

KOCH C JAMES
Form 4
September 07, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KOCH C JAMES

2. Issuer Name and Ticker or Trading Symbol
BOSTON BEER CO INC [SAM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O THE BOSTON BEER COMPANY, ONE DESIGN CENTER PLACE, SUITE 850

3. Date of Earliest Transaction (Month/Day/Year)
09/06/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

(Street)
BOSTON, MA 02210

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common	09/06/2012		S		2,400	D	\$ 103.04 (1) (3) 155,848
Class A Common	09/06/2012		S		600	D	\$ 103.72 (2) (3) 155,248
Class A Common						I	23,486 Custodian for children under UGTMA

Class A Common	3,656	I	By spouse as custodian for children under UGTMA
Class A Common	2,532	I	By spouse in trust for children
Class A Common	22,756	I	By spouse in trust under GRAT

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu...
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	----------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOCH C JAMES C/O THE BOSTON BEER COMPANY ONE DESIGN CENTER PLACE, SUITE 850 BOSTON, MA 02210	X	X	Chairman	

Signatures

Kathleen H. Wade under POA for the benefit of C. James
Koch

09/07/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for 2,400 shares is from \$102.61 to \$103.59.
 - (2) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for 600 shares is from \$103.68 to \$103.75.
 - (3) The reporting person will provide, upon request from the staff of the Securities and Exchange Commission, the Registrant or a shareholder of the Registrant, full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. :right;font-size:10pt;">0.24

\$
0.45

\$
0.39

Diluted
\$
0.28

\$
0.24

\$
0.45

\$
0.38

NOTE 3. SECURITIES

The amortized cost, gross unrealized gains and losses and fair values of available for sale securities at June 30, 2018 and December 31, 2017 are as follows:

June 30, 2018

AmortizedGross	Gross	Fair
----------------	-------	------

Cost	Unrealized Gains	Unrealized Losses	Value
(In Thousands)			
Debt securities:			
U.S.			
Government and agency obligations	\$ 13	\$ (1,580)	\$ 55,042
Government-sponsored enterprises	7,200	(106)	7,094
Mortgage-backed securities: ⁽¹⁾			
Agency residential	- 81,955	98	(2,109) 79,944
Non-agency residential	- 60	—	(4) 56
Collateralized debt obligations	1,082	27	— 1,109
Obligations of state and political subdivisions	500	—	— 500
Tax-exempt securities	3,099	21	(1) 3,119
Total available for sale securities	\$ 150,505	\$ 159	\$ (3,800) \$ 146,864

⁽¹⁾ Agency securities refer to debt obligations issued or guaranteed by government corporations or government-sponsored enterprises (“GSEs”). Non-agency securities, or private-label securities, are the sole obligation of their issuer and are not guaranteed by any of the GSEs or the U.S. Government.

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

December 31, 2017			
Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In Thousands)			
Debt securities:			
U.S.			
Government and agency obligations	\$ 17	\$ (998)	\$ 61,768
Government-sponsored enterprises	16	(11)	9,217
Mortgage-backed securities: ⁽¹⁾			
Agency residential	231	(1,135)	78,230
Non-agency residential	—	(5)	65
Collateralized debt obligation	34	—	1,124
Obligations of state and political subdivisions	—	—	500
Tax-exempt securities	37	(2)	3,149
Total available for sale securities	\$ 335	\$ (2,151)	\$ 154,053

⁽¹⁾ Agency securities refer to debt obligations issued or guaranteed by government corporations or GSEs. Non-agency securities, or private-label securities, are the sole obligation of their issuer and are not guaranteed by any of the GSEs or the U.S. Government.

Edgar Filing: KOCH C JAMES - Form 4

The amortized cost and fair value of debt securities by contractual maturities at June 30, 2018 are presented below. Maturities are based on the final contractual payment dates and do not reflect the impact of potential prepayments or early redemptions. Because mortgage-backed securities are not due at a single maturity date, they are not included in the maturity categories in the following maturity summary.

	Amortized	Fair
	Cost	Value
	(In Thousands)	
Within 1 year	\$10,066	\$10,047
After 1 but within 5 years	19,978	19,609
After 5 but within 10 years	169	173
After 10 years	38,277	37,035
	68,490	66,864
Mortgage-backed securities	82,015	80,000
Total debt securities	\$150,505	\$146,864

There were no sales of available for sale securities for the three and six months ended June 30, 2018 and 2017.

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

The following tables present information pertaining to securities with gross unrealized losses at June 30, 2018 and December 31, 2017, aggregated by investment category and length of time the individual securities have been in a continuous unrealized loss position.

	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
June 30, 2018	(In Thousands)					
U.S. Government and agency obligations	\$31,557	\$ 583	\$20,462	\$ 997	\$52,019	\$ 1,580
Government sponsored enterprises	6,865	99	229	7	7,094	106
Mortgage-backed securities:						
Agency - residential	41,243	883	28,836	1,226	70,079	2,109
Non-agency - residential	—	—	56	4	56	4
Tax-exempt securities	1,113	1	—	—	1,113	1
Total	\$80,778	\$ 1,566	\$49,583	\$ 2,234	\$130,361	\$ 3,800

	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
December 31, 2017	(In Thousands)					
U.S. Government and agency obligations	\$28,871	\$ 156	\$26,461	\$ 842	\$55,332	\$ 998
Government-sponsored enterprises	5,992	7	259	4	6,251	11
Mortgage-backed securities:						
Agency - residential	34,562	239	32,572	896	67,134	1,135
Non-agency - residential	—	—	65	5	65	5
Tax-exempt securities	1,116	2	—	—	1,116	2
Total	\$70,541	\$ 404	\$59,357	\$ 1,747	\$129,898	\$ 2,151

At June 30, 2018, 86 debt securities with gross unrealized losses had an aggregate depreciation of 2.83% of the Company's amortized cost basis. The unrealized losses are primarily related to the Company's agency mortgage-backed securities and U.S. Government and agency obligations. There were no investments deemed other-than-temporarily impaired for the three and six months ended June 30, 2018 and 2017. The following summarizes, by security type, the basis for management's determination during the preparation of the financial statements of whether the applicable investments within the Company's securities portfolio were not other-than-temporarily impaired at June 30, 2018.

U.S. Government and Agency Obligations and Mortgage-backed Securities - Agency - Residential. The unrealized losses on the Company's U.S. Government and agency obligations and mortgage-backed agency-residential securities related primarily to a widening of the rate spread to comparable treasury securities. The Company does not expect these securities to settle at a price less than the par value of the securities.

Government Sponsored Enterprises. The unrealized losses on the Company's government sponsored enterprises were also caused by interest rate movement. The contractual cash flows of these investments are guaranteed by a government sponsored agency. Accordingly, it is expected that the securities would not be settled at a price less than the amortized cost of our investment.

Table of Contents

SI FINANCIAL GROUP, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

Mortgage-backed Securities - Non-Agency - Residential. The unrealized losses on the Company's non-agency-residential mortgage-backed securities relate to one investment which has been evaluated by management and no potential credit loss was identified.

NOTE 4. LOANS RECEIVABLE AND ALLOWANCE FOR LOAN LOSSES

Loan Portfolio

The composition of the Company's loan portfolio at June 30, 2018 and December 31, 2017 is as follows:

	June 30, 2018	December 31, 2017
(In Thousands)		
Real estate loans:		
Residential		
-		
1 to 4 family	\$376,156	\$397,277
Multi-family	59,240	481,998
Commercial construction	31,021	28,765
Total real estate loans	466,420	908,040
Commercial business loans:		
SBA and USDA guaranteed		
Time share	74,015	89,514
Condominium association	43,362	50,526
Medical loans	31,370	27,096
	28,339	27,803

Explanation of Responses:

Other	88,554	88,566
Total commercial business loans	266,940	283,505
Consumer loans:		
Home equity	48,955	53,480
Indirect automobile	4	57
Other	1,418	1,835
Total consumer loans	50,407	55,372
Total loans	1,263,767	1,246,917
Deferred loan origination costs	2,783	2,591
net of fees		
Allowance for loan losses	(13,235)	(12,334)
Loans receivable, net	\$1,250,532	\$1,237,174

The Company purchased commercial loans totaling \$18.7 million during the six months ended June 30, 2018. For the twelve months ended December 31, 2017, the Company purchased commercial loans totaling \$36.1 million.

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

Allowance for Loan Losses

Changes in the allowance for loan losses for the three and six months ended June 30, 2018 and 2017 are as follows:

Three Months Ended June 30, 2018	Residential - 1 to 4 Family	Multi-family and Commercial	Construction	Commercial Business	Consumer	Total
	(In Thousands)					
Balance at beginning of period	\$ 1,197	\$ 6,953	\$ 727	\$ 3,478	\$ 649	\$ 13,004
Provision (credit) for loan losses	(3)	689	(6)	(370)	(22)	288
Loans charged-off	—	—	—	(68)	(1)	(69)
Recoveries of loans previously charged-off	—	—	—	11	1	12
Balance at end of period	\$ 1,194	\$ 7,642	\$ 721	\$ 3,051	\$ 627	\$ 13,235

Six Months Ended June 30, 2018	Residential - 1 to 4 Family	Multi-family and Commercial	Construction	Commercial Business	Consumer	Total
	(In Thousands)					
Balance at beginning of period	\$ 1,093	\$ 6,627	\$ 633	\$ 3,308	\$ 673	\$ 12,334
Provision (credit) for loan losses	101	1,015	88	(145)	(46)	1,013
Loans charged-off	—	—	—	(132)	(1)	(133)
Recoveries of loans previously charged-off	—	—	—	20	1	21
Balance at end of period	\$ 1,194	\$ 7,642	\$ 721	\$ 3,051	\$ 627	\$ 13,235

Three Months Ended June 30, 2017	Residential - 1 to 4 Family	Multi-family and Commercial	Construction	Commercial Business	Consumer	Total
	(In Thousands)					
Balance at beginning of period	\$ 1,189	\$ 6,139	\$ 541	\$ 3,397	\$ 734	\$ 12,000
Provision (credit) for loan losses	14	91	21	46	(2)	170
Loans charged-off	(22)	—	—	(14)	(1)	(37)
Recoveries of loans previously charged-off	—	—	—	10	4	14
Balance at end of period	\$ 1,181	\$ 6,230	\$ 562	\$ 3,439	\$ 735	\$ 12,147

Six Months Ended June 30, 2017	Residential - 1 to 4 Family	Multi-family and Commercial	Construction	Commercial Business	Consumer	Total
	(In Thousands)					
Balance at beginning of period	\$ 1,149	\$ 5,724	\$ 952	\$ 3,266	\$ 729	\$ 11,820
Provision (credit) for loan losses	51	506	(390)	162	1	330
Loans charged-off	(22)	—	—	(14)	(1)	(37)

Explanation of Responses:

Edgar Filing: KOCH C JAMES - Form 4

Recoveries of loans previously charged-off	3	—	—	25	6	34
Balance at end of period	\$1,181	\$ 6,230	\$ 562	\$ 3,439	\$ 735	\$12,147

18

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

Further information pertaining to the allowance for loan losses at June 30, 2018 and December 31, 2017 is as follows:

