

EverBank Financial Corp
Form SC 13G
February 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. __)*

Under the Securities Exchange Act of 1934

EverBank Financial Corp
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Titles of Class of Securities)

29977G102
(CUSIP Number)

December 31, 2012
(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 of 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 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, as amended (the "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).

CUSIP No. 29977G102

13G

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 TPG Group Holdings (SBS) Advisors, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a)
 (b)

3 **SEC USE ONLY**

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 6 - 0 - SHARED VOTING POWER

7 8,710,657.9 SOLE DISPOSITIVE POWER

8 - 0 - SHARED DISPOSITIVE POWER

8,710,657.9

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,710,657.9

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.2% (1)

12 TYPE OF REPORTING PERSON

CO

(1) Based on a total of approximately 120,987,955 shares of Common Stock of EverBank Financial Corp (the "Issuer") outstanding as of December 31, 2012, as reported on the Issuer's Form 8-K filed with the Securities and Exchange Commission (the "Commission") on January 30, 2013.

CUSIP No. 29977G102

13G

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 TPG Advisors VI, Inc.
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a)
 (b)

3 **SEC USE ONLY**
 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 6 - 0 - SHARED VOTING POWER

26,445.2 7 SOLE DISPOSITIVE POWER

- 0 - 8 SHARED DISPOSITIVE POWER

26,445.2

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

26,445.2

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0% (2)

12 TYPE OF REPORTING PERSON

CO

(2) Based on a total of approximately 120,987,955 shares of Common Stock of the Issuer outstanding as of December 31, 2012, as reported on the Issuer's Form 8-K filed with the Commission on January 30, 2013.

CUSIP No. 29977G102

13G

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 David Bonderman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 6 - 0 - SHARED VOTING POWER

8,737,103
 7 SOLE DISPOSITIVE POWER
 - 0 -
 8 SHARED DISPOSITIVE POWER
 8,737,103

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 8,737,103

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.2% (3)

12 TYPE OF REPORTING PERSON

IN

(3) Based on a total of approximately 120,987,955 shares of Common Stock of the Issuer outstanding as of December 31, 2012, as reported on the Issuer's Form 8-K filed with the Commission on January 30, 2013.

CUSIP No. 29977G102

13G

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 James G. Coulter

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a)
 (b)

3 **SEC USE ONLY**

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

| | | |
|--------------|---|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | | - 0 - |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | |
| EACH | | 8,737,103 |
| REPORTING | 7 | SOLE DISPOSITIVE POWER |
| PERSON | | - 0 - |
| WITH: | 8 | SHARED DISPOSITIVE POWER |
| | | 8,737,103 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 8,737,103

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.2% (4)

12 TYPE OF REPORTING PERSON

IN

(4) Based on a total of approximately 120,987,955 shares of Common Stock of the Issuer outstanding as of December 31, 2012, as reported on the Issuer's Form 8-K filed with the Commission on January 30, 2013.

Item 1(a). Name of Issuer:

EverBank Financial Corp

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

501 Riverside Avenue
Jacksonville, Florida 32202

Item 2(a). Name of Person Filing:

This Schedule 13G is being filed jointly by TPG Group Holdings (SBS) Advisors, Inc., a Delaware corporation ("Group Advisors"), TPG Advisors VI, Inc., a Delaware corporation ("Advisors VI"), David Bonderman and James G. Coulter (each, a "Reporting Person" and, together, the "Reporting Persons"), pursuant to an Agreement of Joint Filing incorporated by reference herein in accordance with Rule 13d-1(k)(1) under the Act.

