

FEDERAL RESERVE BANK  
OF CLEVELAND

Board of Governors of the Federal Reserve System

2015 JUL -3 A 11:56



Annual Report of Holding Companies—FR Y-6

STATISTICS & ANALYSIS  
DEPARTMENT

Report at the close of business as of the end of fiscal year<sup>a</sup>

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

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

December 31, 2014

Month / Day / Year

5493003JKSPN0881WX29

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

Reporter's Name, Street, and Mailing Address

TriState Capital Holdings, Inc.

Legal Title of Holding Company

301 Grant Street, Suite 2700

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

Pittsburgh PA 15219  
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Cheryl Burger VP of Financial Reporting

Name Title

412-304-0305

Area Code / Phone Number / Extension

412-304-0396

Area Code / FAX Number

cburger@tscbank.com

E-mail Address

www.tscbank.com

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

I, Mark L. Sullivan

Name of the Holding Company Director and Official

Vice Chairman and CFO

Title of the Holding Company Director and Official

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

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

*Mark L. Sullivan*

Signature of Holding Company Director and Official

06/30/2015

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.

3475074

Does the reporter request confidential treatment for any portion of this submission?

- Yes Please identify the report items to which this request applies:  
Item 4  
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
- No

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

None

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Legal Title of Subsidiary Holding Company

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

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City State Zip Code

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Physical Location (if different from mailing address)

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City State Zip Code

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Physical Location (if different from mailing address)

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Form FR Y-6

TriState Capital Holdings, Inc.  
Pittsburgh, Pennsylvania  
Fiscal Year Ending December 31, 2014

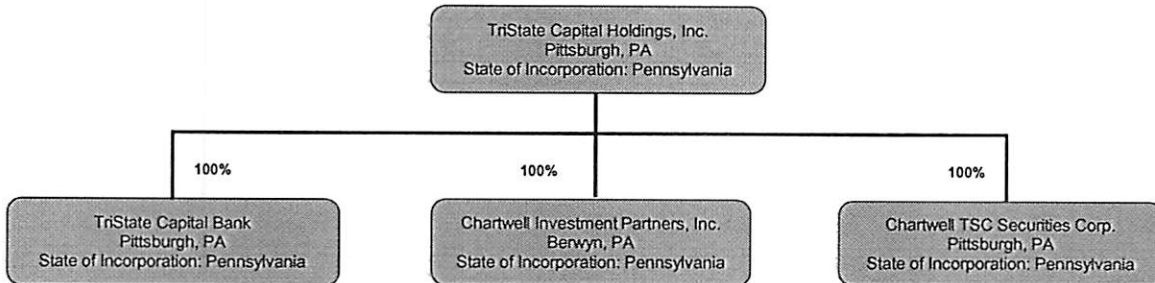
Public Volume

Report Item

1: Annual Report to Shareholders

Form 10-K was filed with the SEC on February 23, 2015.

2a: Organization Chart



2b: Domestic Branch Listing

Domestic branch listing was provided to the Federal Reserve Bank on March 12, 2015.

**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 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

**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	452197	0	TRISTATE CAPITAL BANK	3475083	

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TriState Capital Holdings, Inc.  
Pittsburgh, Pennsylvania  
Fiscal Year Ending December 31, 2014

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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 12-31-2014.

1(a) Name & Address	1(b) Country of Citizenship	1(c) Number and Percentage of Each Class of Voting Securities
LM III TriState Holdings Radnor, PA	USA	3,373,693 - 12.0% Common Stock *
LM III-A TriState Holdings Radnor, PA	USA	1,504,356 - 5.4% Common Stock *
James E. Minnick Radnor, PA	USA	4,878,049 - 17.4% Common Stock *
BlackRock, Inc. New York, NY	USA	1,593,939 - 5.7% Common Stock

\* Represents 3,373,693 shares that are held of record by LM III TriState Holdings LLC and 1,504,356 shares that are held of record by LM III-A TriState Holdings LLC. Lovell Minnick Partners LLC is the managing member of Fund III UGP LLC, which is, in turn, the general partner of Lovell Minnick Equity Advisors III LP, which is, in turn, the general partner of each of Lovell Minnick Equity Partners III LP and Lovell Minnick Equity Partners III-A LP. Lovell Minnick Equity Partners III LP is the managing member of LM III TriState Holdings LLC and Lovell Minnick Equity Partners III-A LP is the managing member of LM III-A TriState Holdings LLC. As an officer of Lovell Minnick funds. Mr. Minnick disclaims beneficial ownership of such shares. Lovell Minnick Partners LLC has voting and dispositive power over these shares.

