

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**

(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)  
**07/21/2015**

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, par value \$0.10 per share | 07/21/2015                           |  | A                              |   | 479 <sup>(1)</sup>  | A  | \$ 15.69  |
| Common Stock, par value \$0.10 per share | 07/21/2015                           |  | A                              |   | 1,912 <sup>(2)</sup>  | A  | \$ 15.69  |
|  |                                      |  |                                |   |   |  | 12,437  |

Held by CapGen Capital Group III LP

I <sup>(4)</sup> <sup>(5)</sup> <sup>(6)</sup> <sub>(7)</sub>  
 I <sup>(8)</sup>

|  |        |                   |               |
|--|--------|-------------------|---------------|
| Common Stock, par value \$0.10 per share |        |                   | See Footnote. |
| Common Stock, par value \$0.10 per share | 9,950  | D <sup>(9)</sup>  |               |
| Common Stock, par value \$0.10 per share | 49,373 | D <sup>(10)</sup> |               |

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<br>C/O CAPGEN CAPITAL GROUP III LP<br>120 WEST 45TH STREET, SUITE 1010<br>NEW YORK, NY 10036 | X             | X         |         | See Remarks |
| CapGen Capital Group III LLC<br>120 WEST 45TH STREET  | X             | X         |         | See Remarks |

SUITE 1010  
NEW YORK, NY 10036

|   |   |   |             |
|---|---|---|-------------|
| CapGen Capital Group III LP<br>120 WEST 45TH STREET<br>SUITE 1010<br>NEW YORK, NY 10036 | X | X | See Remarks |
|---|---|---|-------------|

|   |   |   |  |
|---|---|---|--|
| Ludwig Eugene<br>120 WEST 45TH STREET<br>SUITE 1010<br>NEW YORK, NY 10036 | X | X |  |
|---|---|---|--|

|  |   |   |             |
|--|---|---|-------------|
| Sullivan John P<br>C/O CAPGEN CAPITAL GROUP III LP<br>120 WEST 45TH STREET, SUITE 1010<br>NEW YORK, NY 10036 | X | X | See Remarks |
|--|---|---|-------------|

|  |   |   |             |
|--|---|---|-------------|
| ROSE JOHN W<br>C/O CAPGEN CAPITAL GROUP III LP<br>120 WEST 45TH STREET, SUITE 1010<br>NEW YORK, NY 10036 | X | X | See Remarks |
|--|---|---|-------------|

## 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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