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**Section 1: 8-K/A (8-K/A Q2-18 PER SHARE DATA AND FOOTNOTES TO EARNINGS RELEASE)**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K/A  
(Amendment No. 1)**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of Earliest Event Reported): August 1, 2018**

**Boston Private Financial Holdings, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Massachusetts**  
(State or other jurisdiction of  
incorporation)

**001-35070**  
(Commission File Number)

**04-2976299**  
(IRS Employer Identification Number)

**Ten Post Office Square, Boston, Massachusetts 02109**  
(Address of principal executive offices)

**(617) 912-1900**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



**Item 2.02. Results of Operations and Financial Condition.**

On July 18, 2018, Boston Private Financial Holdings, Inc. (the “Company”) filed a Current Report on Form 8-K (the “Original Filing”) to report the Company’s financial results for the second quarter and six months ended June 30, 2018. This Current Report on Form 8-K/A (“Current Report”) is filed as an amendment to the Original Filing.

The information in this Current Report furnished under this Item 2.02, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing.

In the Original Filing, for Earnings per share purposes, the Company’s Adjustments to Net income/ (loss) attributable to the Company to arrive at Net income/ (loss) attributable to common shareholders, treasury stock method, was overstated by \$2,247 thousand for the three and six months ended June 30, 2018. The actual amount of the Company’s Adjustments to Net income/ (loss) attributable to the Company to arrive at Net income/ (loss) attributable to common shareholders, treasury stock method, were losses of \$3,524 thousand and \$3,547 thousand, respectively, for the three and six months ended June 30, 2018. The \$2,247 thousand represents a deemed dividend for the difference between the carrying value and the redemption price on the 6.95% Non-Cumulative Perpetual Preferred Stock, Series D, which was redeemed on June 15, 2018. Net income attributable to the Company did not change.

As a result of these changes, Diluted total earnings per share for the three and six months ended June 30, 2018 was \$0.03 per share and \$0.30 per share, respectively. An updated per share data table and updated notes 4 and 16 to the tables reflecting these changes is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Per Share Data and Footnotes



EXHIBIT INDEX

Exhibit

No.   Description

99.1   [Per Share Data and Footnotes](#)

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## Section 2: EX-99.1 (EX 99.1 PER SHARE DATA)

Exhibit 99.1

**Boston Private Financial Holdings, Inc.**  
**Selected Financial Data (Unaudited)**

	Three Months Ended				
	June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017	June 30, 2017
<b>PER SHARE DATA:</b>	(In thousands, except share and per share data)				
<b>Calculation of income for EPS:</b>					
Net income/ (loss) attributable to the Company	\$ 6,434	\$ 22,686	\$ (18,280)	\$ 19,803	\$ 23,406
Adjustments to Net income/ (loss) attributable to the Company to arrive at Net income/ (loss) attributable to common shareholders, treasury stock method (4)	(3,524)	(23)	(1,998)	(1,146)	(577)
<b>Net income/ (loss) attributable to the common shareholders, treasury stock method</b>	<b>\$ 2,910</b>	<b>\$ 22,663</b>	<b>\$ (20,278)</b>	<b>\$ 18,657</b>	<b>\$ 22,829</b>
<b>End of period common shares outstanding</b>	<b>84,478,858</b>	84,194,267	84,208,538	84,082,250	84,015,141
<b>Weighted average shares outstanding:</b>					
Weighted average basic shares outstanding	83,509,115	83,097,758	82,904,776	82,556,225	82,298,493
Weighted average diluted shares outstanding (5)	85,413,575	85,271,650	82,904,776	84,888,311	84,741,680
<b>Diluted total earnings/ (loss) per share</b>	<b>\$ 0.03</b>	\$ 0.27	\$ (0.24)	\$ 0.22	\$ 0.27
				<b>Six Months Ended</b>	
				June 30, 2018	June 30, 2017
<b>PER SHARE DATA:</b>	(In thousands, except share and per share data)				
<b>Calculation of income for EPS:</b>					
Net income/ (loss) attributable to the Company				\$ 29,120	\$ 39,068
Adjustments to Net income/ (loss) attributable to the Company to arrive at Net income/ (loss) attributable to common shareholders, treasury stock method (4)				(3,547)	(1,743)
<b>Net income/ (loss) attributable to the common shareholders, treasury stock method</b>				<b>\$ 25,573</b>	<b>\$ 37,325</b>
<b>Weighted average shares outstanding:</b>					
Weighted average basic shares outstanding				83,304,573	82,125,795
Weighted average diluted shares outstanding (5)				85,221,974	84,658,309
<b>Diluted total earnings/ (loss) per share</b>				<b>\$ 0.30</b>	\$ 0.44



**Boston Private Financial Holdings, Inc.**  
**Selected Financial Data**  
(Unaudited)

**FOOTNOTES:**

(4) Adjustments to Net income attributable to the Company to arrive at Net income attributable to the common shareholders, as presented in these tables, include decrease/ (increase) in Noncontrolling interests redemption value and dividends paid on preferred stock, including deemed dividends on redemption of the 6.95% Non-Cumulative Perpetual Preferred Stock, Series D (“the Series D preferred stock”).