(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 12-31-2014.

2(a) Name & Address	2(b) Country of Citizenship	2(c) Number and Percentage of Each Class of Voting Securities
Financial Stock Capital Partners V LP Cincinnati, OH	USA	1,005,644 - 3.6% Common Stock
Warren A. Stephens / Stephens Investment Holdings, LLC Little Rock, AR	USA	978,534 - 3.5% Common Stock

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TriState Capital Holdings, Inc.  
Pittsburgh, Pennsylvania  
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4: Insiders

(1) Name, city and state	(2) Principal occupation if other than with holding company	(3)(a) Title & position with holding company	(3)(b) Title & position with subsidiaries	(3)(c) Title & position with other businesses	(4)(a) Percentage of voting shares in holding company	(4)(b) Percentage of voting shares in subsidiaries
James F. Getz	N/A	Director & Chairman, President and CEO	Director & Chairman, President and CEO (TriState Capital Bank)	Partner, Getz Enterprises, LP - Pittsburgh, PA	4.2%	N/A
				Shareholder, Getz Enterprises, Inc. - Pittsburgh, PA		
				Partner, Meadowood Realty - Pittsburgh, PA		
A. William Schenck III	N/A	Director & Vice Chairman	Director & Vice Chairman (TriState Capital Bank)	Director, Pennsylvania Higher Education Assistance Agency - Harrisburg, PA	2.2%	N/A
				Shareholder, Mikell Schenck Associates - Aspinwall, PA		
				Shareholder, Littledel Associates, LLC - Pittsburgh, PA		
				Director, Pennsylvania Economy League		
Mark L. Sullivan	N/A	Director & Vice Chairman/CFO	Director & Vice Chairman/CFO (TriState Capital Bank)	N/A	2.2%	N/A
Helen Hanna Casey	Real Estate Services	Director	Director (TriState Capital Bank)	Vice President, Hanna Holdings, Inc. - Pittsburgh, PA	0.3%	N/A
				Board Member, West Penn Multi List		
				Director, Strategic Investment Funds		
E.H. (Gene) Dewhurst	Investment	Director	Director (TriState Capital Bank)	Director, Vice President - Finance and Treasurer, Falcon Seaboard Diversified, Inc. - Houston, TX	0.9%	N/A
				Manager, Director, Vice President - Finance and Treasurer, Falcon Seaboard Holdings, LLC - Houston, TX		
				Manager, Director, Vice President - Finance and Treasurer, II FF, LLC - Houston, TX		
				Chairman - Finance Committee; Co-Chairman - International Missions Committee, Bethel Church - Houston, TX		
				Trustee, David Dewhurst Blind Trust - Houston, TX		
				Trustee, Secretary and Treasurer, David Dewhurst Foundation - Houston, TX		
				Director, Secretary & Treasurer, David Dewhurst Investments - I, Inc. - Houston, TX		

TriState Capital Holdings, Inc.  
 Pittsburgh, Pennsylvania  
 Fiscal Year Ending December 31, 2014

