

SEACOAST BANKING CORP OF FLORIDA

Form 4

February 22, 2017

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

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.10 per share	02/21/2017		S	6,210,000 (1)	\$ 22.25 (2)	1,253,141 (4) (5) (3)	D
Common Stock, par value \$0.10 per share					52,985 (6)		D

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

Ludwig Eugene C/O CAPGEN CAPITAL GROUP III LP 120 WEST 45TH STREET, SUITE 1010 NEW YORK, NY 10036	X	X
Sullivan John P C/O CAPGEN CAPITAL GROUP III LP 120 WEST 45TH STREET, SUITE 1010 NEW YORK, NY 10036	X	X
ROSE JOHN W C/O CAPGEN CAPITAL GROUP III LP 120 WEST 45TH STREET, SUITE 1010 NEW YORK, NY 10036	X	X
CapGen Capital Group III LP 120 WEST 45TH STREET, SUITE 1010 NEW YORK, NY 10036	X	X
CapGen Capital Group III LLC C/O CAPGEN CAPITAL GROUP III LP 120 WEST 45TH STREET, SUITE 1010 NEW YORK, NY 10036	X	X

Signatures

/s/ Robert B. Goldstein		02/22/2017
	__Signature of Reporting Person	Date
/s/ Eugene A. Ludwig		02/22/2017
	__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		02/22/2017
	__Signature of Reporting Person	Date
/s/ John P. Sullivan		02/22/2017
	__Signature of Reporting Person	Date
/s/ John W. Rose		02/22/2017
	__Signature of Reporting Person	Date
/s/ CapGen Capital Group III LLC, by Eugene A. Ludwig, its Managing Member		02/22/2017
	__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).
- CapGen Capital Group III LP ("CapGen III") sold 6,210,000 shares of common stock, par value \$0.10 per share ("Common Stock"), of
- (1) Seacoast Banking Corporation of Florida (the "Issuer") in an underwritten public offering by Issuer and CapGen III, which closed on February 21, 2017.
 - (2) The sale price reflects the public offering price. The price received by the reporting person will be \$21.02625 per share, which is net of an underwriting discount of \$1.22375 per share.
 - (3) CapGen Capital Group III LLC ("CapGen LLC"), as the sole general partner of CapGen III, may be deemed to be an indirect beneficial owner of the shares in this row under Rule 16a-1(a)(2) promulgated under the Securities Exchange Act of 1934, as amended (the

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"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.

- Each of Mr. Ludwig, as the managing member of CapGen LLC, Mr. Sullivan, as a member of the investment committee of CapGen LLC, (4) and Mr. Goldstein and Mr. Rose, as principal members and members of the investment committee of CapGen LLC, may be deemed to be an indirect beneficial owner of the shares in this row pursuant to Rule 16a-1(a)(2) promulgated under the Exchange Act.
- (5) Pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, each of Mr. Ludwig, Mr. Sullivan, Mr. Rose and Mr. Goldstein disclaims that he is the beneficial owner of the shares in this row, except to the extent of his pecuniary interest.
- (6) Mr. Goldstein directly owns the shares reported in this row.
- (7) The shares reported in this row are held in a retirement account over which Mr. Goldstein holds discretionary authority.
- (8) Mr. Sullivan directly owns the shares reported in this row.
- (9) 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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