June 30, 2018	Residential - 1 to 4 Family (In Thousands)	Multi-family and Commercial	Construction	Commercial Business	Consumer	Total
Allowance for loans individually evaluated and deemed to be impaired	\$ 323	\$ 1,264	\$ —	\$ 238	\$ 17	\$ 1,842
Allowance for loans individually or collectively evaluated and not deemed to be impaired	871	6,378	721	2,813	610	11,393
Allowance for loans acquired with deteriorated credit quality	—	—	—	—	—	—
Total loan loss allowance	\$ 1,194	\$ 7,642	\$ 721	\$ 3,051	\$ 627	\$ 13,235
Loans individually evaluated and deemed to be impaired	\$ 5,559	\$ 10,493	\$ —	\$ 1,156	\$ 313	\$ 17,521
Loans individually or collectively evaluated and not deemed to be impaired	370,597	527,446	31,024	265,784	50,094	1,244,945
Amount of loans acquired with deteriorated credit quality	—	1,301	—	—	—	1,301
Total loans	\$ 376,156	\$ 539,240	\$ 31,024	\$ 266,940	\$ 50,407	\$ 1,263,767
December 31, 2017	Residential - 1 to 4 Family (In Thousands)	Multi-family and Commercial	Construction	Commercial Business	Consumer	Total
Allowance for loans individually evaluated and deemed to be impaired	\$ 231	\$ 251	\$ —	\$ —	\$ —	\$ 482
Allowance for loans individually or collectively evaluated and not deemed to be impaired	862	6,376	633	3,308	673	11,852
Allowance for loans acquired with deteriorated credit quality	—	—	—	—	—	—
Total loan loss allowance	\$ 1,093	\$ 6,627	\$ 633	\$ 3,308	\$ 673	\$ 12,334
Loans individually evaluated and deemed to be impaired	\$ 5,113	\$ 9,646	\$ —	\$ 334	\$ 292	\$ 15,385
Loans individually or collectively evaluated and not deemed to be impaired	392,164	470,433	28,765	283,171	55,080	1,229,613
Amount of loans acquired with deteriorated credit quality	—	1,919	—	—	—	1,919

Explanation of Responses:

Edgar Filing: KOCH C JAMES - Form 4

Total loans	\$397,277	\$ 481,998	\$ 28,765	\$ 283,505	\$ 55,372	\$1,246,917
-------------	-----------	------------	-----------	------------	-----------	-------------

19

Table of Contents

SI FINANCIAL GROUP, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

Past Due Loans

The following represents an aging of loans at June 30, 2018 and December 31, 2017:

30-59 Days Due	60-89 Days Past Due	90 Days or More Past Due	Total 30 Days or More Past Due	Current	Total Loans	Past Due 90 Days or More and Accruing
----------------	---------------------	--------------------------	--------------------------------	---------	-------------	---------------------------------------

(In Thousands)

Real Estate:						
Residential						
-						
1						
\$—	\$1,634	\$1,528	\$3,162	\$372,994	\$376,156	\$ —
to						
4						
family						
Multi-family						
17,615	1,454	—	19,069	520,171	539,240	—
commercial						
Construction						
—	—	—	—	31,024	31,024	—
Commercial Business:						
SBA and USDA						
—	—	85	85	73,930	74,015	85
guaranteed						
Time share						
—	—	—	—	43,362	43,362	—
Condominium association						
—	—	—	—	31,370	31,370	—
Medical loans						
—	—	—	95	28,244	28,339	—
Other						
885	—	—	1,209	88,645	89,854	—
Consumer:						
Home equity						
383	28	102	513	48,442	48,955	—
Indirect automobile						
—	—	—	—	4	4	—
Other						
—	—	—	3	1,445	1,448	—
\$18,845	\$4,001	\$1,790	\$24,136	\$1,239,631	\$1,263,767	\$ 85

30-59	60-89	Total 30	Current	Total
-------	-------	----------	---------	-------

Explanation of Responses:

Edgar Filing: KOCH C JAMES - Form 4

Days or More Past Due	Days 90 or More Past Due	Days 30 or More Past Due	Days 15 or More Past Due	Days 5 or More Past Due	Loans	Past Due 90 Days or More and Accruing
(In Thousands)						
Real Estate: Residential						
1 to 4 family	1	1	1	1	\$6,243	\$ —
Multi-family	3	27	3,660	478,338	481,998	—
commercial	—	—	—	28,765	28,765	—
Construction	—	—	—	—	—	—
Commercial Business:						
SBA and USDA guaranteed	—	—	483	89,031	89,514	—
Time share	—	—	—	50,526	50,526	—
Condominium association	—	—	—	27,096	27,096	—
Medical loans	99	—	238	27,565	27,803	—
Other	183	26	286	88,280	88,566	—
Consumer:						
Home equity	—	—	475	53,005	53,480	—
Indirect automobile	3	—	5	52	57	—
Other	—	—	8	1,827	1,835	—
Total	1,060	\$1,867	\$1,333	\$14,260	\$1,232,657	\$1,246,917

Table of Contents

SI FINANCIAL GROUP, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

Impaired and Nonaccrual Loans

The following is a summary of impaired loans and nonaccrual loans at June 30, 2018 and December 31, 2017:

Recorded Investment	Unpaid Principal Balance	Related Allowance	Nonaccrual Loans
---------------------	--------------------------	-------------------	------------------

(In Thousands)

Impaired loans without valuation allowance:			
Real Estate:			
Residential			
-			
1 to 4 family	\$3,128	\$3,128	\$ —
Multi-family	736	6,933	—
Commercial			1,114
Business:			
Medical loans	31	77	—
Other	40	240	—
Consumer:			
Home equity	174	174	—
Total impaired loans without valuation allowance:	10,309	10,552	—
			3,903

Impaired loans with valuation allowance:

Explanation of Responses:

Real Estate: Residential				
-				
1 to 4 family Multi-family and commercial	2,431	2,442	323	824
Commercial business	1,058	5,058	1,264	2,166
-	885	885	238	885
Other Consumer				
- Home equity	139	139	17	39
Total impaired loans with valuation allowance	8,513	8,524	1,842	3,914
Total impaired loans	\$18,812	\$19,076	\$ 1,842	\$ 7,817

(1) Includes loans acquired with deteriorated credit quality from the Newport Federal Savings Bank ("Newport") merger and performing troubled debt restructurings.

Impaired Loans⁽¹⁾

December 31, 2017	Unpaid Principal Balance	Related Allowance	Nonaccrual Loans
-------------------	--------------------------	-------------------	------------------

(In Thousands)

Impaired loans without valuation allowance:				
Real Estate: Residential				
-				
1 to 4 family Multi-family and	\$3,097	\$3,156	\$ —	\$ 2,024
-				
Multi-family and	1,317	—		3,169

Explanation of Responses:

commercial Commercial business	308	308	—	298
-				
Other Consumer				
-				
Home equity Consumer	292	292	—	192
-				
Indirect automobile	—	—	—	1
Total impaired loans without valuation allowance	10,817	11,073	—	5,684
Impaired loans with valuation allowance: Real Estate: Residential				
-				
1 to 4 family	2,016	2,027	231	381
Multi-family and commercial	4,029	4,029	251	313
Commercial business	26	26	—	26
-				
Other Total impaired loans with valuation allowance	6,071	6,082	482	720
Total impaired loans	\$16,888	\$17,155	\$ 482	\$ 6,404

(1) Includes loans acquired with deteriorated credit quality from the Newport merger and performing troubled debt restructurings.

21

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

The Company reviews and establishes, if necessary, an allowance for certain impaired loans for the amount by which the present value of expected cash flows (or observable market price of loan or fair value of the collateral if the loan is collateral dependent) are lower than the carrying value of the loan. At June 30, 2018 and December 31, 2017, the Company concluded that certain impaired loans required no valuation allowance as a result of management's measurement of impairment. No additional funds are advanced to those borrowers whose loans are deemed impaired without prior approval of the Loan Committee or the Board of Directors.

Additional information related to impaired loans is as follows:

	Three Months Ended June 30, 2018			Six Months Ended June 30, 2018		
	Average Interest Recorded Investment	Interest Income Recognized	Interest Income Recognized on Cash Basis	Average Interest Recorded Investment	Interest Income Recognized	Interest Income Recognized on Cash Basis
	(In Thousands)					
Real Estate:						
Residential - 1 to 4 family	\$5,684	\$ 28	\$ 1	\$5,392	\$ 56	\$ 1
Multi-family and commercial	10,575	144	32	9,859	248	38
Commercial business:						
Medical loans	62	—	—	39	—	—
Other	1,792	8	—	1,506	30	14
Consumer:						
Home equity	350	1	—	299	2	—
Other	—	—	—	1	—	—
Total	\$18,463	\$ 181	\$ 33	\$17,096	\$ 336	\$ 53

	Three Months Ended June 30, 2017			Six Months Ended June 30, 2017		
	Average Interest Recorded Investment	Interest Income Recognized	Interest Income Recognized on Cash Basis	Average Interest Recorded Investment	Interest Income Recognized	Interest Income Recognized on Cash Basis
	(In Thousands)					
Real Estate:						
Residential - 1 to 4 family	\$5,985	\$ 31	\$ 3	\$6,188	\$ 70	\$ 9
Multi-family and commercial	8,016	102	—	8,858	226	11
Commercial business:						
Medical loans	7	—	—	3	—	—
Other	1,415	36	27	1,118	44	27
Consumer:						

Explanation of Responses:

Edgar Filing: KOCH C JAMES - Form 4

Home equity	381	1	—	422	3	1
Other	5	—	—	2	—	—
Total	\$15,809	\$ 170	\$ 30	\$16,591	\$ 343	\$ 48

22

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

Credit Quality Information

The Company utilizes an eight-grade internal loan rating system for all loans in the portfolio, with the exception of its purchased SBA and USDA commercial business loans that are fully guaranteed by the U.S. government, as follows:

o Pass (Ratings 1-4): Loans in these categories are considered low to average risk.

o Special Mention (Rating 5): Loans in this category are starting to show signs of potential weakness and are being closely monitored by management.

o Substandard (Rating 6): Generally, a loan is considered substandard if it is inadequately protected by the current net worth and paying capacity of the obligors and/or the collateral pledged. There is a distinct possibility that the Company will sustain some loss if the weakness is not corrected.

o Doubtful (Rating 7): Loans classified as doubtful have all the weaknesses inherent in those classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, highly questionable and improbable.

o Loss (Rating 8): Loans in this category are considered uncollectible and of such little value that their continuance as assets is not warranted.

Management periodically reviews the ratings described above and the Company's internal audit function reviews components of the credit files, including the assigned risk ratings, of certain commercial loans as part of its loan review.

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

The following tables present the Company's loans by risk rating at June 30, 2018 and December 31, 2017:

June 30, 2018	Not Rated	Pass	Special Mention	Substandard	Doubtful	Loss	Total
	(In Thousands)						
Real Estate:							
Residential - 1 to 4 family	\$—	\$368,085	\$1,495	\$6,576	\$—	—\$	—\$376,156
Multi-family and commercial	—	498,817	31,600	8,823	—	—	539,240
Construction	—	21,411	9,613	—	—	—	31,024
Total real estate loans	—	888,313	42,708	15,399	—	—	946,420
Commercial Business:							
SBA and USDA guaranteed	74,015	—	—	—	—	—	74,015
Time share	—	43,362	—	—	—	—	43,362
Condominium association	—	31,370	—	—	—	—	31,370
Medical loans	—	28,308	—	31	—	—	28,339
Other	—	85,020	3,557	1,277	—	—	89,854
Total commercial business loans	74,015	188,060	3,557	1,308	—	—	266,940
Consumer:							
Home equity	—	48,467	255	233	—	—	48,955
Indirect automobile	—	4	—	—	—	—	4
Other	—	1,448	—	—	—	—	1,448
Total consumer loans	—	49,919	255	233	—	—	50,407
Total loans	\$74,015	\$1,126,292	\$46,520	\$16,940	\$—	—\$	—\$1,263,767

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

December 31, 2017	Not Rated	Pass	Special Mention	Substandard	Doubtful	Loss	Total
	(In Thousands)						
Real Estate:							
Residential - 1 to 4 family	\$—	\$389,276	\$1,592	\$6,409	\$	—\$	—\$397,277
Multi-family and commercial	—	457,395	13,362	11,241	—	—	481,998
Construction	—	28,765	—	—	—	—	28,765
Total real estate loans	—	875,436	14,954	17,650	—	—	908,040
Commercial Business:							
SBA and USDA guaranteed	89,514	—	—	—	—	—	89,514
Time share	—	50,526	—	—	—	—	50,526
Condominium association	—	27,096	—	—	—	—	27,096
Medical loans	—	27,803	—	—	—	—	27,803
Other	—	83,742	3,559	1,265	—	—	88,566
Total commercial business loans	89,514	189,167	3,559	1,265	—	—	283,505
Consumer:							
Home equity	—	53,086	137	257	—	—	53,480
Indirect automobile	—	57	—	—	—	—	57
Other	—	1,834	—	1	—	—	1,835
Total consumer loans	—	54,977	137	258	—	—	55,372
Total loans	\$89,514	\$1,119,580	\$18,650	\$19,173	\$	—\$	—\$1,246,917

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

The following tables provide information on loans modified as TDRs during the three and six months ended June 30, 2018 and 2017. During the modification process, there were no loan charge-offs or principal reductions for the loans included in the table below.

