

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

549300BF9W48J51BDH03

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

Reporter's Name, Street, and Mailing Address

First Priority Financial Corp.

Legal Title of Holding Company

2 W. Liberty Blvd., Suite 104

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

Malvern

PA

19355

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Mark J. Myers

Chief Financial Officer

Name

Title

484-527-4041

Area Code / Phone Number / Extension

484-527-4038

Area Code / FAX Number

mmyers@fpbk.com

E-mail Address

www.fpbk.com

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

I, David E. Sparks

Name of the Holding Company Director and Official

Chairman and Chief Executive Officer

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.

David E. Sparks

Signature of Holding Company Director and Official

03/26/2018

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
C.I.

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."

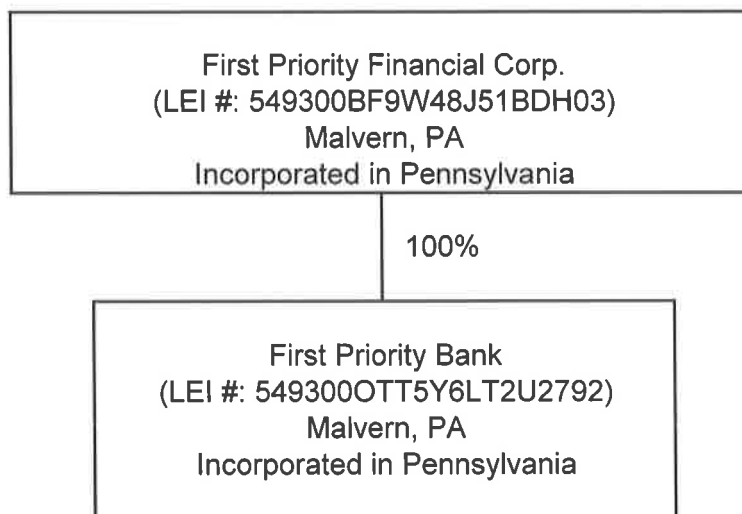
Form FR Y-6

First Priority Financial Corp.
Malvern, Pennsylvania
Fiscal Year Ending December 31, 2017

Report Item

1: N/A - SEC Registrant

2a: Organizational Chart



2b: Domestic Branch Listing

Submitted via email (spreadsheet) on 3/23/17.
Hardcopy attached for submitted spreadsheet as of 12/31/17.
(West Chester Office omitted; opened 2/26/2018).

Results: A list of branches for your depository institution: FIRST PRIORITY BANK (ID_RSSD: 3355587).
 This depository institution is held by FIRST PRIORITY FINANCIAL CORP. (3597042) of MALVERN, PA.
 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)	3355587	FIRST PRIORITY BANK	2 WEST LIBERTY BLVD, SUITE 104	MALVERN	PA	19355	CHESTER	UNITED STATES	Not Required	Not Required	FIRST PRIORITY BANK	3355587	
OK		Full Service	3924808	BLUE BELL OFFICE	10 SENTRY PARKWAY, SUITE 100	BLUE BELL	PA	19422	MONTGOMERY	UNITED STATES	Not Required	Not Required	FIRST PRIORITY BANK	3355587	
OK		Full Service	3597882	NEWTOWN OFFICE	104 PHEASANT RUN	NEWTOWN	PA	18940	BUCKS	UNITED STATES	Not Required	Not Required	FIRST PRIORITY BANK	3355587	
OK		Full Service	4104072	EXETER BRANCH	4541 PERKIOMEN AVENUE	READING	PA	19606	BERKS	UNITED STATES	Not Required	Not Required	FIRST PRIORITY BANK	3355587	
OK		Full Service	3200173	SINKING SPRING BRANCH	3101 SHILLINGTON ROAD	SINKING SPRING	PA	19608	BERKS	UNITED STATES	Not Required	Not Required	FIRST PRIORITY BANK	3355587	
OK		Full Service	3837944	MUHLENBERG BRANCH	4200 NORTH 5TH STREET HIGHWAY	TEMPLE	PA	19560	BERKS	UNITED STATES	Not Required	Not Required	FIRST PRIORITY BANK	3355587	
OK		Full Service	3179729	WYOMISSING OFFICE	1310 BROADCASTING ROAD	WYOMISSING	PA	19610	BERKS	UNITED STATES	Not Required	Not Required	FIRST PRIORITY BANK	3355587	

