

Blue Hills Bancorp, Inc.
Form SC 13G/A
December 12, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

BLUE HILLS BANCORP INC

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

095573101

(CUSIP Number)

November 30, 2016

(Date of Event which Requires Filing of Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

Rule 13d - 1(b)

Rule 13d - 1(c)

Rule 13d - 1(d)

1 Name of Reporting Person

T. ROWE PRICE ASSOCIATES, INC.

52-0556948

2 Check the Appropriate Box if a Member of a Group

NOT APPLICABLE

3

SEC Use Only

4

Citizenship or Place of Organization

MARYLAND

Number of Shares Beneficially Owned by Each Reporting Person With

5 Sole Voting Power* 374,405

6 Shared Voting Power* -0-

7 Sole Dispositive Power* 2,729,252

8 Shared Dispositive Power -0-

9 Aggregate Amount Beneficially Owned by Each Reporting Person

2,729,252

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

NOT APPLICABLE

11 Percent of Class Represented by Amount in Row 9

10.1%

12 Type of Reporting Person

IA

*Any shares reported in Items 5 and 6 are also reported in Item 7.

Item 1(a) Name of Issuer:

Reference is made to page 1 of this Schedule 13G

Item 1(b) Address of Issuer's Principal Executive Offices:

320 Norwood Park South, Norwood, Massachusetts 02062

Item 2(a) Name of Person(s) Filing:

(1) T. Rowe Price Associates, Inc. ("Price Associates")

(2)

Attached as Exhibit A is a copy of an agreement between the Persons Filing (as specified hereinabove) that this Schedule 13G is being filed on behalf of each of them.

Item 2(b) Address of Principal Business Office:

100 E. Pratt Street, Baltimore, Maryland 21202

Item 2(c) Citizenship or Place of Organization:

(1) Maryland

(2)

Item 2(d) Title of Class of Securities:

Reference is made to page 1 of this Schedule 13G

Item 2(e) CUSIP Number: 095573101

Item 3 The person filing this Schedule 13G is an:

Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940

Investment Company registered under Section 8 of the Investment Company Act of 1940

Item 4 Reference is made to Items 5-11 on the preceding pages of this Schedule 13G.

Item 5 Ownership of Five Percent or Less of a Class.

X Not Applicable.

This statement is being filed to report the fact that, as of the date of this report, the reporting person(s) has (have) ceased to be the beneficial owner of more than five percent of the class of securities.

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Price Associates does not serve as custodian of the assets of any of its clients; accordingly, in each instance only (1) the client or the client's custodian or trustee bank has the right to receive dividends paid with respect to, and proceeds from the sale of, such securities.

The ultimate power to direct the receipt of dividends paid with respect to, and the proceeds from the sale of, such securities, is vested in the individual and institutional clients which Price Associates serves as investment adviser. Any and all discretionary authority which has been delegated to Price Associates may be revoked in whole or in part at any time

Except as may be indicated if this is a joint filing with one of the registered investment companies sponsored by Price Associates which it also serves as investment adviser ("T. Rowe Price Funds"), not more than 5% of the class of such securities is owned by any one client subject to the investment advice of Price Associates.

(2) With respect to securities owned by any one of the T. Rowe Price Funds, only the custodian for each of such Funds, has the right to receive dividends paid with respect to, and proceeds from the sale of, such securities. No other person is known to have such right, except that the shareholders of each such Fund participate proportionately in any dividends and distributions so paid.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable.

Item 8 Identification and Classification of Members of the Group.

Not Applicable.

Item 9 Notice of Dissolution of Group.

