

Board of Governors of the Federal Reserve System



# Annual Report of Holding Companies—FR Y-6

## Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

**Date of Report** (top-tier holding company's fiscal year-end):  
 December 31, 2018

I, David J. Demas

Month / Day / Year  
 5493003JKSPN0881WX29

Name of the Holding Company Director and Official  
 Chief Financial Officer

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

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

TriState Capital Holdings, Inc.

Legal Title of Holding Company

301 Grant Street, Suite 2700

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

Pittsburgh PA 15219

City State Zip Code

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Cheryl Burger VP of Financial Reporting

Name Title

412-304-0305

Area Code / Phone Number / Extension

412-304-0396

Area Code / FAX Number

cburger@tscbank.com

E-mail Address

www.tscbank.com

Signature of Holding Company Director and Official  
 03/28/2019

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

Date of Signature

For holding companies not registered with the SEC—  
 Indicate status of Annual Report to Shareholders:

is included with the FR Y-6 report  
 will be sent under separate cover  
 is not prepared

**For Federal Reserve Bank Use Only**

RSSD ID \_\_\_\_\_  
 C.I. \_\_\_\_\_

Is confidential treatment requested for any portion of this report submission?  0=No  1=Yes 1

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report

2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Form FR Y-6

TriState Capital Holdings, Inc.  
Pittsburgh, Pennsylvania  
Fiscal Year Ending December 31, 2018

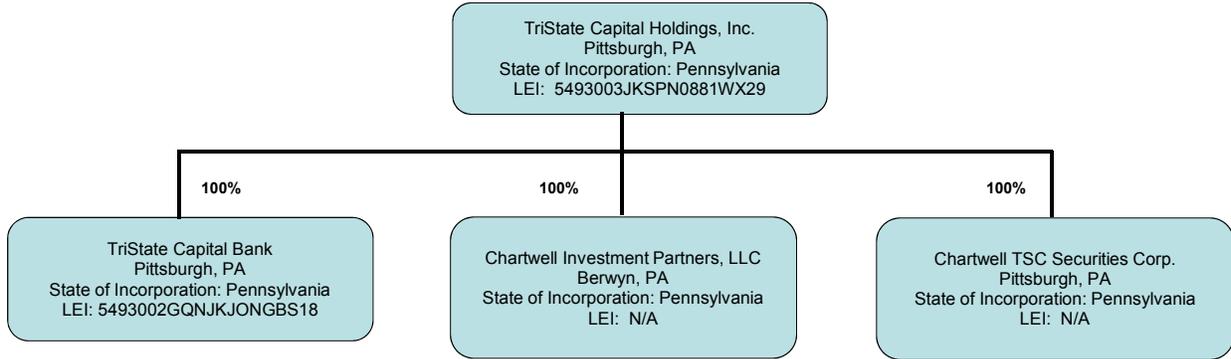
Public Volume

Report Item

1: Annual Report to Shareholders

Form 10-K was filed with the SEC on February 19, 2019.

2a: Organization Chart



## Public Volume

### Report Item

#### 2b: Domestic Branch Listing

**Results:** A list of branches for your depository institution: **TRISTATE CAPITAL BANK (ID\_RSSD: 3475083)**.

This depository institution is held by **TRISTATE CAPITAL HOLDINGS, INC (3475074)** of **PITTSBURGH, PA**.

The data are as of **12/31/2018**. Data reflects information that was received and processed through **01/06/2019**.

#### Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below
2. If required, enter the date in the **Effective Date** column

#### Actions

**OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.

**Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.

**Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.

**Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.

**Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

#### Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

#### Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	3475083	TRISTATE CAPITAL BANK	1 OXFORD CENTER, FLOOR 27	PITTSBURGH	PA	15219	ALLEGHENY	UNITED STATES	Not Required	Not Required	TRISTATE CAPITAL BANK	3475083	

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Pittsburgh, Pennsylvania  
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**Public Volume**

**Report Item**

**3: Securities Holders**

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

1(a) Name & Address (City, State, Country)	1(b) Country of Citizenship or Incorporation	1(c) Number and Percentage of Each Class of Voting Securities
BlackRock, Inc. New York, NY, USA	USA	3,855,023 - 13.3% Common Stock
James E. Minnick Radnor, PA, USA	USA	2,705,049 - 9.4% Common Stock *
Lovell Minnick Partners LLC Radnor, PA, USA	USA	2,678,049 - 9.3% Common Stock *
Dimensional Fund Advisors LP Austin, TX, USA	USA	1,458,693 - 5.1% Common Stock **

\* Represents 1,852,158 shares that are held of record by LM III TriState Holdings LLC and 825,891 shares that are held of record by LM III-A TriState Holdings LLC. Lovell Minnick Partners LLC is the managing member of Fund III UGP LLC, which is, in turn, the general partner of Lovell Minnick Equity Advisors III LP, which is, in turn, the general partner of each of Lovell Minnick Equity Partners III LP and Lovell Minnick Equity Partners III-A LP. Lovell Minnick Equity Partners III LP is the managing member of LM III TriState Holdings LLC and Lovell Minnick Equity Partners III-A LP is the managing member of LM III-A TriState Holdings LLC. As an officer of Lovell Minnick Partners LLC, Mr. Minnick may be deemed to share beneficial ownership of the shares of our common stock held by the Lovell Minnick funds. Mr. Minnick disclaims beneficial ownership of such shares. Lovell Minnick Partners LLC has voting and dispositive power over these shares. Mr. Minnick's owns an additional 27,000 shares included for him above

