
ESB Financial Corporation Employee Stock Ownership Plan Ellwood City, PA, USA	USA	3,012,524	17% Common Stock

**Report Item 3 (2):**

N/A

**Report Item 4:  
Insiders  
Fiscal Year Ending December 31, 2013**

Charlotte A. Zuschlag  
Gibsonis, PA-USA  
President/CEO-ESB Financial Corporation & ESB Bank

	Percentage
How	Owned
Registered	12/31/2013
	<u>4.45%</u>

William B. Salsgiver  
Cranberry Township, PA-USA  
Director, Chairman of Board of ESB Financial Corporation & ESB Bank  
A Principal of Perry Homes

	Percentage
How	Owned
Registered	12/31/2013
	<u>3.68%</u>



Herbert S. Skuba  
Ellwood City, PA-USA  
Director, Vice Chairman of Board of ESB Financial Corporation & ESB Bank  
Retired Director, President & CEO of The Ellwood City Hospital

	Percentage
How	Owned
Registered	12/31/2013
	<u>1.58%</u>

Mario J. Manna  
Coraopolis, PA-USA  
Director of ESB Financial Corporation & ESB Bank  
Retired Tax Collector-Borough of Coraopolis

	Percentage
How	Owned
Registered	12/31/2013
	<u>0.82%</u>

James P. Wetzel, Jr.  
Ambridge, PA-USA  
Director of ESB Financial Corporation & ESB Bank  
Retired President & CEO of PHSB Financial Corporation & Peoples Home Savings

	Percentage
How	Owned
Registered	12/31/2013
	<u>0.87%</u>

Todd F. Palkovich  
Beaver, PA-USA  
Group SVP Lending & Asst. Secretary-ESB Financial Corporation & ESB Bank

	Percentage
How	Owned
<u>Registered</u>	<u>12/31/2013</u>
	<u>1.48%</u>

Charles P. Evanoski  
Wexford, PA-USA  
Group SVP/CFO & Asst. Secretary of ESB Financial Corporation & ESB Bank

	Percentage
How	Owned
<u>Registered</u>	<u>12/31/2013</u>
	<u>1.57%</u>

Frank D. Martz  
Ellwood City, PA-USA  
Group SVP Operations & Secretary of ESB Financial Corporation & ESB Bank

	Percentage
How	Owned
Registered	12/31/2013
	<u>2.41%</u>

Raymond K. Aiken  
Wexford, PA-USA  
Director of ESB Bank  
Retired President & COO of Lockhart Chemical Company

	Percentage
How	Owned
Registered	12/31/2013
	<u>0.73%</u>

Johanna C. Guehl  
Pittsburgh, PA\_USA  
Director of ESB Bank  
Owner-Lawl Offices of Johanna C. Guehl & Affiliate of the Kathy L. Hess & Associates, CPA's

	Percentage
How	Owned
Registered	12/31/2013
	<u>0.21%</u>

Ronald J. Owen  
Pittsburgh, PA\_USA  
Director of ESB Bank  
Senior Relationship Executive-First American Title Insurance Company

	Percentage
How	Owned
Registered	12/31/2013
	<u>0.15%</u>

Joseph W. Snyder  
Glenshaw, PA-USA  
Director of ESB Bank  
Retired Sourcing Agent-EQT Corporation

	Percentage
How	Owned
Registered	12/31/2013
	<u>0.60%</u>