Group Advisors is the general partner of TPG Group Holdings (SBS), L.P., a Delaware limited partnership, which is the sole member of TPG Holdings I-A, LLC, a Delaware limited liability company, which is the general partner of TPG Holdings I, L.P., a Delaware limited partnership, which is the sole member of each of TPG GenPar VI Advisors, LLC, a Delaware limited liability company, and TPG Tortoise GenPar Advisors, LLC, a Delaware limited liability company. TPG GenPar VI Advisors, LLC is the general partner of TPG GenPar VI, L.P., a Delaware limited partnership, which is the general partner of TPG Partners VI, L.P., a Delaware limited partnership ("TPG Partners VI"), which directly holds 6,963,236.42 shares of Common Stock of the Issuer. TPG Tortoise GenPar Advisors, LLC is the general partner of TPG Tortoise GenPar, L.P., a Delaware limited partnership, which is the general partner of TPG Tortoise AIV, L.P., a Delaware limited partnership ("TPG Tortoise"), which directly holds 1,747,421.43 shares of Common Stock of the Issuer. Because of Group Advisors' relationship to each of TPG Partners VI and TPG Tortoise, Group Advisors may be deemed to beneficially own the shares of Common Stock of the Issuer directly held by TPG Partners VI and TPG Tortoise.

Advisors VI is the general partner of TPG FOF VI SPV, L.P., a Delaware limited partnership ("TPG FOF VI SPV"), which directly holds 26,445.18 shares of Common Stock of the Issuer. Because of Advisors VI's relationship to TPG FOF VI SPV, Advisors VI may be deemed to beneficially own such shares of Common Stock of the Issuer.

David Bonderman and James G. Coulter are directors, officers and sole shareholders of each of Group Advisors and Advisors VI and may therefore be deemed to be the beneficial owners of the shares of Common Stock of the Issuer held by TPG Partners VI, TPG Tortoise and TPG FOF VI SPV. Messrs. Bonderman and Coulter disclaim beneficial ownership of such shares of Common Stock of the Issuer except to the extent of their pecuniary interest therein.

Items 2(b). Address of Principal Business Office or, if none, Residence:

The principal business address of each of the Reporting Persons is as follows:

c/o TPG Global, LLC
301 Commerce Street, Suite 3300
Forth Worth, Texas 76102

Items 2(c). Citizenship:

See response to Item 4 of each of the cover pages.

Item 2(d). Titles of Classes of Securities:

Common Stock, \$0.01 par value ("Common Stock")

Item 2(e). CUSIP Number:

29977G102

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a(n):

- (a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (13 U.S.C. 1813).
- (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3).
- (j) Non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).
- (k) Group in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240. 13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item Ownership

- 4.
- (a) Amount Beneficially Owned:
See responses to Item 9 on each cover page.
 - (b) Percent of Class:
See responses to Item 11 on each cover page.
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
See responses to Item 5 on each cover page.
 - (ii) Shared power to vote or to direct the vote:
See responses to Item 6 on each cover page.
 - (iii) Sole power to dispose or to direct the disposition of:
See responses to Item 7 on each cover page.
 - (iv) Shared power to dispose or to direct the disposition of:
See responses to Item 8 on each cover page.

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. o

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.

See response to Item 2(a) above.

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

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item Certification.
10.

Not Applicable.

8

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.

Dated: February 14, 2013

TPG Group Holdings (SBS) Advisors, Inc.

By: /s/ Ronald Cami
Name: Ronald Cami
Title: Vice President

TPG Advisors VI, Inc.

By: /s/ Ronald Cami
Name: Ronald Cami
Title: Vice President

David Bonderman

By: /s/ Ronald Cami
Name: Ronald Cami, on behalf of David Bonderman (5)

James G. Coulter

By: /s/ Ronald Cami
Name: Ronald Cami, on behalf of James G. Coulter (6)

(5) Ronald Cami is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated July 1, 2010, which was previously filed with the Securities and Exchange Commission (the "Commission") as an exhibit to a Schedule 13D filed by Mr. Bonderman on July 26, 2010 (SEC File No. 005-43571).

(6) Ronald Cami is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated July 1, 2010, which was previously filed with the Commission as an exhibit to a Schedule 13D filed by Mr. Coulter on July

26, 2010 (SEC File No. 005-43571).

Exhibit Index

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Act.*

* Incorporated herein by reference to the Agreement of Joint Filing by TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors, Inc., T3 Advisors II, Inc., TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter, dated as of February 14, 2011, which was previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter on February 14, 2011

