

WASHINGTON TRUST BANCORP INC
Form SC 13G
February 13, 2018

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Washington Trust Bancorp, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

940610108

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this 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)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 940610 10 8

1. Names of Reporting Persons
Jean M. Wallace
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States
5. Sole Voting Power
1,068,417
6. Shared Voting Power
915,000
7. Sole Dispositive Power
1,068,417
8. Shared Dispositive Power
915,000
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,983,417
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
11.5137%
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 940610 10 8

- | | | |
|---|---|---|
| 1. | Names of Reporting Persons
Jean and David W. Wallace Foundation | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| | 5. | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
915,000 |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
915,000 |
| | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
915,000 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
5.3116% | |
| 12. | Type of Reporting Person (See Instructions)
OO | |

Item 1.

- (a) Name of Issuer
Washington Trust Bancorp, Inc. (the Issuer)
- (b) Address of Issuer s Principal Executive Offices
23 Broad Street, Westerly, RI 02891

Item 2.

- (a) Name of Person Filing
 - (i) Jean M. Wallace;
 - (ii) Jean and David W. Wallace Foundation
- (b) Address of Principal Business Office or, if none, Residence
Address for Jean M. Wallace:
680 STEAMBOAT ROAD, GREENWICH, CT 06830

Address for Jean and David W. Wallace Foundation:
680 STEAMBOAT ROAD, GREENWICH, CT 06830
- (c) Citizenship
Jean M. Wallace United States
Jean and David W. Wallace Foundation Delaware
- (d) Title of Class of Securities
Common Stock, \$.0625 par value
- (e) CUSIP Number
940610 10 8

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
N/A

Item 4. Ownership

For Jean M. Wallace:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
1,983,417
- (b) Percent of class:
11.5137%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
1,068,417
 - (ii) Shared power to vote or to direct the vote:
915,000
 - (iii) Sole power to dispose or to direct the disposition of:
1,068,417
 - (iv) Shared power to dispose or to direct the disposition of:
915,000

For the Jean and David W. Wallace Foundation

- (d) Amount beneficially owned:
915,000
- (e) Percent of class:
5.3116%
- (f) Number of shares as to which the person has:
 - (v) Sole power to vote or to direct the vote:
0
 - (vi) Shared power to vote or to direct the vote:
915,000
 - (vii) Sole power to dispose or to direct the disposition of:
0
 - (viii) Shared power to dispose or to direct the disposition of:
915,000

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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

Not applicable.

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

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 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, other than activities solely in connection with a nomination under § 240.14a-11.

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.

Date: February 7, 2018

/s/ Jean M. Wallace
Jean M. Wallace

Jean and David W. Wallace Foundation

By: /s/ Jean M. Wallace
Name: Jean M. Wallace
Title: Trustee

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).