\*\* Dimensional Fund Advisors LP, an investment adviser registered under Section 203 of the Investment Advisors Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager or sub-adviser to certain other commingled funds, group trusts and separate accounts (such investment companies, trusts and accounts, collectively referred to as the "Funds"). In certain cases, subsidiaries of Dimensional Fund Advisors LP may act as an adviser or sub-adviser to certain Funds. In its role as investment advisor, sub-adviser and/or manager, Dimensional Fund Advisors LP or its subsidiaries (collectively, "Dimensional") may possess voting and/or investment power over the securities of the Issuer that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Issuer held by the Funds. However, all securities reported in this schedule are owned by the Funds. Dimensional disclaims beneficial ownership of such securities. In addition, the filing of this Schedule 13G shall not be construed as an admission that the reporting person or any of its affiliates is the beneficial owner of any securities covered by this Schedule 13G for any other purposes than Section 13(d) of the Securities Exchange Act of 1934.

(2) Securities holders not listed in 3(1) above that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2018.

2(a) Name & Address (City, State, Country)	2(b) Country of Citizenship or Incorporation	2(c) Number and Percentage of Each Class of Voting Securities
The Banc Funds Company, LLC Chicago, IL, USA	USA	1,295,766 - 4.5% Common Stock

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**Public Volume**

4: Insiders

(1)	(2)	(3)(a)	(3)(b)	3(c)	(4)(a)	(4)(b)	4(c)
Names & Address (City, State, Country)	Principal occupation if other than with holding company	Title & position with holding company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities in holding company	Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	Percentage of voting shares in other businesses, if 25% or more of its voting securities are held
James F. Getz, Pittsburgh PA, USA	N/A	Director & Chairman, President & CEO	Director & Chairman (TriState Capital Bank)	Partner, Getz Enterprises, LP - Pittsburgh, PA	4.5%	N/A	See Confidential Volume
			Director & Chairman (Chartwell Investment Partners, LLC)	Shareholder, Getz Enterprises, Inc. - Pittsburgh, PA			
			Director & Chairman Chartwell TSC Securities Corp.)	Partner, Meadowood Realty - Pittsburgh, PA			
			CEO (Meadowood Asset Management, LLC)				
David J. Demas, Pittsburgh PA, USA	N/A	CFO	CFO (TriState Capital Bank)	N/A	0.1%	N/A	See Confidential Volume
Brian S. Fetterolf, Pittsburgh PA, USA	N/A	Director & Vice President	Director; President & CEO (TriState Capital Bank & Chartwell TSC Securities, Inc.)	Limited Partner in Crosshair Ventures, LP & President, Crosshair Ventures, LLC, its general partner	0.8%	N/A	See Confidential Volume
				Chairman, Pittsburgh Benefit for the Navy Seal Foundation			
				Committee Member for the Western Pennsylvania Committee for the Bucknell University Annual Func.			
A. William Schenck III, Pittsburgh PA, USA	N/A	Director & Vice Chairman	Director & Vice Chairman (TriState Capital Bank)	Director, Pennsylvania Higher Education Assistance Agency - Harrisburg, PA	0.4%	N/A	See Confidential Volume
				Shareholder, Mikell Schenck Associates - Aspinwall, PA			
				Member, Littledel Associates, LLC - Pittsburgh, PA			
				Director, Pennsylvania Economy League			
Mark L. Sullivan, Naples, FL, USA	N/A	Director & Vice Chairman	Director & Vice Chairman (TriState Capital Bank)	N/A	0.6%	N/A	See Confidential Volume
David L. Bonvenuto, Pittsburgh PA, USA	Manufacturing Company CEO	Director	Director (TriState Capital Bank)	Member of Board of Directors, President & CEO, Oberg Industries, Inc. - Pittsburgh, PA	< 0.1%	N/A	See Confidential Volume
				Member & Vice Chairman of the Board of Directors, Catalyst Connection (non-profit organization) - Pittsburgh, PA			

