

SEACOAST BANKING CORP OF FLORIDA

Form 4

March 20, 2014

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)
03/18/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)

☐ Form filed by One Reporting Person
☒ 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 \$0.01 per share	03/18/2014		A	335 ⁽¹⁾	A \$ 11.22	335	D
Common Stock, par value \$0.01 per share	03/18/2014		A	1,337 ⁽²⁾	A \$ 11.22	5,470,090	I ⁽³⁾ ⁽⁴⁾ Head by CapGen Capital Group III 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)

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 Repo 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	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		

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 partner of CapGen Capital Group III LP

03/20/2014

__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 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.

(3) 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 LP, 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.

(4) 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 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 position.

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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