	Three Months Ended June 30, 2018			2017		
	Number of Loans	Recorded Investment	Allowance for Loan Losses (End of Period)	Number of Loans	Recorded Investment	Allowance for Loan Losses (End of Period)
	(Dollars in Thousands)					
Residential - 1 to 4 family	1	\$ 104	\$ 58	—	\$ —	\$ —
Multi-family and commercial	—	—	—	2	239	54
Consumer - Home equity	—	—	9	—	—	—
Total	1	\$ 104	\$ 67	2	\$ 239	\$ 54

	Six Months Ended June 30, 2018			2017		
	Number of Loans	Recorded Investment	Allowance for Loan Losses (End of Period)	Number of Loans	Recorded Investment	Allowance for Loan Losses (End of Period)
	(Dollars in Thousands)					
Residential - 1 to 4 family	3	\$ 463	\$ 58	—	\$ —	\$ —
Multi-family and commercial	—	—	—	2	239	54
Commercial business - other	—	—	—	1	293	—
Consumer - home equity	1	100	9	—	—	—
Total	4	\$ 563	\$ 67	3	\$ 532	\$ 54

The following table provides the recorded investment, by type of modification, during the three and six months ended June 30, 2018 and 2017 for modified loans identified as TDRs.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Interest rate adjustments	\$ —	\$ —	\$ 77	\$ —
Principal deferrals	104	—	104	—

Explanation of Responses:

Combination of rate and payment (1)	—	382	—
Combination of rate and maturity (2)	239	—	239
Maturity only	—	—	293
Total	\$239	\$563	\$532

(1) Terms include combination of rate adjustments and interest-only payment with deferral of principal.

There were no TDRs in payment default (defined as 90 days or more past due) within twelve months of restructure for the three and six months ended June 30, 2018 and June 30, 2017.

As of June 30, 2018, the Company held \$878,000 in consumer mortgage loans collateralized by residential real estate properties that are in the process of foreclosure according to local requirements of the applicable jurisdiction.

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

Loans Acquired with Deteriorated Credit Quality

The following is a summary of loans acquired from Newport with evidence of credit deterioration as of June 30, 2018 and December 31, 2017.

	Contractual Required Payments Receivable	Cash Expected To Be Collected	Non-Accrutable Discount	Accrutable Yield	Loans Receivable
Balance at December 31, 2017	\$2,141	\$ 1,919	\$ 222	\$ 143	\$ 1,776
Collections	(27)	(27)	—	(13)	(14)
Dispositions	(591)	(591)	—	(42)	(549)
Balance at June 30, 2018	\$ 1,523	\$ 1,301	\$ 222	\$ 88	\$ 1,213

NOTE 5. PREMISES AND EQUIPMENT

Premises and equipment at June 30, 2018 and December 31, 2017 are summarized as follows:

	June 30, 2018	December 31, 2017
	(In Thousands)	
Land	\$4,746	\$ 4,746
Buildings	13,694	13,675
Leasehold improvements	11,761	11,746
Furniture and equipment	13,234	12,561
Construction in process	146	7
	43,581	42,735
Accumulated depreciation and amortization	(24,430)	(23,326)
Premises and equipment, net	\$ 19,151	\$ 19,409

At June 30, 2018, construction in process related to the construction, design and site costs associated with a new ATM location and construction costs of remodeling an existing branch. At June 30, 2018, the Company had outstanding commitments related to the remodeling of an existing branch totaling \$854,000. Construction in process related to construction, design and site costs associated with a new off-site ATM at December 31, 2017.

NOTE 6. OTHER COMPREHENSIVE LOSS

Accounting principles generally require recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities are reported as a separate component of shareholders' equity on the balance sheet, such items along with net income are components of comprehensive income.

Components of other comprehensive loss and related tax effects are as follows:

	Six Months Ended June 30, 2018
Tax	

Explanation of Responses:

Edgar Filing: KOCH C JAMES - Form 4

	Before Tax Amount	Effects	Net of Tax Amount
Securities:			
Unrealized holding losses on available for sale securities	\$(1,825)	\$ 382	\$(1,443)
Other comprehensive loss	\$(1,825)	\$ 382	\$(1,443)

27

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

The components of accumulated other comprehensive loss included in shareholders' equity are as follows:

	June 30, 2018		
	Before Tax Amount	Tax Effects	Net of Tax Amount
	(In Thousands)		
Net unrealized losses on available for sale securities	\$ (3,641)	\$ 764	\$ (2,877)
Accumulated other comprehensive loss	\$ (3,641)	\$ 764	\$ (2,877)

	December 31, 2017		
	Before Tax Amount	Tax Effects	Net of Tax Amount
	(In Thousands)		
Net unrealized losses on available for sale securities	\$ (1,816)	\$ 618	\$ (1,198)
Reclassification of stranded tax effect from change in tax law ⁽¹⁾		(236)	(236)
Accumulated other comprehensive loss	\$ (1,816)	\$ 382	\$ (1,434)

⁽¹⁾ Reclassification was due to the one-time revaluation of the net deferred tax assets as a result of the Tax Cuts and Jobs Act.

NOTE 7. REGULATORY CAPITAL

Explanation of Responses:

The Company and the Bank are subject to regulatory capital requirements promulgated by federal bank regulatory agencies. Failure by the Company or the Bank to meet minimum capital requirements could result in certain mandatory and discretionary actions by regulators that could have a material adverse effect on our consolidated financial statements. Under Basel III capital requirements, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of the Company's and the Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Company's and the Bank's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation require the Company and the Bank to maintain certain minimum capital amounts and ratios. Federal bank regulators require the Company and the Bank to maintain minimum ratios of core capital to adjusted average assets, common equity tier 1 capital to risk-weighted assets, tier 1 capital to risk-weighted assets and total risk-based capital to risk-weighted assets. At June 30, 2018, the Company and the Bank met all the capital adequacy requirements to which they were subject and were "well capitalized" under the regulatory requirements. Management believes no conditions or events have occurred since June 30, 2018 that would materially adversely change the Company's and the Bank's capital classifications.

Effective January 1, 2016, Basel III implemented a requirement for all banking organizations to maintain a capital conservation buffer exclusively composed of common equity Tier 1 capital in an amount greater than 2.5% of total risk-weighted assets to avoid being subject to limitations on capital distributions, stock repurchases and discretionary bonus payments to executive officers. The capital conservation buffer increases the three risk-based capital ratios and will be phased in over a multi-year schedule with full compliance in 2019. Management believes the Company and the Bank's capital level will remain characterized as "well-capitalized" under the new rules.

As a result of the recently enacted Economic Growth, Regulatory Relief, and Consumer Protection Act, the Federal Reserve Board is required to amend its small bank holding company and savings and loan holding company policy statement to provide that holding companies with consolidated assets of less than \$3 billion that are (i) not engaged in significant nonbanking activities, (ii) do not conduct significant off-balance sheet activities, and (iii) do not have a material amount of SEC-registered debt or equity securities, other than trust preferred securities, that

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

contribute to an organization's complexity, will no longer be subject to regulatory capital requirements, effective no later than November 2018.

In addition, as a result of the legislation, the federal banking agencies are required to develop a "Community Bank Leverage Ratio" (the ratio of a bank's tangible equity capital to average total consolidated assets) for financial institutions with assets of less than \$10 billion. A "qualifying community bank" that exceeds this ratio will be deemed to be in compliance with all other capital and leverage requirements, including the capital requirements to be considered "well capitalized" under Prompt Corrective Action statutes. The federal banking agencies may consider a financial institution's risk profile when evaluating whether it qualifies as a community bank for purposes of the capital ratio requirement. The federal banking agencies must set the minimum capital for the new Community Bank Leverage Ratio at not less than 8% and not more than 10%. A financial institution can elect to be subject to this new definition. The Company and Bank's regulatory capital amounts and ratios at June 30, 2018 and December 31, 2017, compared to the FDIC's requirements for classification as a well capitalized institution and for minimum capital adequacy, were as follows:

	Actual		Minimum Capital Requirement		Minimum To Be Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
June 30, 2018	(Dollars in Thousands)					
Common Equity Tier 1 Capital:						
Company	\$155,041	13.73%	\$50,810	4.50%	\$73,392	6.50%
Bank	148,224	13.18	50,615	4.50	73,111	6.50
Tier 1 Capital to Risk Weighted Assets:						
Company	163,041	14.44	67,747	6.00	90,329	8.00
Bank	148,224	13.18	67,487	6.00	89,983	8.00
Total Capital to Risk Weighted Assets:						
Company	176,817	15.66	90,330	8.00	112,912	10.00
Bank	162,000	14.40	89,983	8.00	112,478	10.00
Tier 1 Capital to Average Assets:						
Company	163,041	10.32	63,191	4.00	78,989	5.00
Bank	148,224	9.43	62,893	4.00	78,616	5.00

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

December 31, 2017	Actual		Minimum Capital Requirement		Minimum To Be Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
(Dollars in Thousands)						
Common Equity Tier 1 Capital:						
Company	\$ 154,532	14.54 %	\$ 47,842	4.50 %	\$ 69,106	6.50 %
Bank	146,509	13.81	47,740	4.50	68,958	6.50
Tier 1 Capital to Risk Weighted Assets:						
Company	162,532	15.29	63,790	6.00	85,053	8.00
Bank	146,509	13.81	63,653	6.00	84,871	8.00
Total Capital to Risk Weighted Assets:						
Company	175,326	16.49	85,053	8.00	106,316	10.00
Bank	159,303	15.02	84,871	8.00	106,089	10.00
Tier 1 Capital to Average Assets:						
Company	162,532	10.36	62,757	4.00	78,446	5.00
Bank	146,509	9.40	62,348	4.00	77,934	5.00

NOTE 8. FAIR VALUE OF ASSETS AND LIABILITIES

Fair Value Hierarchy

The Company groups its assets and liabilities in three levels based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. Transfers between levels are recognized at the end of a reporting period, if applicable.

Valuation is based on quoted prices in active markets for identical assets or liabilities. Level 1 assets and Level 1 liabilities generally include debt and equity securities that are traded in an active exchange market. Valuations 1: are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2: Valuation is based on observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Valuation is based on unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include assets or liabilities whose value is determined using unobservable inputs to pricing models, discounted cash flow methodologies, or similar techniques, as well as assets or liabilities for which the determination of fair value requires significant management judgment or estimation.

Determination of Fair Value

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. The fair value of assets and liabilities is the price that would be received to sell an

Explanation of Responses:

asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various assets and liabilities. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the assets and liabilities.

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

The following methods and assumptions were used by the Company in estimating fair value disclosures of its financial instruments:

• **Cash and cash equivalents.** The carrying amounts of cash and cash equivalents approximate the fair values based on the short-term nature of the assets.

• **Securities available for sale.** Included in the available for sale category are debt securities. The securities measured at fair value in Level 1 are based on quoted market prices in an active exchange market. Securities measured at fair value in Level 2 are based on pricing models that consider standard input factors such as observable market data, benchmark yields, interest rate volatilities, broker/dealer quotes, credit spreads and new issue data. The Company utilizes a nationally-recognized third-party pricing service to estimate fair value measurements for the majority of its portfolio. The pricing service evaluates each asset class based on relevant market information considering observable data, but these prices do not represent binding quotes. The fair value prices on all investments are reviewed for reasonableness by management. Securities measured at fair value in Level 3 include one collateralized debt obligation that was backed by a trust preferred security issued by banks and insurance companies. Management determined that an orderly and active market for this security and similar securities did not exist based on a significant reduction in trading volume and widening spreads relative to historical levels. The Company estimates future cash flows discounted using a rate management believes is representative of current market conditions. Factors in determining the discount rate include the current level of deferrals and/or defaults, changes in credit rating and the financial condition of the debtors within the underlying securities, broker quotes for securities with similar structure and credit risk, interest rate movements and pricing for new issuances.

