

---

## Section 1: SC 13G/A (SC 13G/A)

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

-----  
SCHEDULE 13G/A  
Under the Securities and Exchange Act of 1934

(Amendment No. 1)\*

**Washington Trust Bancorp, Inc.**

(Name of Issuer)

**Common Stock, \$.0625 par value**

(Title of Class of Securities)

**940610 10 8**

(CUSIP Number)

**December 31, 2018**

(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).

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  <b>Jean M. Wallace</b>		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>United States</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER <b>1,068,417</b>	
	6	SHARED VOTING POWER <b>915,000</b>	
	7	SOLE DISPOSITIVE POWER <b>1,068,417</b>	
	8	SHARED DISPOSITIVE POWER <b>915,000</b>	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>1,983,417</b>		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [ <input type="checkbox"/> ]		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11.4635%		
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) <b>IN</b>		

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) <b>Jean and David W. Wallace Foundation</b>		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER <b>0</b>	
	6	SHARED VOTING POWER <b>915,000</b>	
	7	SOLE DISPOSITIVE POWER <b>0</b>	
	8	SHARED DISPOSITIVE POWER <b>915,000</b>	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>915,000</b>		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [ <input type="checkbox"/> ]		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 <b>5.2884%</b>		
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) <b>00</b>		

**Item 1(a). Name of Issuer:**

Washington Trust Bancorp, Inc. (the "Issuer")

---

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

23 Broad Street, Westerly, RI 02891

---

**Item 2(a). Name of Person Filing:**

This statement is being filed by the following persons with respect to the shares of Common Stock of the Issuer directly owned by:

- (i) Jean M. Wallace;
  - (ii) Jean and David W. Wallace Foundation
- 

**Item 2(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

---

**Item 2(c). Citizenship:**

Jean M. Wallace – United States

Jean and David W. Wallace Foundation – Delaware

---

**Item 2(d). Title of Class of Securities:**

Common Stock, \$.0625 par value

---

**Item 2(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.**

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

For Jean M. Wallace:

- (a) Amount beneficially owned:  
1,983,417 Shares of Common Stock
- (b) Percent of class:  
11.4635%
- (c) Number of shares as to which such 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  
1,068,417
  - (iv) Shared power to dispose or to direct the disposition  
915,000

For Jean and David W. Wallace Foundation:

- (a) Amount beneficially owned:  
915,000 Shares of Common Stock
  - (b) Percent of class:  
5.2284%
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or to direct the vote  
—
    - (ii) Shared power to vote or to direct the vote  
915,000
    - (iii) Sole power to dispose or to direct the disposition  
—
    - (iv) Shared power to dispose or to direct the disposition  
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 a 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.**

N/A

---

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

N/A

---

**Item 8. Identification and Classification of Members of the Group.**

N/A

---

**Item 9. Notice of Dissolution of Group.**

N/A

---

**Item 10. Certifications.**

**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.**

**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.

February 14, 2019

/s/ Anne Wallace Juge

Anne Wallace Juge, Attorney-in-Fact for Jean Wallace

February 14, 2019

Jean and David W. Wallace Foundation

/s/ Anne Wallace Juge

Anne Wallace Juge, Attorney-in-Fact for Jean Wallace, President

[\(Back To Top\)](#)

**Section 2: EX-24 (EXHIBIT 24)**

## DURABLE POWER OF ATTORNEY

**NOTICE: THE POWERS GRANTED BY THIS DOCUMENT ARE BROAD AND SWEEPING. THEY ARE DEFINED IN CONNECTICUT STATUTORY SHORT FORM POWER OF ATTORNEY ACT, SECTIONS 1-42 TO 1-56, INCLUSIVE, OF THE GENERAL STATUTES, WHICH EXPRESSLY PERMITS THE USE OF ANY OTHER OR DIFFERENT FORM OF POWER OF ATTORNEY DESIRED BY THE PARTIES CONCERNED. THE GRANTOR OF ANY POWER OF ATTORNEY OR THE ATTORNEY-IN-FACT MAY MAKE APPLICATION TO A COURT OF PROBATE FOR AN ACCOUNTING AS PROVIDED IN SUBSECTION (b) OF SECTION 45a-175.**