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First Priority Financial Corp.
 Malvern, Pennsylvania
 Fiscal Year Ending December 31, 2017

Report Item 3: Securities holders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2017			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 12/31/2017		
(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	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
PRB Investors, L.P. New York, NY, USA	USA	400,000 shares 6.02% of the voting common stock	None		
Tontine Financial Partners, L.P. Greenwich, CT, USA	USA	420,215 shares 6.33% of the voting common stock			

First Priority Financial Corp.
Malvern, Pennsylvania
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders
(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 Businesses (include names of other businesses)	(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 compan- ies and % of voting securities held)
Lawrence E. Donato Media, PA, USA	N/A	Executive Vice President & Chief Risk Officer	Director, Executive Vice President & Chief Operating Officer (First Priority Bank)	N/A	2.75%	None	N/A
Steven A. Ehrlich Sinking Spring, PA, USA	N/A	Director, President	Director,, President & Chief Executive Officer (First Priority Bank)	N/A	1.51%	None	N/A
Alice D. Flaherty Downingtown, PA, USA	N/A	Secretary/Treasurer	Secretary/Treasurer (First Priority Bank)	N/A	0.86%	None	N/A
Joel L. Frank West Chester, PA, USA	Attorney	Director	Director (First Priority Bank)	Chairman, Managing Partner Lamb McErlane, PC	0.03%	None	N/A
Burton A. MacLean, Jr Haverford, PA, USA	Business Owner	Director	Director (First Priority Bank)	Senior Advisor Diversified Search, LLC	0.09%	None	N/A
Jerome I. Marcus Wyomissing, PA, USA	Private Investor	Director	Director (First Priority Bank)	N/A	2.61%	None	N/A
Mary Ann Messmer Blue Bell, PA, USA	N/A	Executive Vice President	Executive Vice President (First Priority Bank)	N/A	0.43%	None	N/A
Matthew L. Miller Wyomissing, PA, USA	N/A	Chief Information Officer	Chief Information Officer (First Priority Bank)	N/A	0.48%	None	N/A
Barry L. Myers Palm Beach Gardens, FL, USA	Business Owner	Director	Director (First Priority Bank)	An Owner and Director of GES, Inc.	0.49%	None	GES, Inc (50%)
Mark J. Myers Garnet Valley, PA, USA	N/A	Chief Financial Officer	Chief Financial Officer (First Priority Bank)	N/A	0.57%	None	N/A
Alan P. Novak Coatesville, PA, USA	Attorney	Director	Director (First Priority Bank)	Attorney, Lamb McErlane PC; President, Novak Strategic Advisors; Partner, Rooney Novak Group	0.39%	None	Novak Strategic Advisors (25%) Rooney Novak Group (45%)
Matthew B. Rovi Collegeville, PA USA	N/A	Senior Vice President & Chief Marketing Officer	Senior Vice President & Chief Marketing Officer (First Priority Bank)	N/A	0.23%	None	N/A

First Priority Financial Corp.
Malvern, Pennsylvania
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

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(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 Businesses (include names of other businesses)	(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 % of voting securities held)
Mel A. Shafel New York, NY, USA	Private Investor	Director	Director (First Priority Bank)	N/A	2.18%	None	Rosetta Group (100%)
Vincent P. Small, Jr. Radnor, PA, USA	Private Investor	Director	Director (First Priority Bank)	N/A	1.23%	None	N/A
Patrick M. Smith Bensalem, PA, USA	Certified Public Accountant	Director	Director (First Priority Bank)	Partner of Rosenberg, Smith, Cooney and Migliore, P.C.	0.25%	None	Partner of Rosenberg, Smith, Cooney and Migliore, P.C.
David E. Sparks Pottstown, PA, USA	N/A	Director & Chairman, President & CEO	Chairman, President & CEO (First Priority Bank)	N/A	4.72%	None	N/A
Christopher E. Spinio Montgomeryville, PA, USA	Business Owner	Director	Director (First Priority Bank)	Owner and President of Spinio Incorporated	0.58%	None	Spinio Incorporated (100%)
Michael G. Wade Jamison, PA, USA	Business Owner	Director	Director (First Priority Bank)	Owner, Knight Abstract, Inc.	0.29%	None	Knight Abstract, Inc. (100%)
William L. Wetty Pottstown, PA, USA	Private Investor	Director	Director (First Priority Bank)	N/A	1.93%	None	N/A