• **Federal Home Loan Bank stock.** The carrying value of Federal Home Loan Bank ("FHLB") stock approximates fair value based on the redemption provisions of the FHLB.

• **Federal Reserve Bank stock.** The carrying value of Federal Reserve Bank ("FRB") stock approximates fair value based on the redemption provisions of the FRB.

• **Loans held for sale.** The fair value of loans held for sale is estimated using quoted market prices.

• **Loans receivable.** For variable rate loans that reprice frequently and have no significant change in credit risk, fair values are based on carrying values. The fair value of fixed-rate loans are estimated by discounting the future cash flows using the rates at the end of the period in which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. Fair values for nonperforming loans are estimated using discounted cash flow analyses or underlying collateral values, where applicable.

• **Accrued interest receivable.** The carrying amount of accrued interest approximates fair value.

• **Deposits.** The fair value of demand deposits, negotiable orders of withdrawal, regular savings, certain money market deposits and mortgagors' and investors' escrow accounts is the amount payable on demand at the reporting date. The fair value of certificates of deposit and other time deposits is estimated using a discounted cash flow calculation that applies interest rates currently being offered for deposits of similar remaining maturities to a schedule of aggregated expected maturities on such deposits.

Explanation of Responses:

Federal Home Loan Bank advances. The fair value of the advances is estimated using a discounted cash flow calculation that applies current FHLB interest rates for advances of similar maturity to a schedule of maturities of such advances.

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

Junior subordinated debt owed to unconsolidated trust. Rates currently available for debt with similar terms and remaining maturities are used to estimate fair value of existing debt.

Forward loan sale commitments and derivative loan commitments. Forward loan sale commitments and derivative loan commitments are based on the fair values of the underlying mortgage loans, including the servicing rights for derivative loan commitments, and the probability of such commitments being exercised. Significant management judgment and estimation is required in determining these fair value measurements.

Interest rate swap agreements. The fair value of interest rate swap agreements are obtained from a third-party pricing service and are determined using a discounted cash flow approach and utilize observable inputs such as the LIBOR swap curve, effective date, maturity date, notional amount and stated interest rate. Such derivatives do not have embedded interest rate caps or floors.

Off-balance sheet instruments. Fair values for off-balance sheet lending commitments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standings.

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following tables present assets and liabilities measured at fair value on a recurring basis as of June 30, 2018 and December 31, 2017. The Company had no significant transfers into or out of Levels 1, 2 or 3 during the three and six months ended June 30, 2018.

	June 30, 2018			Total
	Level 1	Level 2	Level 3	
	(In Thousands)			
Assets:				
U.S. Government and agency obligations	\$16,368	\$38,674	\$—	\$55,042
Government-sponsored enterprises	—	7,094	—	7,094
Mortgage-backed securities	—	80,000	—	80,000
Collateralized debt obligation	—	—	1,109	1,109
Obligations of state and political subdivisions	—	500	—	500
Tax-exempt securities	—	3,119	—	3,119
Forward loan sale commitments and derivative loan commitments	—	—	156	156
Interest rate swap agreements	—	370	—	370
Total assets	\$16,368	\$129,757	\$1,265	\$147,390
Liabilities:				
Forward loan sale commitments and derivative loan commitments	\$—	\$—	\$3	\$3
Interest rate swap agreements	—	370	—	370
Total liabilities	\$—	\$370	\$3	\$373

	December 31, 2017			Total
	Level 1	Level 2	Level 3	
	(In Thousands)			
Assets:				
U.S. Government and agency obligations	\$19,435	\$42,333	\$—	\$61,768
Government-sponsored enterprises	—	9,217	—	9,217
Mortgage-backed securities	—	78,295	—	78,295
Collateralized debt obligation	—	—	1,124	1,124
Obligations of state and political subdivisions	—	500	—	500
Tax-exempt securities	—	3,149	—	3,149
Forward loan sale commitments and derivative loan commitments	—	—	43	43
Total assets	\$19,435	\$133,494	\$1,167	\$154,096

The following table shows a reconciliation of the beginning and ending balances for Level 3 assets:

Collateralized Debt Obligation	Derivative Loan and Forward Loan
--------------------------------	----------------------------------

Explanation of Responses:

Edgar Filing: KOCH C JAMES - Form 4

	Sale Commitments, Net	
	(In Thousands)	
Balance at December 31, 2017	\$1,124	\$ 43
Total realized gains included in net income	—	110
Total unrealized losses included in other comprehensive loss	(15)	—
Balance at June 30, 2018	\$1,109	\$ 153

33

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

The Company may also be required from time to time to measure certain other financial assets on a nonrecurring basis in accordance with generally accepted accounting principles. These adjustments to fair value usually result from the application of lower-of-cost-or-market accounting or write-downs of individual assets. The following table summarizes the fair value hierarchy used to determine each adjustment and the carrying value of the related individual assets at June 30, 2018 and December 31, 2017. There were no liabilities measured at fair value on a nonrecurring basis at June 30, 2018 and December 31, 2017.

	At June 30, 2018			At December 31, 2017		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
	(In Thousands)					
Impaired loans	\$—	\$—	-\$2,094	\$—	\$—	-\$337
Other real estate owned	—	—	625	—	—	1,226
Total assets	\$—	\$—	-\$2,719	\$—	\$—	-\$1,563

The following table summarizes losses resulting from fair value adjustments for assets measured at fair value on a nonrecurring basis.

	Three Months Ended June 30, 2018		Six Months Ended June 30, 2017	
	2018	2017	2018	2017
	(In Thousands)			
Impaired loans	\$1,112	\$90	\$1,378	\$139
Other real estate owned	(26)	181	—	197
Total losses	\$1,086	\$271	\$1,378	\$336

The Company measures the impairment of loans that are collateral dependent based on the fair value of the collateral (Level 3). The fair value of collateral used by the Company represents the amount expected to be received from the sale of the property, net of selling costs, as determined by an independent, licensed or certified appraiser using observable market data. This data includes information such as selling price of similar properties, expected future cash flows or earnings of the subject property based on current market expectations, and relevant legal, physical and economic factors. The appraised values of collateral are adjusted as necessary by management based on observable inputs for specific properties. Losses applicable to write-downs of impaired loans are based on the appraised market value of the underlying collateral, assuming foreclosure of these loans is imminent, and are recorded through the provision for loan losses.

The amount of other real estate owned represents the carrying value of the collateral based on the appraised value of the underlying collateral less estimated selling costs. The loss on foreclosed assets represents adjustments in the valuation recorded during the time period indicated and not for losses incurred on sales.

Summary of Fair Values of Financial Instruments

The estimated fair values and related carrying or notional amounts of the Company's financial instruments are presented in the following table. Certain financial instruments and all nonfinancial instruments are exempt from disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

Management uses its best judgment in estimating the fair value of the Company's financial instruments; however, there are inherent weaknesses in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented herein are not necessarily indicative of the amounts the Company could have

34

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

realized in a sales transaction at June 30, 2018 and December 31, 2017. The estimated fair value amounts at June 30, 2018 and December 31, 2017 have been measured as of each respective date, and have not been re-evaluated or updated for purposes of the consolidated financial statements subsequent to those respective dates. As such, the estimated fair values of these financial instruments subsequent to the respective reporting dates may be different than the amounts reported at each period-end. The information presented should not be interpreted as an estimate of the fair value of the entire Company since a fair value calculation is only required for a limited portion of the Company's assets. Due to the wide range of valuation techniques and the degree of subjectivity used in making the estimate, comparisons between the Company's disclosures and those of other banks may not be meaningful.

As of June 30, 2018 and December 31, 2017, the recorded carrying amounts and estimated fair values of the Company's financial instruments are as follows:

	June 30, 2018				
	Carrying Fair Value				
	Amount	Level 1	Level 2	Level 3	Total
	(In Thousands)				
Financial Assets:					
Cash and cash equivalents	\$86,400	\$86,400	\$	—\$	—\$86,400
Available for sale securities	146,864	16,368	129,387	1,109	146,864
Loans held for sale	3,900	—	—	3,955	3,955
Loans receivable, net	1,253,315	—	—	1,206,945	1,206,945
Federal Home Loan Bank stock	9,856	—	—	9,856	9,856
Federal Reserve Bank stock	3,638	—	—	3,638	3,638
Accrued interest receivable	4,810	—	—	4,810	4,810
Financial Liabilities:					
Deposits	1,225,770	—	—	1,227,164	1,227,164
Mortgagors' and investors' escrow accounts	4,664	—	—	4,664	4,664
Federal Home Loan Bank advances	163,491	—	160,633	—	160,633
Junior subordinated debt owed to unconsolidated trust	8,248	—	6,765	—	6,765
On-balance Sheet Derivative Financial Instruments:					
Assets:					
Derivative loan commitments	52	—	—	52	52
Forward loan sale commitments	104	—	—	104	104
Interest rate swap agreements	370	—	370	—	370
Liabilities:					
Derivative loan commitments	3	—	—	3	3
Interest rate swap agreements	370	—	370	—	370

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

	December 31, 2017				
	Carrying Fair Value				
	Amount	Level 1	Level 2	Level 3	Total
	(In Thousands)				
Financial Assets:					
Cash and cash equivalents	\$83,486	\$83,486	\$ —	—	—\$ 83,486
Available for sale securities	154,053	19,435	133,494	1,124	154,053
Loans held for sale	835	—	—	847	847
Loans receivable, net	1,237,174	—	—	1,229,696	1,229,696
Federal Home Loan Bank stock	9,856	—	—	9,856	9,856
Federal Reserve Bank stock	3,636	—	—	3,636	3,636
Accrued interest receivable	4,784	—	—	4,784	4,784
Financial Liabilities:					
Deposits	1,208,047	—	—	1,209,458	1,209,458
Mortgagors' and investors' escrow accounts	4,418	—	—	4,418	4,418
Federal Home Loan Bank advances	170,094	—	163,568	—	163,568
Junior subordinated debt owed to unconsolidated trust	8,248	—	6,231	—	6,231
On-balance Sheet Derivative Financial Instruments:					
Assets:					
Derivative loan commitments	27	—	—	27	27
Forward loan sale commitments	16	—	—	16	16

NOTE 9. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Derivative Instruments Not Designated As Hedging Instruments

Certain derivative instruments do not meet the requirements to be accounted for as hedging instruments. These undesignated derivative instruments are recognized on the consolidated balance sheets at fair value, with changes in fair value recorded in noninterest income.

Derivative Loan Commitments - Mortgage loan commitments are referred to as derivative loan commitments if the loan that will result from exercise of the commitment will be held for sale upon funding. The Company enters into commitments to fund residential mortgage loans at specified times in the future, with the intention that these loans will subsequently be sold in the secondary market. A mortgage loan commitment binds the Company to lend funds to a potential borrower at a specified interest rate and within a specified period of time, generally up to 60 days after inception of the rate lock.

Outstanding derivative loan commitments expose the Company to the risk that the price of the loans arising from exercise of the loan commitment might decline from inception of the rate lock to funding of the loan due to increases in mortgage interest rates. If interest rates increase, the values of these loan commitments decrease. Conversely, if interest rates decrease, the value of these loan commitments increase.

Forward Loan Sale Commitments - To protect against the price risk inherent in the exercise of derivative loan commitments resulting from potential decreases in the value of loans, the Company utilizes both "mandatory delivery" and "best efforts" forward loan sale commitments.

With a "mandatory delivery" contract, the Company commits to deliver a certain principal amount of mortgage loans to an investor at a specified price on or before a specified date. If the Company fails to deliver the amount of mortgages necessary to fulfill the commitment by the specified date, it is obligated to pay a "pair-off" fee, based on then-current market prices, to the investor to compensate the investor for the shortfall.