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Anthony J. Buzzelli, Somerset, VA, USA	N/A	Director	Director (TriState Capital Bank)	Member of the Board of Directors, MedStar Health, Inc. (non-profit organization)	0.1%	N/A	See Confidential Volume
				Member of the Board of Directors, American Automobile Association (nonprofit member services organization)			
				Member, Board of Visitors, Penn State Smeal College of Business (non-profit university)			
				Member of the Board of Directors, AAA of Southern California (nonprofit member services organization)			
Helen Hanna Casey, Pittsburgh PA, USA	Real Estate Services	Director	Director (TriState Capital Bank)	Director & CEO, Hanna Holdings, Inc. - Pittsburgh, PA	0.4%	N/A	See Confidential Volume
				Board Member, West Penn Multi List, Inc.			
				President & CEO, Howard Hanna Real Estate Services, Inc., subsidiary of Hanna Holdings, Inc.			
				Director, Strategic Investment Fund			
E.H. (Gene) Dewhurst, Houston, TX, USA	Investment	Director	Director (TriState Capital Bank)	Director, Vice President - Finance & Treasurer, Falcon Seaboard Diversified, Inc. - Houston, TX	0.2%	N/A	See Confidential Volume
				Manager, Director, Vice President - Finance & Treasurer, Falcon Seaboard Holdings, LLC - Houston, TX			
				Manager, Director, Vice President - Finance & Treasurer, II FF, LLC - Houston, TX			
				Chairman - Finance Committee; Co- Chairman - Internation Missions Committee, Bethel Church - Houston TX			
				Trustee, David Dewhurst Blind Trust - Houston TX			
				Director, The David Dewhurst Foundation - Houston, TX			
				Director, Secretary & Treasurer, David Dewhurst Investments - I, Inc. - Houston, TX			
				Trustee, Dewhurst 2000 Trust - Houston, TX			
				Director, Vice President - Finance & Treasurer, Falcon Diversified, LLC - Houston, TX			
				Vice President - Finance & Treasurer, Falcon Seaboard Canada Limited, Houston, TX			

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				Partner, Falcon Seaboard Investment Company, L.P. - Houston, TX			
				Director, Vice President - Finance & Treasurer, Falcon Seaboard Investment - PEP II, Inc. - Houston, TX			
				Manager, Director, Vice President - Finance & Treasurer, Falcon Seaboard Oil & Gas, LLC - Houston, TX			
				Director, Vice President - Finance & Treasurer, Falcon Seaboard Properties, Inc. - Houston, TX			
				Director, Vice President - Finance & Treasurer, Falcon Seaboard Ranches, Inc. - Houston, TX			
				Manager, Director, Vice President - Finance & Treasurer, Falcon Seaboard Services, LLC - Houston, TX			
				Director, Vice President - Finance & Treasurer, Falcon South Power, Inc. - Houston, TX			
				Director, Vice President - Finance & Treasurer, FSI Management, L.L.C. - Houston, TX			
				Manager, Director, Vice President - Finance & Treasurer, FSRI, L.L.C. - Houston, TX			
				Trustee - Utah Beach Museum & B-26 Fund, Greater Houston Community Foundation Houston, TX			
				Member, Executive Committee; Chairman - Audit & Finance Committee; Member - Strategy & Budget Committee; Member - Development Committee, Greater Houston Partnership, Inc. - Houston, TX			
				Member - Strategy & Budget Committee, Opportunity Houston, Inc. [501(c)3] - Houston, TX			
				Director - Biblica, Inc. - Colorado Springs, CO			
				Director - Homewood Property Owners Association, Inc. - Houston, TX			
				Director, The Houston Symphony Society			
				Director, The Houston Symphony Endowment			

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James J. Dolan, Keewayden Island, FL, USA	Investments & Technology Services	Director	Director (TriState Capital Bank)	Managing Member, Voyager Holdings II, LLC Pittsburgh, PA	0.2%	N/A	See Confidential Volume
			Director (Chartwell Investment Partners, LLC)	Chairman, Ascent Data - Pittsburgh, PA			
				Chairman & CEO, Gordon Pointe Acquisition Corp.			
				Director, PlanMember Services Corp			
				Chairman, The Pittsburgh Vintage Gr& Prix Association			
				Chairman, Going to the Sun Rally			
James E. Minnick, Radnor, PA, USA	Investment Management & Private Equity	Director	Director (TriState Capital Bank)	Chairman & Member of the Board of Managers, Lovell Minnick Partners LLC	9.4%	N/A	See Confidential Volume
			Director (Chartwell Investment Partners, LLC)	Director, Kanaly Holdings LLC & its subsidiary Kanaly Trust LTA, a Houston, Texas, trust company			
				Director, Lincoln Investment Planning, LLC			
				Director, Venis Holdings, Inc.			
				Member, Board of Visitors, Childrens Hospital of Philadelphia, Department of Brain Tumor Research			
				Director, LSQ, LLC			
				Director, CenterSquare Investment Management			
Kim Ruth, Houston, TX, USA	Financial Advisory Services Executive	Director	Director (TriState Capital Bank)	Managing Director, Apex Partners, LLC	< 0.1%	N/A	See Confidential Volume
				Director, Holocaust Museum Houston (non- profit organization)			
				Director, Greater Houston Community Foundation (non-profit organization)			
Richard Seidel, King of Prussia, PA, USA	Private Wealth Management	Director	Director (TriState Capital Bank)	Director, Wilmington Funds	0.3%	N/A	See Confidential Volume
			Director (Chartwell Investment Partners, LLC)				
John B. Yasinsky, Naples, FL, USA	N/A	Director	Director (TriState Capital Bank)	N/A	0.2%	N/A	See Confidential Volume