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SEACOAST BANKING CORP OF FLORIDA

Form 4 March 20, 2014

FORM 4

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

OMB Number: 3235-0287

January 31,

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Expires:

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(b) of the Investment Company Act of 1940

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GOLDSTEIN ROBERT** Issuer Symbol SEACOAST BANKING CORP OF (Check all applicable) FLORIDA [SBCF] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director _X__ 10% Owner __X__ Other (specify Officer (give title (Month/Day/Year) below) below) C/O CAPGEN CAPITAL GROUP 03/18/2014 See Remarks III LP, 120 WEST 45TH STREET, **SUITE 1010** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting NEW YORK, NY 10036 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of (D) (Month/Day/Year) Execution Date, if Securities Code (Instr. 3, 4 and 5) Beneficially (D) or (Month/Day/Year) (Instr. 8) Owned Indirect (I)

1.Title of 6. Ownership 7. Nature of Form: Direct Indirect Security (Instr. 3) Beneficial Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common Stock, par 335 (1) A \$ 11.22 03/18/2014 A 335 D value \$0.01 per share Head by Common CapGen Stock, par 03/18/2014 5,470,090 I (3) (4) Capital value \$0.01 Group III per share LP

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underl	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	Derivativ	ve .		Securit		(Instr. 5)
	Derivative				Securitie	S		(Instr.	3 and 4)	
	Security				Acquired	1				
					(A) or					
					Disposed	1				
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						_			or	
						Date	Expiration		Number	
						Exercisable Date		of		
				Code	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
GOLDSTEIN ROBERT C/O CAPGEN CAPITAL GROUP III LP 120 WEST 45TH STREET, SUITE 1010 NEW YORK, NY 10036	X	X		See Remarks		
CapGen Capital Group III LP 120 WEST 45TH STREET SUITE 1010 NEW YORK, NY 10036	X	X		See Remarks		
CapGen Capital Group III LLC 120 WEST 45TH STREET SUITE 1010 NEW YORK, NY 10036	X	X				
Ludwig Eugene 120 WEST 45TH STREET SUITE 1010 NEW YORK, NY 10036	X	X				

Reporting Owners 2

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Signatures

/s/ Eugene A. Ludwig		03/20/2014	
	**Signature of Reporting Person	Date	
/s/ Robert Goldstein		03/20/2014	
	**Signature of Reporting Person	Date	
/s/ Eugene A. Ludwig, the managing member of CapGen Capital Group III LLC, the general			

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Robert Goldstein directly owns such shares of the common stock, par value \$0.10 per share (the "Common Stock") of Seacoast Banking
 Corporation of Florida (the "Issuer"), which represent 20% of a grant paid in Common Stock by the Issuer to Mr. Goldstein for his service as a member of the board of directors of the Issuer. Pursuant to an arrangement with CapGen Capital Group III LP ("CapGen LP"), any grants of Common Stock to Mr. Goldstein for his service as director are split 80/20 with CapGen LP.
- (2) CapGen LP directly owns such shares of Common Stock, which represent 80% of a grant paid in Common Stock by the Issuer to Mr. Goldstein for his service as a member of the board of directors of the Issuer as referenced in Note 1.
 - CapGen Capital Group III LLC ("CapGen LLC") is the sole general partner of CapGen LP. Mr. Eugene A. Ludwig is the managing member of CapGen LLC. As the sole general partner of CapGen LLC may be deemed to be the indirect beneficial owner of
- (3) the shares of Common Stock on this row under Rule 16a-1(a)(2) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, CapGen LLC disclaims that it is the beneficial owner of such shares, except to the extent of its pecuniary interest.
 - As the managing member of CapGen LLC, Mr. Ludwig may be deemed to be the indirect beneficial owner of the shares of Common Stock under Rule 16a-1(a)(2) promulgated under the Exchange Act. As a principal member and member of the investment committee of
- (4) CapGen LLC, the general partner of CapGen LP, Mr. Goldstein may be deemed to be the indirect beneficial owner of such shares under Rule 16a-1(a)(2) promulgated under the Exchange Act. Pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, each of Mr. Ludwig and Mr. Goldstein disclaims that he is the beneficial owner of such shares, except to the extent of his pecuniary interest.

Remarks:

CapGen LP, CapGen LLC and Mr. Ludwig disclaim their status as directors by deputization by virtue of Mr. Goldstein's posit Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 3