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

With a "best efforts" contract, the Company commits to deliver an individual mortgage loan of a specified principal amount and quality to an investor if the loan to the underlying borrower closes. Generally, the price the investor will pay the seller for an individual loan is specified prior to the loan being funded (e.g., on the same day the lender commits to lend funds to a potential borrower).

The Company expects that these forward loan sale commitments will experience changes in fair value opposite to the change in fair value of derivative loan commitments.

Interest Rate Swap Agreements - The Company does not use derivatives for trading or speculative purposes. Interest rate swap derivatives not designated as hedges are offered to certain qualifying commercial customers and to manage the Company's exposure to interest rate movements but do not meet the strict hedge accounting definition under FASB ASC 815, "Derivatives and Hedging." The interest rate swap agreement enables the customer to synthetically fix the interest rate on a variable rate loan. The customer pays a variable rate and enters into a fixed rate swap agreement with the Company. The credit risk associated with the interest rate swap derivatives executed with these customers is essentially the same as that involved in extending loans and is subject to the Company's normal credit policies. The Company obtains collateral, if needed, based upon its assessment of the customers' credit quality. Generally, interest rate swap agreements are offered to "pass" rated customers requesting long-term commercial loans or commercial mortgages in amounts generally of at least \$1.0 million. The interest rate swap agreements with our customers are cross-collateralized by the loan collateral and do not have any embedded interest rate caps or floors.

For every variable interest rate swap agreement entered into with a commercial customer, the Company simultaneously enters into a fixed rate swap agreement with a correspondent bank, agreeing to pay a fixed income stream and receive a variable interest rate swap. The Company is party to master netting agreements with its correspondent bank; however, the Company does not offset assets and liabilities for financial statement presentation purposes. The master netting agreements provide for a single net settlement of all swap agreements, as well as collateral, in the event of default on, or termination of, any one contract. Collateral generally in the form of cash is received or posted by the counterparty with the net liability position, in accordance with contract thresholds. As of June 30, 2018, based on its current position, the Company has paid \$500,000 into a collateral account to collateralize its position. The Company and correspondent bank have an agreement to secure any outstanding payable in excess of \$100,000.

The Company's agreements with its derivative counterparties contain the following provisions related to contingent credit risk:

- if the Company defaults on any of its indebtedness, including a default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations;
- if the Company fails to maintain its status as a well/adequately capitalized institution, then the counterparty could terminate the derivative position, and the Company would be required to settle its obligations under the agreements;
- if the Company fails to maintain a specified minimum leverage ratio, then the Company could be declared in default on its derivative obligations; and
- if a specified event or condition occurs that materially changes the Company's creditworthiness in an adverse manner, it may be required to fully collateralize its obligations under the derivative instrument.

The Company is in compliance with the above provisions as of June 30, 2018.

The Company has established a derivative policy which sets forth the parameters for such transactions (including underwriting guidelines, rate setting process, maximum maturity, approval and documentation requirements), as

37

Table of Contents

SI FINANCIAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2018 AND 2017 AND DECEMBER 31, 2017

well as identifies internal controls for the management of risks related to these hedging activities (such as approval of counterparties, limits on counterparty credit risk, maximum loan amounts and limits to single dealer counterparties).

The interest rate swap derivatives executed with our customers and our counterparties are marked to market and are included with other assets and other liabilities on the consolidated balance sheets at fair value.

Interest Rate Risk Management - Derivative Instruments

The following table presents the fair values of derivative instruments as well as their classification on the consolidated balance sheets at June 30, 2018 and December 31, 2017.

Balance Sheet Location	June 30, 2018		December 31, 2017	
	Notional Amount	Estimated Fair Value	Notional Amount	Estimated Fair Value
(In Thousands)				
Derivatives not designated as hedging instruments:				
Derivative loan commitments	Other Assets	\$5,276 \$ 49	\$ 3,133	\$ 27
Forward loan sale commitments	Other Assets	5,852 104	2,752	16
Commercial loan customer interest rate swap position	Other Assets	14,572 370	—	—
Counterparty interest rate swap position	Other Liabilities	14,572 370	—	—

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Management's discussion and analysis of financial condition and results of operations is intended to assist in understanding changes in the Company's financial condition as of June 30, 2018 and December 31, 2017 and the results of operations for the three and six months ended June 30, 2018 and 2017. The information contained in this section should be read in conjunction with the consolidated financial statements and notes thereto appearing in Part I, Item 1 of this document as well as with management's discussion and analysis of financial condition and results of operations and the consolidated financial statements included in the Company's 2017 Annual Report on Form 10-K.

This report may contain certain "forward-looking statements" within the meaning of the federal securities laws, which are made in good faith pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are generally preceded by terms such as "expects," "believes," "anticipates," "intends," "estimates," "projects" and similar expressions. These statements are not historical facts; rather, they are statements based on management's current expectations regarding our business strategies, intended results and future performance.

Management's ability to predict results or the effect of future plans or strategies is inherently uncertain. Factors that could have a material adverse effect on the operations of the Company and its subsidiaries include, but are not limited to: changes in interest rates; national and regional economic conditions; legislative and regulatory changes; monetary and fiscal policies of the United States government, including policies of the United States Treasury and the Federal Reserve Board; the quality and composition of the loan and investment portfolios; demand for loan products; deposit flows; competition; demand for financial services in the Company's market area; changes in real estate market values in the Company's market area; and changes in relevant accounting and tax principles and guidelines. Additional factors that may affect the Company's results are discussed in the Company's Annual Report on Form 10-K and in other reports filed with the Securities and Exchange Commission. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Except as required by applicable law or regulation, the Company does not undertake, and specifically disclaims, any obligation to release publicly the result of any revisions that may be made to any forward-looking statements to reflect events or circumstances after the date of the statements or to reflect the occurrence of anticipated or unanticipated events.

Critical Accounting Policies

The Company considers accounting policies involving significant judgments and assumptions by management that have, or could have, a material impact on the carrying value of certain assets or on income to be critical accounting policies. The Company considers the determination of allowance for loan losses, deferred income taxes and the impairment of long-lived assets, such as goodwill and other intangibles, to be its critical accounting policies. Additional information about the Company's accounting policies is included in the notes to the Company's consolidated financial statements contained in Part I, Item 1 of this document and in the Company's 2017 Annual Report on Form 10-K.

Impact of New Accounting Standards

Refer to Note 1 of the consolidated financial statements in this report for a discussion of recent accounting pronouncements.

Comparison of Financial Condition at June 30, 2018 and December 31, 2017

Assets:

Summary. Assets increased \$14.8 million, or 0.9%, to \$1.60 billion at June 30, 2018, compared to \$1.58 billion at December 31, 2017, principally due to increases of \$16.1 million in net loans receivable, \$3.1 million in loans held

Explanation of Responses:

for sale and \$2.9 million in cash and cash equivalents, offset by a decrease of \$7.2 million in available for sale securities.

Loans Receivable, Net. Net loans increased \$16.1 million primarily due to increases of \$57.2 million, \$4.3 million and \$2.3 million in multi-family and commercial real estate loans, condominium association loans and construction loans, respectively, offset by decreases of \$21.1 million, \$15.5 million, \$7.2 million and \$5.0 million in residential mortgage loans, SBA and USDA guaranteed loans, time share loans and consumer loans, respectively. Changes in the loan portfolio consisted of the following:

Residential Real Estate. Residential mortgage loans comprised 29.8% of the total loan portfolio at June 30, 2018 and decreased \$21.1 million to \$376.2 million as compared to \$397.3 million at December 31, 2017. The reduction in residential mortgage loans reflects the sale of \$40.9 million of long-term fixed-rate loans in the secondary market. The Company sold \$22.8 million of such loans in the six months ended June 30, 2017. Residential mortgage loan originations decreased \$2.7 million during the six months ended June 30, 2018 over the comparable period in 2017 as a result of decreased activity in the housing market. Proceeds from loans sold for the six months ended June 30, 2018 were \$40.8 million compared to \$23.1 million for the six months ended June 30, 2017.

Multi-family and Commercial Real Estate. Multi-family and commercial real estate loans represented 42.7% of total loans at June 30, 2018 and increased \$57.2 million, or 11.9%, during the first half of 2018 to \$539.2 million. Originations for multi-family and commercial real estate loans were \$93.4 million during the first half of 2018, representing an increase of \$72.3 million compared to the same period in 2017.

Construction. Construction loans, which include both residential and commercial construction loans, increased \$2.3 million to \$31.0 million for the first half of 2018.

Commercial Business. Commercial business loans represented 21.1% of total loans at June 30, 2018. Commercial business loans decreased \$16.6 million, or 5.8%, for the first half of 2018, primarily due to decreases of \$15.5 million in SBA and USDA guaranteed loans and \$7.2 million in time share loans, offset by increases of \$4.3 million in condominium association loans and \$1.3 million in other commercial business loans. Commercial business loan originations decreased \$14.1 million during the six months ended June 30, 2018 as compared to the same period in 2017. At June 30, 2018, unfunded lines of credit related to time share lending totaled \$27.4 million as a result of focused efforts within the time share industry.

Consumer. Consumer loans represented 4.0% of the Company's total loan portfolio at June 30, 2018. Consumer loans decreased \$5.0 million during the first half of 2018, primarily as a result of a decrease of \$4.5 million in home equity loans and \$387,000 in other consumer loans. Loan originations for consumer loans totaled \$11.0 million, representing a decrease of \$2.8 million for the first half of 2018 over the comparable period in 2017.

The allowance for loan losses totaled \$13.2 million at June 30, 2018 compared to \$12.3 million at December 31, 2017. The ratio of the allowance for loan losses to total loans increased to 1.05% at June 30, 2018 from 0.99% at December 31, 2017, primarily due to increases in nonperforming loans, reserves for impaired loans and an increase in the commercial loan portfolio, which carries a higher degree of risk (excluding guaranteed SBA and USDA loans) than other loans held in the portfolio, a decrease in SBA and USDA loans, which because of the government guarantee on these loans does not require a corresponding allowance for loan losses, and \$112,000 of net loan charge-offs for the period.

The following table provides information with respect to nonperforming assets and TDRs as of the dates indicated.

June 30, 2018 December 31, 2017

Nonaccrual
(Dollars in Thousands)
loans:

Real estate loans:		
Residential		
-		
1 to 4 family	\$3,176	\$ 2,405
Multi-family		
and commercial	280	3,482
Total real estate loans	6,456	5,887
Commercial business loans:		
Medical Loans		—
Other	1,077	324
Total commercial business loans	1,148	324
Consumer loans:		
Home equity	213	192
Other	—	1
Total consumer loans	213	193
Total nonaccrual loans	7,817	6,404
Accruing loans past due 90 days or		
86		—

Explanation of Responses:

more
Total
nonperforming
loans (1)

Other
real
estate
owned,
net
(2)

Total
nonperforming
assets

Accruing
troubled
debt
restructurings

Total
nonperforming
assets
and
troubled
debt
restructurings

Allowance
for
loan
losses
as
a
percent
of

nonperforming
loans
Total
nonperforming
loans
to
total
loans

Total
nonperforming
loans
to
total
assets
Total
nonperforming
assets
and

Explanation of Responses:

troubled
debt
restructurings
to
total
assets

(1) Includes nonperforming TDRs totaling \$3.1 million and \$3.6 million at June 30, 2018 and December 31, 2017, respectively.

(2) Other real estate owned balances are shown net of related write-downs.

The increase in nonperforming loans was primarily due to increases in nonperforming commercial business loans of \$824,000 and residential real estate loans of \$771,000, offset by a decrease in nonperforming multi-family and commercial real estate loans of \$202,000.

Other real estate owned decreased \$601,000 to \$625,000 at June 30, 2018, primarily due to the sale of one commercial and three residential properties totaling \$520,000. At June 30, 2018, other real estate owned consisted of one residential property and one commercial property.

