

SEACOAST BANKING CORP OF FLORIDA

Form 4

November 16, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDSTEIN ROBERT

2. Issuer Name **and** Ticker or Trading
Symbol
**SEACOAST BANKING CORP OF
FLORIDA [SBCF]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2015

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

**C/O CAPGEN CAPITAL GROUP
III LP, 120 WEST 45TH STREET,
SUITE 1010**

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

NEW YORK, NY 10036

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$0.10 per share	11/13/2015		D	500,000 (1)	\$ 14.62	7,463,141 (2) (4) (3)	D
Common Stock, par value \$0.10 per share					52,985 (5)	I	See footnote.

Common Stock, par value \$0.10 per share	12,437 ⁽⁶⁾	I	See footnote.
Common Stock, par value \$0.10 per share	9,950 ⁽⁷⁾	D	
Common Stock, par value \$0.10 per share	49,373 ⁽⁸⁾	D	

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	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

CapGen Capital Group III LLC
120 WEST 45TH STREET
SUITE 1010
NEW YORK, NY 10036

X

CapGen Capital Group III LP
120 WEST 45TH STREET
SUITE 1010
NEW YORK, NY 10036

X

Ludwig Eugene
120 WEST 45TH STREET
SUITE 1010
NEW YORK, NY 10036

X

Sullivan John P
C/O CAPGEN CAPITAL GROUP III LP
120 WEST 45TH STREET, SUITE 1010
NEW YORK, NY 10036

X

ROSE JOHN W
C/O CAPGEN CAPITAL GROUP III LP
120 WEST 45TH STREET, SUITE 1010
NEW YORK, NY 10036

X

Signatures

/s/ Robert B. Goldstein 11/16/2015

__Signature of Reporting Person Date

/s/ Eugene A. Ludwig 11/16/2015

__Signature of Reporting Person Date

/s/ CapGen Capital Group III LP, by CapGen Capital Group III LLC, its general partner, by Eugene A. Ludwig, its Managing Member 11/16/2015

__Signature of Reporting Person Date

/s/ John P. Sullivan 11/16/2015

__Signature of Reporting Person Date

/s/ John W. Rose 11/16/2015

__Signature of Reporting Person Date

/s/ CapGen Capital Group III LLC, by Eugene A. Ludwig, its Managing Member 11/16/2015

__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).

- (1) CapGen Capital Group III LP ("CapGen III") sold an aggregate of 500,000 shares of common stock, par value \$0.10 per share ("Common Stock") of Seacoast Banking Corporation of Florida (the "Issuer") in a block trade at a price of \$14.62 per share.
- (2) CapGen Capital Group III LLC ("CapGen LLC") is the sole general partner of CapGen III. Mr. Eugene A. Ludwig is the managing member of CapGen LLC. As the sole general partner of CapGen III, CapGen LLC may be deemed to be the indirect beneficial owner of 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

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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 CapGen Capital Group LLC, the general partner of CapGen III, 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. As a member of the investment committee of CapGen LLC, the general partner of CapGen III, Mr. Sullivan 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 CapGen LLC, the general partner of CapGen III, Mr. Rose 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.

- (3)
- (4) Pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, Mr. Ludwig, Mr. Sullivan, Mr. Rose and Mr. Goldstein disclaim that they are the beneficial owners of such shares, except to the extent of their pecuniary interests.
- (5) Mr. Goldstein directly owns the shares reported in this row.
- (6) The shares reported in this row are held in a retirement account over which Mr. Goldstein holds discretionary authority.
- (7) Mr. Sullivan directly owns the shares reported in this row.
- (8) Mr. Rose directly owns the shares reported in this row.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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