Not Applicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. T. Rowe Price Associates, Inc. hereby declares and affirms that the filing of Schedule 13G shall not be construed as an admission that Price Associates is the beneficial owner of the securities referred to, which beneficial ownership is expressly denied.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

T. ROWE PRICE ASSOCIATES, INC.

Date: December 12, 2016

Signature: /s/ David Oestreicher

Name & Title: David Oestreicher, Vice President

11/30/2016

">(1) The proceeds you might expect to receive if you were able to resell the Notes on the Issue Date are expected to be less than the issue price. This is because the issue price includes the selling agent's commission set forth above and

also reflects certain hedging costs associated with the Notes. For additional information, see “Risk Factors — The issue price of the notes has certain built-in costs, including the selling agent’s commission and our cost of hedging, both of which are expected to be reflected in secondary market prices” on page S-3 of the accompanying prospectus supplement. The issue price also does not include fees that you may be charged if you buy the Notes through your registered investment advisers for managed fee-based accounts.

(2) The Selling Agent may retain all or a portion of this commission or use all or a portion of this commission to pay selling concessions or fees to other dealers. See “Supplemental Plan of Distribution” on page S-26 of the accompanying prospectus supplement.

Lloyds TSB Bank plc fully and unconditionally guaranteed by Lloyds Banking Group plc Retail Notes, Series B	Offering Dates: April 10, 2012 through Trade Date: April 16, 2012 Issue Date: April 16, 2012 April 19, 2012	Notes: Issuer: Guarantor:	Retail Notes, Series B Lloyds TSB Bank plc (“Lloyds Bank”) Lloyds Banking Group plc (“LBG”)
	Minimum Denomination/Increments: \$1,000/\$1,000 Settlement and Clearance: DTC; Book-Entry Listing: The Notes will not be listed or displayed on any securities exchange or quotation system.		
	Survivor’s Option Payment Date: Subject to limitations, each February 15 and August 15 of each calendar year. See “Risk Factors — Any Survivor’s Option may be limited in amount, and any repayments made with respect to the exercise of a Survivor’s Option will not be made immediately” and “Description of the Survivor’s Option” starting on page S-6 and page S-17, respectively, in the accompanying prospectus supplement.		

Interest Payment Dates: Interest on the Notes will be paid semi-annually in arrears on the 19th day of each April and October (each an “Interest Payment Date”) beginning on (and including) October 19, 2012 and ending on the Maturity Date or the Survivor’s Option Payment Date, if applicable. For additional information see “Description of the Notes and the Guarantees — Payment of Principal, Interest and Other Amounts Due” starting on page S-10 in the accompanying prospectus supplement.

If an Interest Payment Date, the Maturity Date or the Survivor’s Option Payment Date, if applicable, for any Note is not a business day (as defined in the accompanying prospectus supplement), principal, premium, if any, and interest for that Note will be paid on the next business day, and no additional interest will accrue in respect of such payments made on the next business day.

Any payments due on the Notes, including any repayment of principal, will be subject to the creditworthiness of Lloyds Bank, as the Issuer, and LBG, as the Guarantor of the Issuer’s obligations under the Notes.

LBG and Lloyds Bank have filed a registration statement with the SEC for the offering to which this pricing supplement relates. Before you invest, you should read this pricing supplement together with the prospectus dated December 22, 2010 (the “prospectus”) in that registration statement and other documents, including the more detailed information contained in the prospectus supplement dated November 25, 2011 (the “prospectus supplement”), that LBG and Lloyds Bank have filed with the SEC for more complete information about LBG and Lloyds

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Bank and this offering. You may access these documents on the SEC website at www.sec.gov. LBG's Central Index Key, or CIK, on the SEC website is 1160106 and Lloyds Bank's CIK on the SEC website is 1167831. The prospectus supplement and the prospectus may be accessed as follows (or if such address has changed, by reviewing LBG's and Lloyds Bank's filings for the relevant date on the SEC website):

· prospectus supplement dated November 25, 2011 and prospectus dated December 22, 2010
http://www.sec.gov/Archives/edgar/data/1160106/000095010311004966/dp27400_424b3.htm

Investing in the Notes involves significant risks. See "Risk Factors" beginning on page S-3 of the accompanying prospectus supplement.

The Notes are not bank deposits and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

None of the Securities and Exchange Commission, any state securities commission and any other regulatory body has approved or disapproved of these Notes or passed upon the adequacy or accuracy of this pricing supplement, the accompanying prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

April 16, 2012