Over the past few years, the Company has sought to restructure nonperforming loans rather than pursue foreclosure or liquidation, believing this approach achieves the best economic outcome for the Company in view of the current economic environment. Modified payment terms for TDRs generally involve deferred principal payments, interest rate concessions, maturity extensions, or a combination of these items. TDRs remained unchanged at \$13.1 million at June 30, 2018, compared to December 31, 2017. Of the TDRs, \$10.0 million and \$9.4 million were performing in accordance with their restructured terms at June 30, 2018 and December 31, 2017, respectively. The Company anticipates these borrowers will repay all contractual principal and interest in accordance with the terms of their restructured loan agreements.

Liabilities:

Summary. Liabilities increased \$15.1 million, or 1.1%, to \$1.43 billion at June 30, 2018 compared to \$1.41 billion at December 31, 2017. Deposits increased \$17.7 million, or 1.5%, which included increases in NOW and money market accounts of \$11.8 million, certificates of deposit of \$6.7 million and noninterest-bearing deposits of \$2.4 million, offset by a decrease in savings accounts of \$2.8 million. Deposit growth remained strong due to competitively-priced deposit products and marketing initiatives. Borrowings decreased \$6.6 million from \$178.3 million at December 31, 2017 to \$171.7 million at June 30, 2018, resulting from repayments of FHLB advances with funds from excess deposits.

Equity:

Summary. Shareholders' equity decreased \$224,000 from \$168.5 million at December 31, 2017 to \$168.3 million at June 30, 2018. The decrease in shareholders' equity was attributable to the repurchase of common shares totaling \$3.2 million, dividends paid of \$1.4 million and unrealized losses on securities included in other comprehensive loss of \$1.4 million, partially offset by net income of \$5.4 million.

Accumulated Other Comprehensive Loss. Accumulated other comprehensive loss is comprised of the unrealized gains and losses on available for sale securities. The net unrealized losses on available for sale securities, net of taxes, totaled \$2.9 million at June 30, 2018 and \$1.2 million at December 31, 2017.

Results of Operations for the Three and Six Months Ended June 30, 2018 and 2017

General. The Company's results of operations depend primarily on net interest income, which is the difference between the interest income earned on the Company's interest-earning assets, such as loans and investments, and the interest expense on its interest-bearing liabilities, such as deposits and borrowings. The Company also generates noninterest income such as fees earned from mortgage banking activities, fees from deposits and other fees. The Company's noninterest expenses primarily consist of employee compensation and benefits, occupancy, computer services, furniture and equipment, outside professional services, electronic banking fees, FDIC deposit insurance and regulatory assessments, marketing and other general and administrative expenses. The Company's results of operations are also significantly affected by general economic and competitive conditions, particularly changes in market interest rates, governmental policies and actions of regulatory agencies.

Summary. The Company reported net income of \$3.4 million for the three months ended June 30, 2018 compared to \$2.8 million for the three months ended June 30, 2017. The Company reported net income of \$5.4 million for the six months ended June 30, 2018 compared to \$4.6 million for the six months ended June 30, 2017.

Interest and Dividend Income. Total interest and dividend income increased \$565,000, or 4.2%, to \$14.1 million for the quarter ended June 30, 2018, compared to \$13.5 million for the same period in 2017. The increase in interest and dividend income was primarily a result of increases in the average balance of loans and average yield earned on loans and other interest-earning assets, offset by decreases in the average balance and yield on investment securities. Interest income on loans and securities reflects net accretion of \$491,000 and net amortization of \$12,000 for the quarters ended June 30, 2018 and 2017, respectively, related to fair value adjustments of loans and securities resulting from the Newport acquisition. The average yield earned on interest-earning assets for the quarter ended June 30, 2018 increased 14 basis points to 3.76% compared to 3.62% for the quarter ended June 30, 2017, primarily due to a 13 basis point increase in the average yield earned on loans and a 76 basis point increase in the average yield earned on other interest-earning assets, offset by a 42 basis point decrease in the average yield earned on securities. The increase in yields reflects the rising interest rate environment. The average balance of interest-earning assets decreased \$1.0 million to \$1.51 billion for the three months ended June 30, 2018 due to decreases of \$29.0 million in the average balance of securities and \$2.3 million in the average balance of other interest-earning assets, offset by an increase of \$30.2 million in the average balance of loans, compared to the same period in 2017.

Explanation of Responses:

Total interest and dividend income increased \$1.1 million or 4.2%, to \$27.8 million for the six months ended June 30, 2018 compared to \$26.7 million for the same period in 2017. The increase in interest and dividend

42

income was primarily due to the higher average balance of loans and an increase in the average yield earned on loans and other interest-earning assets, offset by decreases in the average balance and yield on securities versus the same period in 2017. Interest income on loans and securities reflects net accretion of \$492,000 and net amortization of \$1,000 for the six months ended June 30, 2018 and 2017, respectively, related to fair value adjustments of loans and securities resulting from the Newport acquisition. The average yield earned on interest-earning assets for the six months ended June 30, 2018 increased 15 basis points to 3.77% compared to 3.62% for the six months ended June 30, 2017, primarily due to an 11 basis point increase in the yield on loans and a 77 basis point increase in the average yield on other interest-earning assets, offset by a 20 basis point decrease in the average yield on securities. The average balance of interest-assets decreased \$1.2 million to \$1.50 billion during the first half of 2018, due to decreases of \$21.3 million in the average balance of securities and \$3.5 million in the average balance of other interest-earning assets, offset by an increase of \$23.6 million in the average balance of loans, as compared to the same period in 2017.

Interest Expense. For the quarter ended June 30, 2018, interest expense increased \$180,000, or 6.4%, primarily resulting from an increase in the average balance of deposits and higher average rates paid on deposits and borrowings, partially offset by a reduction in the average balance of FHLB advances compared to the same quarter in 2017. Higher interest expense on interest-bearing liabilities reflects net accretion of \$20,000 and \$109,000 for the three months ended June 30, 2018 and 2017, respectively, related to fair value adjustments of deposits and borrowings resulting from the Newport acquisition. The average balance of interest-bearing deposits increased \$24.7 million to \$1.01 billion for the quarter ended June 30, 2018 compared to the same period in 2017, primarily due to increases in the average balance of NOW and money market accounts of \$32.2 million, offset by a decrease of \$4.7 million in the average balance of certificates of deposit. The average rate paid on interest-bearing deposits increased six basis points to 0.83%. The average balance of FHLB advances decreased \$33.3 million for the quarter ended June 30, 2018, and the average rate paid increased 22 basis points to 1.95%. The average rate paid on subordinated debt increased 92 basis points to 3.79%, compared to the same period in 2017, due to increases in the three-month LIBOR rate.

Interest expense increased \$305,000, or 5.5%, for the six months ended June 30, 2018, resulting from higher average balance on deposits and higher average rates paid on deposits and borrowings compared to the same period in 2017. Higher interest expense on interest-bearing liabilities reflects net amortization of \$26,000 and net accretion of \$223,000 for the six months ended June 30, 2018 and 2017, respectively, related to fair value adjustments of deposits and borrowings resulting from the Newport acquisition. The average balance of interest-bearing deposits increased \$33.1 million to \$1.00 billion for the six months ended June 30, 2018 and the average rate paid increased 5 basis points to 0.81%, compared to the same period in 2017. Increases in the average balance of NOW and money market deposits totaled \$35.4 million, while the average balance of savings accounts decreased \$2.0 million compared to the first half of 2017. The average balance of FHLB advances decreased \$38.3 million for the six months ended June 30, 2018, while the average rate paid increased 21 basis points to 1.92%. The average rate paid on subordinated debt increased 81 basis points to 3.57%, compared to the same period in 2017, due to increases in the three-month LIBOR rate.

Average Balance Sheet. The following sets forth information regarding average balances of assets and liabilities as well as the total dollar amounts of interest income from average interest-earning assets and interest expense on average interest-bearing liabilities, resulting yields and rates paid, interest rate spread, net interest margin and the ratio of average interest-earning assets to average interest-bearing liabilities for the periods indicated.

	At or For the Three Months Ended June 30,					
	2018			2017		
	Average Balance	Interest & Dividends	Average Yield/ Rate	Average Balance	Interest & Dividends	Average Yield/ Rate
	(Dollars in Thousands)					
Interest-earning assets:						
Loans ^{(1) (2) (3)}	\$1,270,988	\$13,097	4.13 %	\$1,240,772	\$12,385	4.00 %
Securities ⁽³⁾	159,884	701	1.76	188,865	1,027	2.18
Other interest-earning assets	74,921	331	1.77	77,175	194	1.01
Total interest-earning assets	1,505,793	14,129	3.76	1,506,812	13,606	3.62
Noninterest-earning assets	90,080			82,245		
Total assets	\$1,595,873			\$1,589,057		
Interest-bearing liabilities:						
Deposits:						
Business checking	\$629	—	—	\$1,028	—	—
NOW and money market	519,359	295	0.23	487,113	201	0.17
Savings ⁽⁴⁾	34,025	28	0.33	36,505	35	0.38
Certificates of deposit ⁽⁵⁾	453,369	1,773	1.57	458,065	1,647	1.44
Total interest-bearing deposits	1,007,382	2,096	0.83	982,711	1,883	0.77
Federal Home Loan Bank advances	169,166	823	1.95	202,484	875	1.73
Subordinated debt	8,248	78	3.79	8,248	59	2.87
Total interest-bearing liabilities	1,184,796	2,997	1.01	1,193,443	2,817	0.95
Noninterest-bearing liabilities	241,202			226,776		
Total liabilities	1,425,998			1,420,219		
Total shareholders' equity	169,875			168,838		
Total liabilities and shareholders' equity	\$1,595,873			\$1,589,057		
Net interest-earning assets	\$320,997			\$313,369		
Tax equivalent net interest income ⁽³⁾		11,132			10,789	
Tax equivalent interest rate spread ⁽⁶⁾			2.75 %			2.67 %
Tax equivalent net interest margin as a percentage of interest-earning assets ⁽⁷⁾			2.97 %			2.87 %
Average of interest-earning assets to average interest-bearing liabilities			127.09%			126.26%
Less tax equivalent adjustment ⁽³⁾		(66)			(108)	
Net interest income		\$11,066			\$10,681	

(1) Amount is net of deferred loan origination fees and costs. Average balances include nonaccrual loans and loans held for sale and excludes the allowance for loan losses.

(2) Loan fees are included in interest income and are immaterial.

(3) Municipal securities income, tax-exempt loan income and net interest income are presented on a tax equivalent basis using a tax rate of 21% and 34% for the periods ended June 30, 2018 and 2017, respectively. The tax equivalent adjustment is deducted from tax equivalent net interest income to agree to the amounts reported in the statements of income.

(4) Includes mortgagors' and investors' escrow accounts.

(5) Includes brokered deposits.

(6) Tax equivalent net interest rate spread represents the difference between the

weighted average
yield on
interest-earning
assets and the
weighted average
cost of
interest-bearing
liabilities.

⁽⁷⁾ Tax equivalent
net interest
margin represents
tax equivalent net
interest income
divided by
average
interest-earning
assets.

44

	At or For the Six Months Ended June 30,					
	2018			2017		
	Average Balance	Interest & Dividends	Average Yield/ Rate	Average Balance	Interest & Dividends	Average Yield/ Rate
	(Dollars in Thousands)					
Interest-earning assets:						
Loans ^{(1) (2) (3)}	\$1,266,153	\$25,827	4.11 %	\$1,242,520	\$24,628	4.00 %
Securities ⁽³⁾	163,785	1,577	1.94	185,114	1,966	2.14
Other interest-earning assets	66,021	551	1.68	69,503	312	0.91
Total interest-earning assets	1,495,959	27,955	3.77	1,497,137	26,906	3.62
Noninterest-earning assets	91,324			82,560		
Total assets	\$1,587,283			\$1,579,697		
Interest-bearing liabilities:						
Deposits:						
Business checking	\$650	—	—	\$1,027	—	—
NOW and money market	516,494	571	0.22	481,099	368	0.15
Savings ⁽⁴⁾	34,123	53	0.31	36,082	63	0.35
Certificates of deposit ⁽⁵⁾	452,180	3,427	1.53	452,097	3,202	1.43
Total interest-bearing deposits	1,003,447	4,051	0.81	970,305	3,633	0.76
Federal Home Loan Bank advances	170,818	1,629	1.92	209,096	1,775	1.71
Subordinated debt	8,248	146	3.57	8,248	113	2.76
Total interest-bearing liabilities	1,182,513	5,826	0.99	1,187,649	5,521	0.94
Noninterest-bearing liabilities	234,959			224,315		
Total liabilities	1,417,472			1,411,964		
Total shareholders' equity	169,811			167,733		
Total liabilities and shareholders' equity	\$1,587,283			\$1,579,697		
Net interest-earning assets	\$313,446			\$309,488		
Tax equivalent net interest income ⁽³⁾		22,129			21,385	
Tax equivalent interest rate spread ⁽⁶⁾			2.78 %			2.68 %
Tax equivalent net interest margin as a percentage of interest-earning assets ⁽⁷⁾			2.98 %			2.88 %
Average of interest-earning assets to average interest-bearing liabilities			126.51 %			126.06 %
Less tax equivalent adjustment ⁽³⁾		(138)			(206)	
Net interest income		\$21,991			\$21,179	

Explanation of Responses:

(1) Amount is net of deferred loan origination fees and costs. Average balances include nonaccrual loans and loans held for sale and excludes the allowance for loan losses.

