

SEACOAST BANKING CORP OF FLORIDA

Form 5

February 16, 2016

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
HUDSON DENNIS S III

(Last) (First) (Middle)

SEACOAST BANKING CORP. OF
FLORIDA, P.O. BOX 9012

(Street)

STUART, FL 34995

(City) (State) (Zip)

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

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2015

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)
Chairman & CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	20	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	21,915	D <u>(1)</u>	Â
Common Stock	Â	Â	Â	Â	Â	Â	49,386	D <u>(2)</u>	Â
Common	Â	Â	Â	Â	Â	Â	30,933.66	D <u>(3)</u>	Â

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Stock

Common Stock	Â	Â	Â	Â	Â	Â	19,868	D ⁽⁴⁾	Â
Common Stock	Â	Â	Â	Â	Â	Â	224,356	I	Held by Sherwood Partners, Ltd., family partnership
Common Stock	Â	Â	Â	Â	Â	Â	280	I	Held by spouse as custodian for son
Common Stock	Â	Â	Â	Â	Â	Â	20	I	held by son

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 Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Common Stock Right to Buy ⁽⁵⁾	\$ 12.63	Â	Â	Â	Â	Â	Â ⁽⁶⁾	01/29/2023	Common Stock	17
Common Stock Right to Buy ⁽⁵⁾	\$ 10.54	Â	Â	Â	Â	Â	04/29/2015 ⁽⁷⁾	04/29/2024	Common Stock	50
Common Stock Right to Buy ⁽⁵⁾	\$ 11	Â	Â	Â	Â	Â	06/28/2014 ⁽⁸⁾	06/27/2023	Common Stock	19
Stock Settled Stock Appreciation	\$ 111.1	Â	Â	Â	Â	Â	04/02/2012 ⁽¹⁰⁾	04/01/2017	Common Stock	14

Right ⁽⁹⁾

Stock-Settled

Stock

Appreciation

\$ 133.6

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05/16/2011⁽¹⁰⁾

05/15/2016

Common
Stock

5

Rights ⁽⁹⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

HUDSON DENNIS S III

SEACOAST BANKING CORP. OF FLORIDA

P.O. BOX 9012

STUART, FL 34995

^ X

^

^ Chairman & CEO ^

Signatures

/s/ Sharon Mehl as Power of Attorney for Dennis S.
Hudson, III

02/16/2016

__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) Held in Trust

(2) Held jointly with spouse

(3) Represents share equivalents held in the Company's Retirement Savings Plan as of December 31, 2015

(4) Represents unvested shares of restricted stock granted under Seacoast's 2008 Long-Term Incentive Plan on August 23, 2011 ("Grant Date"). The performance criteria for this award has been met and the award vests in its entirety on August 23, 2016, provided Mr. Hudson is employed by the Company or a subsidiary on such date.

(5) Granted pursuant to Company's 2013 Incentive Plan

(6) Two tiered vesting. Performance criteria met and time-based vesting began on 7/1/15. Option vests in equal installments at the end of each month over 48 months, provided Optionee remains in Continuous Service on each applicable vesting date.

(7) Vests over 3 years in one-third increments on each anniversary of the date of grant beginning on the first anniversary of the date of grant (the date indicated), subject to continued employment.

(8) Vests over 5 years at the rate of 20% beginning on the first anniversary of the date of grant (the date indicated) and then at the rate of 20% on each of the following four anniversaries thereafter, subject to continued employment.

(9) Granted pursuant to Company's 2000 Long-Term Incentive Plan

(10) Date fully vested

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