

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)); 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, Mark L. Sullivan

Name of the Holding Company Director and Official  
Vice Chairman and CFO

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

03/31/2017

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 \_\_\_\_\_  
 C.I. \_\_\_\_\_

**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

TriState Capital Holdings, Inc.

Legal Title of Holding Company

301 Grant Street, Suite 2700

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

<u>Pittsburgh</u>	<u>PA</u>	<u>15219</u>
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Cheryl Burger VP of Financial Reporting

Name Title

412-304-0305

Area Code / Phone Number / Extension

412-304-0396

Area Code / FAX Number

cburger@tscbank.com

E-mail Address

www.tscbank.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:  
 Applies to item 4(4)c
- 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



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TriState Capital Holdings, Inc.  
Pittsburgh, Pennsylvania  
Fiscal Year Ending December 31, 2016

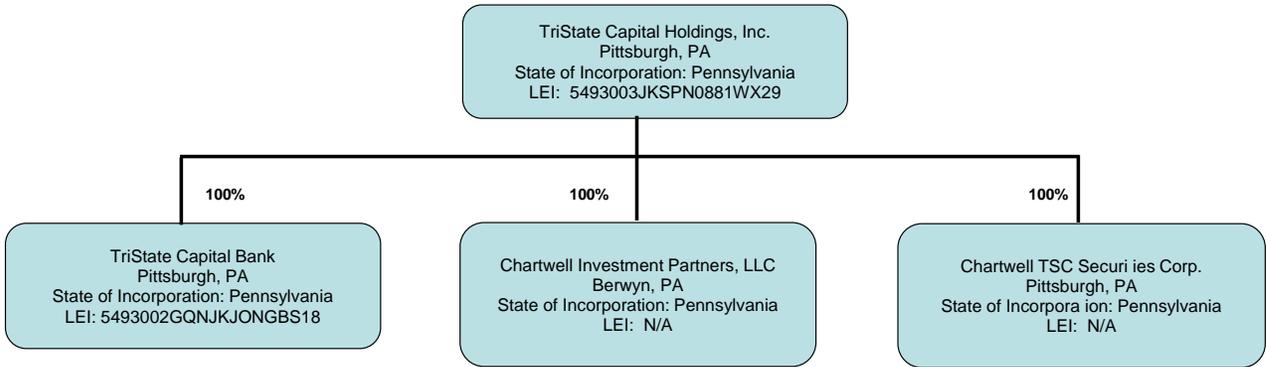
**Public Volume**

**Report Item**

**1 Annual Report to Shareholders**

Form 10-K was filed with the SEC on February 14, 2017.

**2a Organization Chart**



**Public Volume**

**Report Item**

**2b: Domestic Branch Listing**

**Results:** A list of branches for your depository institution: **TRISTATE CAPITAL BANK (ID\_RSSD: 3475083)**.  
This depository institution is held by **TRISTATE CAPITAL HOLDINGS, INC (3475074)** of **PITTSBURGH, PA**.  
The data are as of **12/31/2016**. Data reflects information that was received and processed through **01/10/2017**.

**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:

Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
3475083	TRISTATE CAPITAL BANK	1 OXFORD CENTER, FLOOR 27	PITTSBURGH	PA	15219	ALLEGHENY	UNITED STATES	452197	0	TRISTATE CAPITAL BANK	3475083	

To satisfy the **FR Y-10 reporting requirements**, you must  
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
OK		Full Service (Head Office)

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**Public Volume**

**Report Item**

**3: Securities Holders**

(1) Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016.

1(a) Name & Address (City, State, Country)	1(b) Country of Citizenship or Incorporation	1(c) Number and Percentage of Each Class of Voting Securities
LM III TriState Holdings Radnor, PA, USA	USA	3,373,693 - 11.9% Common Stock *
LM III-A TriState Holdings Radnor, PA, USA	USA	1,504,356 - 5.3% Common Stock *
James E. Minnick Radnor, PA, USA	USA	4,899,049 - 17.2% Common Stock *
BlackRock, Inc. New York, NY, USA	USA	1,753,867 - 6.2% Common Stock
Second Curve Capital, LLC New York, NY, USA	USA	1,451,278 - 5.1% Common Stock
The Banc Funds Company, LLC Chicago, IL, USA	USA	2,030,869 - 7.1% Common Stock **

\* Represents 3,373,693 shares that are held of record by LM III TriState Holdings LLC and 1,504,356 shares that are held of record by LM III-A TriState Holdings LLC. Lovell Minnick Partners LLC is the managing member of Fund III UGP LLC, which is, in turn, the general partner of Lovell Minnick Equity Advisors III LP, which is, in turn, the general partner of each of Lovell Minnick Equity Partners III LP and Lovell Minnick Equity Partners III-A LP. Lovell Minnick Equity Partners III LP is the managing member of LM III TriState Holdings LLC and Lovell Minnick Equity Partners III-A LP is the managing member of LM III-A TriState Holdings LLC. As an officer of Lovell Minnick Partners LLC, Mr. Minnick may be deemed to share beneficial ownership of the shares of our common stock held by the Lovell Minnick funds. Mr. Minnick disclaims beneficial ownership of such shares. Lovell Minnick Partners LLC has voting and dispositive power over these shares. Mr. Minnick's owns an additional 21,000 shares included above.