(16) The Company uses certain non-GAAP financial measures, such as: Net income attributable to the Company excluding notable items and Diluted earnings per share excluding notable items to provide information for investors to effectively analyze financial trends of ongoing business activities, and to enhance comparability with peers across the financial sector.

Reconciliations from the Company’s GAAP Net income attributable to the Company to non-GAAP Net income attributable to the Company excluding notable items and from GAAP Diluted earnings per share to non-GAAP Diluted earnings per share excluding notable items are presented below:

(In thousands, except share and per share data)	Three Months Ended				
	June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017	June 30, 2017
Net income/ (loss) attributable to the Company (GAAP)	\$ 6,434	\$ 22,686	\$ (18,280)	\$ 19,803	\$ 23,406
LESS: Gain/ (loss) on sale of affiliates or offices	—	—	(1,264)	—	—
ADD BACK: Anchor divestiture legal expense	—	—	400	—	—
ADD BACK: Impairment of goodwill	—	—	24,901	—	—
ADD BACK: Tax adjustments *	12,706	—	12,880	—	—
Tax effect at statutory rate (35% in 2017, 21% in 2018) **	—	—	(582)	—	—
Net income attributable to the Company excluding notable items (non-GAAP)	\$ 19,140	\$ 22,686	\$ 20,583	\$ 19,803	\$ 23,406
Net income/ (loss) attributable to the common shareholders, treasury stock method (GAAP)	\$ 2,910	\$ 22,663	\$ (20,278)	\$ 18,657	\$ 22,829
ADD BACK: Deemed dividend due to redemption of Series D Preferred	2,247	—	—	—	—
LESS: Gain/ (loss) on sale of affiliates or offices	—	—	(1,264)	—	—
ADD BACK: Anchor divestiture legal expense	—	—	400	—	—
ADD BACK: Impairment of goodwill	—	—	24,901	—	—
ADD BACK: Tax adjustments *	12,706	—	12,880	—	—
Tax effect at statutory rate (35% in 2017, 21% in 2018) **	—	—	(582)	—	—
Net income attributable to the common shareholders, treasury stock method, excluding notable items (non- GAAP)	\$ 17,863	\$ 22,663	\$ 18,585	\$ 18,657	\$ 22,829
Weighted average diluted shares outstanding (GAAP)	85,413,575	85,271,650	82,904,776	84,888,311	84,741,680
Weighted average diluted shares outstanding, excluding notable items (non-GAAP) ***	85,413,575	85,271,650	85,196,760	84,888,311	84,741,680
Diluted total earnings/ (loss) per share (GAAP)	\$ 0.03	\$ 0.27	\$ (0.24)	\$ 0.22	\$ 0.27
Diluted total earnings per share, excluding notable items (non-GAAP)	\$ 0.21	\$ 0.27	\$ 0.22	\$ 0.22	\$ 0.27
Average common equity (non-GAAP)	\$ 736,068	\$ 736,272	\$ 765,765	\$ 760,843	\$ 745,773
Average tangible common equity (non-GAAP)	\$ 633,535	\$ 597,821	\$ 607,787	\$ 595,077	\$ 578,569
Return on average common equity - (annualized), excluding notable items (non-GAAP)	9.96%	12.02%	10.21%	9.87%	12.12%
Return on average tangible common equity - (annualized), excluding notable items (non-GAAP)	11.94%	15.20%	13.43%	13.24%	16.27%
Pre-tax, pre-provision income (non-GAAP)	\$ 25,256	\$ 26,269	\$ 2,458	\$ 27,548	\$ 27,342
LESS: Gain/ (loss) on sale of affiliates or offices	—	—	(1,264)	—	—
ADD BACK: Anchor divestiture legal expense	—	—	400	—	—
ADD BACK: Impairment of goodwill	—	—	24,901	—	—
Pre-tax, pre-provision income, excluding notable items (non-GAAP)	\$ 25,256	\$ 26,269	\$ 29,023	\$ 27,548	\$ 27,342

\* Additional tax expense in the second quarter of 2018 relates to the tax impact of the April 2018 completion of the sale of Anchor.

\*\* Due to the nature of the goodwill related to Anchor, no tax effect is applied to the goodwill impairment in the fourth quarter of 2017.



\*\*\* For the fourth quarter of 2017, Weighted average diluted shares outstanding include the dilutive effects when the excluded notable items move net income/ (loss) attributable to the common shareholders from a net loss to a net income position.

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