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				Trustee, Dewhurst 2000 Trust - Houston, TX		
				Director, Vice President - Finance and Treasurer, Falcon Diversified, LLC - Houston, TX		
				Vice President - Finance and Treasurer, Falcon Seaboard Canada Limited, Houston, TX		
				Partner, Falcon Seaboard Investment Company, L.P. - Houston, TX		
				Director, Vice President - Finance and Treasurer, Falcon Seaboard Investment - PEP II, Inc. - Houston, TX		
				Manager, Director, Vice President - Finance and Treasurer, Falcon Seaboard Oil and Gas, LLC - Houston, TX		
				Director, Vice President - Finance and Treasurer, Falcon Seaboard Properties, Inc. - Houston, TX		
				Director, Vice President - Finance and Treasurer, Falcon Seaboard Ranches, Inc. - Houston, TX		
				Manager, Director, Vice President - Finance and Treasurer, Falcon Seaboard Services, LLC - Houston, TX		
				Director, Vice President - Finance and Treasurer, Falcon South Power, Inc. - Houston, TX		
				Director, Vice President - Finance and Treasurer, FSI Management, L.L.C. - Houston, TX		
				Manager, Director, Vice President - Finance and Treasurer, FSRI, L.L.C. - Houston, TX		
				Trustee - Utah Beach Museum & B-26 Fund, Greater Houston Community Foundation Houston, TX		
				Member, Executive Committee; Chairman - Audit & Finance Committee; Member - Strategy & Budget Committee; Member - Development Committee, Greater Houston Partnership, Inc. - Houston, TX		
				Member - Strategy & Budget Committee, Opportunity Houston, Inc. [501(c)3] - Houston, TX		
				Member at Large - Executive Committee; Member - Board of Governing Trustees, Houston Symphony Society - Houston, TX		

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Pittsburgh, Pennsylvania  
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				Director, Houston Symphony Endowment Houston, TX		
				Partner, Gene & Linda Dewhurst Investments, Ltd.		
James J. Dolan	Investments and Technology Services	Director	Director (TriState Capital Bank)	Chairman & CEO, Voyager Holdings II, LLC Pittsburgh, PA Chairman, Ascent Data - Pittsburgh, PA Director, PlanMember Services Corp Chairman, Keewaydin Holdings, LLC - Naples, FL Director, Beechwood Investment Company	0.6%	N/A
John B. Yasinsky	N/A	Director	Director (TriState Capital Bank)	Director, CMS Energy and Consumers Energy - Jackson, MI Director, A. Schulman, Inc. - Akron, OH	0.3%	N/A
Richard Seidel	Investment Advisory Services	Director	Director (TriState Capital Bank)	Director, MTB Funds - Baltimore, MD		
Richard Zappala	Commercial Development	Director	Director (TriState Capital Bank)	Partner, Buchanan - 28th Street Associates Partner, Center Twp Associates Partner, Blazier McKnight Associates Partner, Dayton-Pittsburgh Associates Member, FC North, LLC Member, FC Rochester Associates, LLC Member, FRA Associates, LLC Partner, First City North Associates, LP Partner, First City Rochester Associates, LP Partner, First City South Associates Member, Penn Hills Associates, LLC Partner, FRA Associates Member, HRA LLC Partner, McIntyre Square Associates Partner, Philamart Associates Member, West Moon, LLC Partner, West View Associates, LP Member, WVA, LLC Stockholder, McIntyre Square, Inc. Partner, Quaker Capital LP - Pittsburgh, PA	0.6%	N/A



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Pittsburgh, Pennsylvania  
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James H. Graves	Financial Services	Director	Director (TriState Capital Bank)	Partner, Erwin, Graves & Associates, LP - Dallas, TX	0.2%	N/A
				Vice President, Erwin, Graves & Associates 1, LLC - Dallas, TX		
				Partner, Graves Holdings, LP - Dallas, TX		
				President, Graves Holdings 1, LLC - Dallas, TX		
				Partner, J&J Prairie Oaks Ranch 1, LP - Bowie, TX		
				President, J&J Prairie Oaks Ranch, LLC - Bowie, TX		
				Partner, Prairie Acorn Ventures, LLP - Dallas, TX		
				Member, Allen Connectors, LLC - Dallas, TX		
				Director, BankCap Partners		
				Treasurer, Director, Incarnation Foundation		
				Treasurer, Cash America		
				Director, Hallmark Financial		
Anthony J. Buzzelli	N/A	Director	Director (TriState Capital Bank)	Director, MedStar Health, Inc.	0.1%	N/A
				Director, AAA of Southern California		
James E. Minnick	Investment Management and Private Equity	Director	Director (TriState Capital Bank)	President, Lovell Minnick Partners LLC	17.4%	N/A
				Director, Kanaly Holdings LLC and its subsidiary Kanaly Trust LTA, a Houston, Texas, trust company,		
				Director, Venis Holdings, Inc.		
				Board Member, Board of Visitors, Childrens Hospital of Philadelphia, Department of Brain Tumor Research		