\*\* Filed jointly by Banc Fund VI L.P. ("BF VI"), an Illinois Limited Partnership, Banc Fund VII L.P. ("BF VII"), an Illinois Limited Partnership, Banc Fund VIII L.P. ("BF VIII"), an Illinois Limited Partnership, Banc Fund IX L.P. ("BF IX"), an Illinois Limited Partnership, (collectively, the "Reporting Persons"). The general partner of BF VI is MidBanc VI L.P. ("MidBanc VI"), whose principal business is to be a general partner of BF VI. The general partner of BF VII is MidBanc VII L.P. ("MidBanc VII"), whose principal business is to be a general partner of BF VII. The general partner of BF VIII is MidBanc VIII L.P. ("MidBanc VIII"), whose principal business is to be a general partner of BF VIII. The general partner of BF IX is MidBanc IX L.P. ("MidBanc IX"), whose principal business is to be a general partner of BF IX. MidBanc VI, MidBanc VII, MidBanc VIII, and MidBanc IX are Illinois limited partnerships. The general partner of MidBanc VI, MidBanc VII, MidBanc VIII, and MidBanc IX is The Banc Funds Company, L.L.C., ("TBFC"), whose principal business is to be a general partner of MidBanc VI, MidBanc VII, MidBanc VIII, and MidBanc IX. TBFC is an Illinois corporation whose principal shareholder is Charles J. Moore. Mr. Moore has been the manager of BF VI, BF VII, BF VIII, and BF IX, since their respective inceptions. As manager, Mr. Moore has voting and dispositive power over the securities of the issuer held by each of those entities. As the controlling member of TBFC, Mr. Moore will control TBFC, and therefore each of the Partnership entities directly and indirectly controlled by TBFC.

(2) Securities holders not listed in 3(1) above that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2016.

2(a) Name & Address	2(b) Country of Citizenship	2(c) Number and Percentage of Each Class of Voting Securities
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N/A

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4: Insiders

(1) Names & Address (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 (include names of other businesses)	(4)(a) Percentage of Voting Securities in holding company	(4)(b) Percentage of Voting Securities 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)
James F. Getz, Pittsburgh PA, USA	N/A	Director & Chairman, President and CEO	Director & Chairman and CEO (TriState Capital Bank)	Partner, Getz Enterprises, LP - Pittsburgh, PA	4.5%	N/A	See Confidential Volume
			Director & Chairman, (Chartwell Investment Partners, Inc.)	Shareholder, Getz Enterprises, Inc. - Pittsburgh, PA			
			Director, Chairman & CEO (Chartwell TSC Securities Corp.)	Partner, Meadowood Realty - Pittsburgh, PA			
			CEO (Meadowood Asset Management, LLC)				
A. William Schenck III, Pittsburgh PA, USA	N/A	Director & Vice Chairman	Director & Vice Chairman (TriState Capital Bank)	Director, Pennsylvania Higher Education Assistance Agency - Harrisburg, PA	0.4%	N/A	See Confidential Volume
				Shareholder, Mikell Schenck Associates - Aspinwall, PA			
				Shareholder, Littledele Associates, LLC - Pittsburgh, PA			
				Director, Pennsylvania Economy League			
Mark L. Sullivan, Pittsburgh PA, USA	N/A	Director & Vice Chairman/CFO	Director & Vice Chairman/CFO (TriState Capital Bank)	N/A	0.4%	N/A	See Confidential Volume
David L. Bonvenuto, Pittsburgh PA, USA	N/A	Director	Director (TriState Capital Bank)	Director, President and CEO, Oberg Industries, Inc. - Pittsburgh, PA	< 0.1%	N/A	See Confidential Volume
				Director, Vice Chairman of the Board of Directors, Catalyst Connection - Pittsburgh, PA			
Anthony J. Buzzelli, Pittsburgh PA, USA	N/A	Director	Director (TriState Capital Bank)	Director, MedStar Health, Inc.	0.1%	N/A	See Confidential Volume
				Director, AAA of Southern California			
Helen Hanna Casey, Pittsburgh PA, USA	Real Estate Services	Director	Director (TriState Capital Bank)	Vice President, Hanna Holdings, Inc. - Pittsburgh, PA	0.3%	N/A	See Confidential Volume
				Board Member, West Penn Multi List			
				Director, Strategic Investment Funds			
E.H. (Gene) Dewhurst, Pittsburgh PA, USA	Investment	Director	Director (TriState Capital Bank)	Director, Vice President - Finance and Treasurer, Falcon Seaboard Diversified, Inc. - Houston, TX	0.2%	N/A	See Confidential Volume
				Manager, Director, Vice President - Finance and Treasurer, Falcon Seaboard Holdings, LLC - Houston, TX			

