

SEACOAST BANKING CORP OF FLORIDA

Form 4

July 23, 2015

FORM 4

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

OMB APPROVAL

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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

(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)
07/21/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remarks

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
 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.10 per share	07/21/2015		A	479 ⁽¹⁾	A \$ 15.69	52,985	D ⁽³⁾
Common Stock, par value \$0.10 per share	07/21/2015		A	1,912 ⁽²⁾	A \$ 15.69	7,963,141	I ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾
							Held by CapGen Capital Group III LP
							12,437 I ⁽⁸⁾

Common Stock, par value \$0.10 per share			See Footnote.
Common Stock, par value \$0.10 per share	9,950	D ⁽⁹⁾	
Common Stock, par value \$0.10 per share	49,373	D ⁽¹⁰⁾	

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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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	X		See Remarks
CapGen Capital Group III LLC 120 WEST 45TH STREET	X	X		See Remarks

SUITE 1010
NEW YORK, NY 10036

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

/s/ Robert B. Goldstein		07/23/2015
__Signature of Reporting Person		Date
/s/ Eugene A. Ludwig		07/23/2015
__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		07/23/2015
__Signature of Reporting Person		Date
/s/ John P. Sullivan		07/23/2015
__Signature of Reporting Person		Date
/s/ John W. Rose		07/23/2015
__Signature of Reporting Person		Date
/s/ CapGen Capital Group III LLC, by Eugene A. Ludwig, its Managing Member		07/23/2015
__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) 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 III"), any grants of Common Stock to Mr. Goldstein for his service as director are split 80/20 with CapGen III.
 - (2) CapGen III 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.
 - (3) Mr. Goldstein directly owns the shares reported in this row.

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- (4) 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 owner of such shares, except to the extent of its pecuniary interest.
- (5) 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 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.
- (6) As a principal member and member of the investment committee of CapGen 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.
- (7) 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.
- (8) The shares reported in this row are held in a retirement account over which Mr. Goldstein holds discretionary authority.
- (9) Mr. Sullivan directly owns the shares reported in this row.
- (10) Mr. Rose directly owns the shares reported in this row.

Remarks:

CapGen III, CapGen LLC, Mr. Ludwig, Mr. Sullivan and Mr. Rose disclaim their status as directors by deputization by virtue

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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