(2) Loan fees are included in interest income and are immaterial.

(3) Municipal securities income, tax-exempt loan income and net interest income are presented on a tax equivalent basis using a tax rate of 21% and 34% for the periods ended June 30, 2018 and 2017, respectively. The tax equivalent adjustment is deducted from tax equivalent net interest income to agree to the amounts reported in the statements of income.

(4) Includes mortgagors' and investors' escrow accounts.

(5) Includes brokered deposits.

(6) Tax equivalent net interest rate spread represents the difference between the

weighted average
yield on
interest-earning
assets and the
weighted average
cost of
interest-bearing
liabilities.

⁽⁷⁾ Tax equivalent
net interest
margin represents
tax equivalent net
interest income
divided by
average
interest-earning
assets.

45

The following table sets forth the extent to which changes in interest rates and changes in volume of interest-earning assets and interest-bearing liabilities have on the Company's interest income and interest expense for the periods presented. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The net column represents the sum of the rate and volume columns. For purposes of this table, changes attributable to both changes in rate and volume that cannot be segregated have been allocated proportionately based on the changes due to rate and the changes due to volume.

	Three Months Ended June 30, 2018 and 2017			Six Months Ended June 30, 2018 and 2017		
	Increase (Decrease) Due To			Increase (Decrease) Due To		
	Rate	Volume	Net	Rate	Volume	Net
	(In Thousands)					
Interest-earning assets:						
Interest and dividend income:						
Loans ⁽¹⁾⁽²⁾⁽³⁾	\$414	\$ 298	\$712	\$737	\$ 462	\$1,199
Securities ⁽³⁾	(182)	(144)	(326)	(174)	(215)	(389)
Other interest-earning assets	143	(6)	137	254	(15)	239
Total interest-earning assets	375	148	523	817	232	1,049
Interest-bearing liabilities:						
Interest expense:						
Deposits ⁽⁴⁾	220	(7)	213	395	23	418
Federal Home Loan Bank advances	82	(134)	(52)	155	(301)	(146)
Subordinated debt	19	—	19	33	—	33
Total interest-bearing liabilities	321	(141)	180	583	(278)	305
Change in net interest income	\$54	\$ 289	\$343	\$234	\$ 510	\$744

⁽¹⁾ Amount is net of deferred loan origination fees and costs. Average balances include nonaccrual loans and loans held for sale.

⁽²⁾ Loan fees are included in interest income and are immaterial.

⁽³⁾ Municipal securities income, tax-exempt loan income and net interest income

are presented on a tax equivalent basis using a tax rate of 21% and 34% for the periods ended June 30, 2018 and 2017, respectively. The tax equivalent adjustment is deducted from tax equivalent net interest income to agree to the amount reported in the statements of income.

⁽⁴⁾ Includes mortgagors' and investors' escrow accounts and brokered deposits.

Provision for Loan Losses. The provision for loan losses increased \$118,000 and \$683,000 for the three and six months ended June 30, 2018, respectively, compared to the same periods in 2017, primarily due to increases in nonperforming loans, loan charge-offs, reserves for impaired loans and an increase in commercial loans, which carry a higher degree of risk than other loans held in the loan portfolio. At June 30, 2018, nonperforming loans increased to \$7.9 million compared to \$4.7 million at June 30, 2017, resulting from increases in nonperforming multi-family and commercial real estate loans of \$2.5 million, commercial business loans of \$363,000, and residential real estate loans of \$275,000. Net loan charge-offs, consisting primarily of commercial business loans, were \$57,000 and \$112,000 for the three and six months ended June 30, 2018, respectively, compared to net loan charge offs of \$23,000 and \$3,000 for the three and six months ended June 30, 2017, respectively.

Noninterest Income. The following table shows the components of noninterest income and the dollar and percentage changes for the periods presented.

	Three Months Ended June 30,		Change		Six Months Ended June 30,		Change		
	2018	2017	Dollars	Percent	2018	2017	Dollars	Percent	
	(Dollars in Thousands)								
Service fees	\$1,769	\$1,758	\$11	0.6 %	\$3,481	\$3,442	\$39	1.1 %	
Wealth management fees	9	192	(183)	(95.3)	18	519	(501)	(96.5)	
Increase in cash surrender value of bank-owned life insurance	226	132	94	71.2	441	262	179	68.3	
Mortgage banking	344	466	(122)	(26.2)	558	621	(63)	(10.1)	
Other	971	1,091	(120)	(11.0)	1,215	1,304	(89)	(6.8)	
Total noninterest income	\$3,319	\$3,639	\$(320)	(8.8)%	\$5,713	\$6,148	\$(435)	(7.1)%	

Noninterest income decreased \$320,000 to \$3.3 million and \$435,000 to \$5.7 million for the three and six months ended June 30, 2018, respectively, compared to the same periods in the prior year. The decreases were due to a pre-tax gain in May 2017 of \$795,000 on the sale of the Company's trust and asset management business, partially offset by income of \$684,000 in June 2018 resulting from the release of funds held in escrow related to the December 2016 sale of the Company's ownership interest in Vantis Life Insurance Company. Wealth management fees decreased \$183,000 and \$501,000 for the three and six months ended June 30, 2018, respectively, versus the comparable periods in the prior year as a result of the sale of the Company's trust and asset management business in 2017. Fees earned from mortgage banking activities decreased \$122,000 and \$63,000 for the three and six months ended June 30, 2018, respectively, primarily as a result of lower gains on residential fixed-rate loan sales versus the comparable periods in 2017. The cash surrender value of bank owned life insurance increased \$94,000 and \$179,000 for the three and six months ended June 30, 2018, respectively, compared to the same periods in the prior year resulting from the purchase of \$11.8 million new policies in October 2017.

Noninterest Expenses. The following table shows the components of noninterest expenses and the dollar and percentage changes for the periods presented.

	Three Months Ended June 30,		Change		Six Months Ended June 30,		Change		
	2018	2017	Dollars	Percent	2018	2017	Dollars	Percent	
	(Dollars in Thousands)								
Salaries and employee benefits	\$5,302	\$5,225	\$77	1.5 %	\$10,512	\$10,433	\$79	0.8 %	
Occupancy and equipment	1,656	1,700	(44)	(2.6)	3,507	3,476	31	0.9	
Computer and electronic banking services	1,288	1,290	(2)	(0.2)	2,576	2,670	(94)	(3.5)	
Outside professional services	343	392	(49)	(12.5)	699	793	(94)	(11.9)	
Marketing and advertising	229	217	12	5.5	463	407	56	13.8	
Supplies	148	128	20	15.6	295	262	33	12.6	
FDIC deposit insurance and regulatory assessments	165	218	(53)	(24.3)	338	412	(74)	(18.0)	
Core deposit intangible amortization	150	151	(1)	(0.7)	301	301	—	—	
Other real estate operations	33	257	(224)	(87.2)	168	367	(199)	(54.2)	
Other	539	445	94	21.1	1,045	1,244	(199)	(16.0)	
Total noninterest expenses	\$9,853	\$10,023	\$(170)	(1.7)%	\$19,904	\$20,365	\$(461)	(2.3)%	

Noninterest expenses decreased \$170,000 and \$461,000 for the three and six months ended June 30, 2018, respectively, compared to the same periods in 2017. Other real estate operations decreased \$224,000 and \$199,000 for the three and six months ended June 30, 2018, respectively, compared to the same periods in 2017.

due to the sale of one commercial and three residential properties held by the Bank. Outside professional services decreased \$49,000 and \$94,000 for the three and six months ended June 30, 2018, respectively, versus the same periods in 2017 due to a decrease in consulting expenses. Regulatory assessments decreased \$53,000 and \$74,000 for the three and six months ended June 30, 2018, respectively, as a result of a lower FDIC assessment rate. Computer and electronic banking expenses decreased \$2,000 and \$94,000 for the three and six months ended June 30, 2018, respectively, versus the comparable periods in 2017 as a result of contract renegotiations with a third party provider for electronic banking services. Occupancy and equipment decreased \$44,000 for the three months ended June 30, 2018 compared to 2017, primarily due to lower lease expense versus an increase of \$31,000 for the first six months of 2018 compared to 2017, primarily due to higher snow removal costs. Salaries and benefits increased \$77,000 and \$79,000 for the three and six months ended June 30, 2018, respectively, due to an increase in employee compensation, benefits and related taxes.

Income Tax Provision. The provision for income taxes decreased \$394,000 and \$643,000 for the three and six months ended June 30, 2018, respectively, compared to the same periods in 2017. The decrease in the income tax provision was due to passage of the Tax Cuts and Jobs Act on December 22, 2017, which reduced the statutory corporate income tax rate from 35% to 21% effective for January 1, 2018. The effective tax rate for the three months ended June 30, 2018 and 2017 was 21.0% and 31.1%, respectively. The effective tax rate for the first half of 2018 and 2017 was 21.0% and 31.2%, respectively.

Liquidity and Capital Resources

Liquidity is the ability to meet current and future financial obligations of a short- and long-term nature. The Bank's primary sources of funds consist of deposit inflows, loan sales and repayments, maturities and sales of securities and FHLB borrowings. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows, mortgage prepayments and loan and security sales are greatly influenced by general interest rates, economic conditions and competition.

The Bank's most liquid assets are cash and cash equivalents. The levels of these assets depend on the Bank's operating, financing, lending and investing activities during any given period. At June 30, 2018, cash and cash equivalents totaled \$86.4 million. Securities classified as available for sale, which provide additional sources of liquidity, totaled \$146.9 million at June 30, 2018. In addition, at June 30, 2018, the Bank had the ability to borrow an additional \$142.4 million from the FHLB, which included overnight lines of credit of \$10.0 million. On that date, the Bank had FHLB advances outstanding of \$163.5 million and no overnight advances outstanding. Additionally, the Bank has the ability to access the Federal Reserve Bank's Discount Window on a collateralized basis and maintains a \$25.0 million unsecured line of credit with a financial institution to access federal funds. The Bank believes that its liquid assets combined with the available lines from the FHLB provide adequate liquidity to meet its current financial obligations.

The Bank's primary investing activities are the origination, purchase and sale of loans and the purchase of securities. For the six months ended June 30, 2018, the Bank originated \$167.7 million of loans, and purchased \$18.7 million of loans and \$19.1 million of securities. For the year ended December 31, 2017, the Bank originated \$234.5 million of loans and purchased \$36.1 million of loans and \$32.0 million of securities.