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				Manager, Director, Vice President - Finance and Treasurer, II FF, LLC - Houston, TX			
				Chairman - Finance Committee; Co-Chairman - International Missions Committee, Bethel Church - Houston TX			
				Trustee, David Dewhurst Blind Trust - Houston TX			
				Trustee, Secretary and Treasurer, David Dewhurst Foundation - Houston, TX			
				Director, Secretary & Treasurer, David Dewhurst Investments - I, Inc. - Houston, TX			
				Trustee, Dewhurst 2000 Trust - Houston, TX			
				Director, Vice President - Finance and Treasurer, Falcon Diversified, LLC - Houston, TX			
				Vice President - Finance and Treasurer, Falcon Seaboard Canada Limited, Houston, TX			
				Partner, Falcon Seaboard Investment Company, L.P. - Houston, TX			
				Director, Vice President - Finance and Treasurer, Falcon Seaboard Investment - PEP II, Inc. - Houston, TX			
				Manager, Director, Vice President - Finance and Treasurer, Falcon Seaboard Oil and Gas, LLC - Houston, TX			
				Director, Vice President - Finance and Treasurer, Falcon Seaboard Properties, Inc. - Houston, TX			
				Director, Vice President - Finance and Treasurer, Falcon Seaboard Ranches, Inc. - Houston, TX			
				Manager, Director, Vice President - Finance and Treasurer, Falcon Seaboard Services, LLC - Houston, TX			
				Director, Vice President - Finance and Treasurer, Falcon South Power, Inc. - Houston, TX			
				Director, Vice President - Finance and Treasurer, FSI Management, L.L.C. - Houston, TX			
				Manager, Director, Vice President - Finance and Treasurer, FSRI, L.L.C. - Houston, TX			
				Trustee - Utah Beach Museum & B-26 Fund, Greater Houston Community Foundation - Houston, TX			

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				Member, Executive Committee; Chairman – Audit & Finance Committee; Member – Strategy & Budget Committee; Member – Development Committee, Greater Houston Partnership, Inc. - Houston, TX			
				Member – Strategy & Budget Committee, Opportunity Houston, Inc. [501(c)3] - Houston, TX			
				Member at Large – Executive Committee; Member – Board of Governing Trustees, Houston Symphony Society - Houston, TX			
				Director - Biblica - Colorado Springs, CO			
				Director - Homewood Property Owners Association, Inc. - Houston, TX			
James J. Dolan, Pittsburgh PA, USA	Investments and Technology Services	Director	Director (TriState Capital Bank)	Chairman & CEO, Voyager Holdings II, LLC Pittsburgh, PA	0.5%	N/A	See Confidential Volume
				Chairman, Ascent Data Pittsburgh, PA			
				Director, PlanMember Services Corp			
James E. Minnick, Pittsburgh PA, USA	Investment Management and Private Equity	Director	Director (TriState Capital Bank)	President, Lovell Minnick Partners LLC	17.2%	N/A	See Confidential Volume
				Director, Kanaly Holdings LLC and its subsidiary Kanaly Trust LTA, a Houston, Texas, trust company,			
				Director, Venis Holdings, Inc.			
				Board Member, Board of Visitors, Childrens Hospital of Philadelphia, Department of Brain Tumor Research			
Richard Seidel, Pittsburgh PA, USA	Investment Advisory Services	Director	Director (TriState Capital Bank)	Director, MTB Funds - Baltimore, MD	0.3%	N/A	See Confidential Volume
John B. Yasinsky, Pittsburgh PA, USA	N/A	Director	Director (TriState Capital Bank)	N/A	0.2%	N/A	See Confidential Volume
Richard Zappala, Pittsburgh PA, USA	Commercial Development	Director	Director (TriState Capital Bank)	Partner, Buchanan - 28th Street Associates	0.5%	N/A	See Confidential Volume
				Partner, Center Twp Associates			
				Partner, Blazier McKnight Associates			
				Partner, Dayton-Pittsburgh Associates			
				Member, FC North, LLC			
				Member, FC Rochester Associates, LLC			
				Member, FRA Associates, LLC			
				Partner, First City North Associates, LP			
				Partner, First City Rochester Associates, LP			
				Partner, First City South Associates			
				Member, Penn Hills Associates, LLC			
				Partner, FRA Associates			
				Member, HRA LLC			

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				Partner, McIntyre Square Associates			
				Partner, Philamart Associates			
				Member, West Moon, LLC			
				Partner, West View Associates, LP			
				Member, WVA, LLC			
				Stockholder, McIntyre Square, Inc.			
				Partner, Quaker Capital LP - Pittsburgh, PA			