Know All Persons by These Presents, which are intended to constitute a GENERAL POWER OF ATTORNEY pursuant to Connecticut Statutory Short Form Power of Attorney Act:

That I, **JEAN M. WALLACE**, of 680 Steamboat Road, Greenwich, Connecticut, do hereby appoint my spouse, **DAVID W. WALLACE**, of 680 Steamboat Road, Greenwich, Connecticut my attorney-in-fact and if my said spouse is unable to serve in such capacity, I nominate and appoint my daughter, **ANNE WALLACE JUGE**, of 29 Lauder Lane, Greenwich, Connecticut, as successor attorney-in-fact TO ACT

(If more than one agent is designated and the principal wishes each agent alone to be able to exercise the power conferred, insert in this blank the word "severally". Failure to make any insertion or the insertion of the word "jointly" shall require the agents to act jointly.)

First: In my name, place and stead in any way which I myself could do, if I were personally present, with respect to the following matters as each of them is defined in the Connecticut Statutory Short Form Power of Attorney Act to the extent that I am permitted by law to act through an agent:

(Strike out and initial in the opposite box any one or more of the subdivisions as to which the principal does NOT desire to give the agent authority. Such elimination of any one or more of subdivisions (A) to (K), inclusive, shall automatically constitute an elimination also of subdivision (L).)

To strike out any subdivision the principal must draw a line through the text of that subdivision AND write her initials in the box opposite.





- (A) real estate transactions; ( )
- (B) chattel and goods transactions; ( )
- (C) bond, share and commodity transactions; ( )
- (D) banking transactions; ( )
- (E) business operating transactions; ( )
- (F) insurance transactions; ( )
- (G) estate transactions; ( )
- (H) claims and litigation; ( )
- (I) personal relationships and affairs; ( )
- (J) benefits from military service; ( )
- (K) records, reports and statements; ( )
- (L) all other matters. ( )

(M) In addition, I give and grant to my attorney(s)-in-fact the following additional powers:

1. The power to deal with retirement plans, including individual retirement accounts, rollovers and voluntary contributions, changing the ownership or beneficiary designations on such accounts, plans and/or annuities and waiving non-employee spousal rights;
2. The power to make gifts for estate planning purposes, including gifts to my attorney(s)-in-fact;
3. The power to execute revocable and irrevocable inter vivos trusts, the power to amend existing trusts, and the power to fund inter vivos trusts;
4. The power to enter into buy-sell agreements;
5. The power to forgive and collect debts;



6. The power to complete charitable pledges;
7. The power to make statutory elections and disclaimers;
8. The power of access to safe deposit boxes;
9. The power to borrow funds to avoid forced liquidation of assets;
10. The power to deal with life insurance, including the power to cash in or change the ownership or beneficiary designations of life insurance policies;
11. The power to prepare, execute and file all income tax, gift, tax, social security or unemployment insurance and information returns required by the laws of the United States, or of any state or subdivision thereof, to confer with revenue agents, to prepare, execute and file refund claims, to collect any tax refunds from the United States or any state or subdivision, to execute agreements extending the statute of limitations, to represent me or obtain representation for me before the Tax Court of the United States or any other court in connection with any of said tax matters, and to do anything whatsoever requisite or necessary in connection with all income tax, gift, tax, social security and unemployment insurance taxes required by the laws of the United States or any state or subdivision that I could do in my own person.

The paragraph concerning health care decisions was intentionally omitted.

Second: With full and unqualified authority to delegate any or all of the foregoing powers to any person or persons whom my attorney(s)-in-fact shall select;

Third: Hereby ratifying and confirming all that said attorney or substitutes do or cause to be done;

Fourth: This power shall not be affected by the subsequent disability of the principal.







[\(Back To Top\)](#)