Financing activities consist primarily of activity in deposit accounts and in borrowed funds. The net increase in total deposits, including mortgagors' and investors' escrow accounts, was \$18.0 million for the six months ended June 30, 2018. FHLB advances decreased \$6.6 million for the six months ended June 30, 2018 and decreased \$47.7 million for the year ended December 31, 2017. The decrease in borrowings for the first half of 2018 resulted from the net repayments of FHLB advances with excess deposits and proceeds from maturing securities. Certificates of deposit due within one year of June 30, 2018 totaled \$209.2 million, or 17.1% of total deposits. Management believes the amount

of deposits in shorter-term certificates of deposit reflects customers' hesitancy to invest their funds in longer-term certificates of deposit due to the uncertain interest rate environment. To compensate, the Bank has increased the duration of its borrowings with the FHLB. The Bank will be required to seek other sources of funds, including other certificates of deposit and lines of credit, if maturing certificates of

deposit are not retained. Depending on market conditions, the Bank may be required to pay higher rates on such deposits or other borrowings than are currently paid on certificates of deposit. Additionally, a shorter duration in the securities portfolio may be necessary to provide liquidity to compensate for any deposit outflows. The Bank believes, however, based on past experience, a significant portion of its certificates of deposit will be retained. The Bank has the ability, if necessary, to adjust the interest rates offered to its customers in an effort to attract and retain deposits.

Deposit flows are affected by the overall level of interest rates, the interest rates and products offered by the Bank and its local competitors and other factors. The Bank generally manages the pricing of its deposits to be competitive and to increase core deposits and commercial banking relationships. Occasionally, the Bank offers promotional rates on certain deposit products to attract deposits.

The Company repurchased 215,000 shares of the Company's common stock at a cost of \$3.2 million during the first six months of 2018 and repurchased 24,832 shares of the Company's common stock at a cost of \$371,000 during the year ended December 31, 2017. Additional discussion about the Company's liquidity and capital resources is contained in Item 7 in the Company's 2017 Annual Report on Form 10-K.

SI Financial Group, Inc. is a separate legal entity from the Bank and must provide for its own liquidity. In addition to its operating expenses, the Company is responsible for paying any dividends declared to its shareholders and making payments on its subordinated debentures. The Company may continue to repurchase shares of its common stock in the future. The Company's primary sources of funds are interest and dividends on securities and dividends received from the Bank. The amount of dividends the Bank may declare and pay to the Company in any calendar year, without prior regulatory approval, cannot exceed net income for that year to date plus retained net income (as defined) for the preceding two calendar years. The Company believes such restriction will not have an impact on the Company's ability to meet its ongoing cash obligations. At June 30, 2018, on an unconsolidated basis, the Company had cash and cash equivalents of \$2.4 million and available for sale securities of \$5.9 million.

Payments Due Under Contractual Obligations

Information relating to payments due under contractual obligations is presented in the Company's Annual Report on Form 10-K for the year ended December 31, 2017. There were no material changes in the Company's payments due under contractual obligations between December 31, 2017 and June 30, 2018.

Off-Balance Sheet Arrangements

As a financial services provider, we routinely are a party to various financial instruments with off-balance sheet risks, such as commitments to extend credit, standby letters of credit and unused lines of credit. While these contractual obligations represent our future cash requirements, a significant portion of the commitments to extend credit may expire without being drawn upon. The contractual amounts of commitments to extend credit represent the amounts of potential accounting loss should the contract be fully drawn upon, the customer defaults and the value of any existing collateral becomes worthless. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments.

Financial instruments whose contract amounts represent credit risk at June 30, 2018 and December 31, 2017 are as follows:

	June 30, 2018	December 31, 2017
	(In Thousands)	
Commitments to extend credit:		
Commitments to originate loans	\$28,460	\$60,360
Undisbursed construction loans	31,345	9,027
Undisbursed home equity lines of credit	57,075	56,044
Undisbursed commercial lines of credit	58,876	50,054
Overdraft protection lines	1,241	1,306
Standby letters of credit	118	134
Total commitments	\$177,115	\$176,925

Future loan commitments at June 30, 2018 and December 31, 2017 included fixed-rate loan commitments of \$7.8 million and \$34.1 million, respectively, at interest rates ranging from 3.63% to 6.30% and 2.88% to 6.00%, respectively.

The Bank is a limited partner in three small business investment corporations ("SBICs"). At June 30, 2018, the Bank's remaining off-balance sheet commitment for the capital investment in the SBICs was \$787,000.

For the six months ended June 30, 2018, with the exception of the aforementioned commitments, the Company did not engage in any additional off-balance sheet transactions reasonably likely to have a material effect on the Company's financial condition, results of operations or cash flows. See Notes 6 and 12 to the consolidated financial statements contained in the Company's 2017 Annual Report on Form 10-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Qualitative Aspects of Market Risk

The primary market risk affecting the financial condition and operating results of the Company is interest rate risk. Interest rate risk is the exposure of current and future earnings and capital arising from movements in interest rates. The Company manages the interest rate sensitivity of its interest-bearing liabilities and interest-earning assets in an effort to minimize the adverse effects of changes in the interest rate environment. To reduce the volatility of its earnings, the Company has sought to improve the match between asset and liability maturities and rates, while maintaining an acceptable interest rate spread. The Company's strategy for managing interest rate risk generally is to emphasize the origination of adjustable-rate mortgage loans for retention in its loan portfolio. However, the ability to originate adjustable-rate loans depends to a great extent on market interest rates and borrowers' preferences. As an alternative to adjustable-rate mortgage loans, the Company may occasionally purchase variable-rate SBA and USDA loans in the secondary market that are fully guaranteed by the U.S. government. These loans have a significantly shorter duration than fixed-rate mortgage loans. Fixed-rate mortgage loans typically have an adverse effect on interest rate sensitivity compared to adjustable-rate loans. Accordingly, the Company has sold more longer-term fixed-rate mortgage loans in the secondary market in recent periods to manage interest rate risk. The Company offers 10-year fixed-rate mortgage loans that it retains in its portfolio. The Company may offer attractive rates for existing certificates of deposit accounts to extend their maturities. The Company also uses shorter-term investment securities and longer-term borrowings from the FHLB to help manage interest rate risk.

The Company has an Asset/Liability Committee to communicate, coordinate and control all aspects involving asset/liability management. The committee establishes and monitors the volume, maturities, pricing and mix of assets

and funding sources with the objective of managing assets and funding sources to provide results that are consistent with liquidity, growth, risk limits and profitability goals.

50

Quantitative Aspects of Market Risk

The Company analyzes its interest rate sensitivity position to manage the risk associated with interest rate movements through the use of interest income simulation. The matching of assets and liabilities may be analyzed by examining the extent to which such assets and liabilities are “interest rate sensitive.” An asset or liability is said to be interest rate sensitive within a specific time period if it will mature or reprice within that time period. The Company’s goal is to manage asset and liability positions to moderate the effect of interest rate fluctuations on net interest income.

Net Interest Income Simulation Analysis

The interest income simulations provide an estimate of the impact of changes in interest rates on net interest income under a range of assumptions and are completed quarterly. Interest income simulations and the numerous assumptions used in the simulation process are presented and reviewed by the Asset/Liability Committee on a quarterly basis. Changes to these assumptions can significantly affect the results of the simulation. The simulation incorporates assumptions regarding the potential timing in the repricing of certain assets and liabilities when market rates change and the changes in spreads between different market rates. The simulation analysis incorporates management’s current assessment of the risk that pricing margins will change adversely over time due to competition or other factors. Simulation analysis is only an estimate of the Company’s interest rate risk exposure at a particular point in time. The Company continually reviews the potential effect changes in interest rates could have on the repayment of rate sensitive assets and funding requirements of rate sensitive liabilities.

The table below sets forth an approximation of the Company’s exposure as a percentage of estimated net interest income for the next 12- and 24-month periods using interest income simulation. The simulation uses projected repricing of assets and liabilities at June 30, 2018 on the basis of contractual maturities, anticipated repayments and scheduled rate adjustments. Prepayment rates can have a significant impact on interest income simulation. Because of the large percentage of loans and mortgage-backed securities the Company holds, rising or falling interest rates have a significant impact on the prepayment speeds of the Company’s earning assets that in turn affect the rate sensitivity position. When interest rates rise, prepayments tend to slow. When interest rates fall, prepayments tend to rise. The Company’s asset sensitivity would be reduced if prepayments slow and vice versa. While the Company believes such assumptions to be reasonable, there can be no assurance that assumed prepayment rates will approximate actual future mortgage-backed security and loan repayment activity.

The following table reflects changes in estimated net interest income for the Company at June 30, 2018.

	Percentage Change in Estimated Net Interest Income Over	
	12 Months	24 Months
100 basis point decrease in rates	(2.51)%	(2.56)%
200 basis point increase in rates	4.96	4.29
300 basis point increase in rates	5.53	3.55

As indicated by the results of the above scenarios, net interest income would be adversely affected (within our internal guidelines) if rates decreased 100 basis points in the 12- and 24-month periods. Conversely, net interest income would be positively impacted in the 12- and 24-month periods if rates increased 200 or 300 basis points as a result of the Company’s initiative to position the balance sheet for the anticipated increase in market interest rates. The Company’s strategy for mitigating interest rate risk includes the purchase of adjustable-rate investment securities that will reprice in a rising rate environment, selling longer-term and lower fixed-rate residential mortgage loans in the secondary market, extending the duration of FHLB advances and utilizing certain derivative instruments such as forward loan

sale commitments and interest rate swap agreements to manage the risk of loss associated with its mortgage banking activities.

51

Item 4. Controls and Procedures.

The Company's management, including the Company's principal executive officer and principal financial officer, have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the "Exchange Act"). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective for ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the "SEC") (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (2) is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. No changes in the Company's internal control over financial reporting occurred during the quarter ended June 30, 2018 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

The Company is not involved in any pending legal proceedings believed by management to be material to the Company's financial condition or results of operations. Periodically, there have been various claims and lawsuits against the Bank, such as claims to enforce liens, condemnation proceedings on properties in which the Bank holds a security interest, claims involving the making and servicing of real property loans and other issues incident to the Bank's business. Management believes that any potential liability that may result from these legal proceedings would not have a material adverse effect on the Company's financial condition, results of operations or cash flows.

Item 1A. Risk Factors.

There are no material changes from the risk factors set forth under Part I, Item 1A. "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2017. However, the risks described in the Company's Annual Report on Form 10-K are not the only risks that the Company faces. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial also may materially adversely affect the Company's business, financial condition and/or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The Company's repurchases of equity securities for the three months ended June 30, 2018 were as follows:

Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs
April 1 -	\$ —	—	—

30, 2018 May 1	- 15,000	14.35	15,000	597,122
31, 2018 June 1	- 200,000	15.00	200,000	397,122
30, 2018 Total	45,000	\$ 15.00	215,000	

(1) On May 9, 2018, the Company announced that the Board of Directors had approved a stock repurchase program authorizing the Company to repurchase up to 5%, or 612,122 shares, of its common stock from time to time, depending on market conditions. The repurchase program will continue until it is completed or terminated by the Company's Board of Directors.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

3.1 Articles of Incorporation of SI Financial Group, Inc. ⁽¹⁾

3.2 Amended and Restated Bylaws of SI Financial Group, Inc. ⁽²⁾

4 Specimen Stock Certificate of SI Financial Group, Inc. ⁽¹⁾

31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer

31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer

32.0 18 U.S.C. Section 1350 Certifications

The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, formatted in eXtensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets, (ii) the 101 Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Statement of Changes in Shareholders' Equity, (v) the Consolidated Statements of Cash Flows and (vi) related Notes to Consolidated Financial Statements.

⁽¹⁾ Incorporated herein by reference into this document from the Exhibits on the Registration Statement on Form S-1 (File No. 333-169302), and any amendments thereto, filed with the Securities and Exchange Commission on September 10, 2010.

⁽²⁾ Incorporated herein by

Explanation of Responses:

reference into
this document
from the
Exhibits to
the Company's
Current
Report on
Form 8-K
(File No.
000-54241)
filed with the
Securities and
Exchange
Commission
on August 23,
2017.

53

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SI FINANCIAL GROUP, INC.

Date: August 8, 2018 /s/ Rheo A. Brouillard
Rheo A. Brouillard
President and Chief Executive Officer
(principal executive officer)

Date: August 8, 2018 /s/ Lauren L. Murphy
Lauren L. Murphy
Executive Vice President and Chief Financial Officer
(principal accounting and financial officer)