

SEACOAST BANKING CORP OF FLORIDA

Form 5

February 15, 2017

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
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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)
12/31/2016

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	27,247	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	42,787	D <u>(1)</u>	Â
Common Stock	Â	Â	Â	Â	Â	Â	21,915	D <u>(2)</u>	Â
Common	Â	Â	Â	Â	Â	Â	49,386	D <u>(3)</u>	Â

Stock

Common Stock	Â	Â	Â	Â	Â	Â	30,865.91	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 Shares
Common Stock Right to Buy ⁽⁵⁾	\$ 14.82	Â	Â	Â	Â Â Â ⁽⁶⁾	02/28/2024	Common Stock 51
Common Stock Right to Buy ⁽⁵⁾	\$ 12.63	Â	Â	Â	Â Â Â ⁽⁷⁾	01/29/2023	Common Stock 17
Common Stock Right to Buy ⁽⁵⁾	\$ 10.54	Â	Â	Â	Â Â 04/29/2015 ⁽⁸⁾	04/29/2024	Common Stock 50
Common Stock Right to Buy ⁽⁵⁾	\$ 11	Â	Â	Â	Â Â 06/28/2014 ⁽⁹⁾	06/27/2023	Common Stock 19

Stock Settled

Stock

Appreciation \$ 111.1 Â

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Â

04/02/2012⁽¹¹⁾

04/01/2017

Common
Stock

14

Right ⁽¹⁰⁾

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	X	Chairman & CEO	X

Signatures

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

02/15/2017

**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) Represents shares subject to performance-based restricted stock units ("PSUs") granted on June 28, 2013, that were subject to performance requirements over a period ending December 31, 2015. One-third of the earned shares vested on Dec. 31, 2016. Of the remaining shares, one-half vest on each of Dec. 31, 2017 and Dec. 31, 2018, provided the recipient remains in continuous service with the Company on each such vesting date.
- (2) Held in Trust
- (3) Held jointly with spouse
- (4) Represents share equivalents held in the Company's Retirement Savings Plan as of December 31, 2016
- (5) Granted pursuant to Company's 2013 Incentive Plan
- (6) Originally has two tiered vesting. Performance criteria was met, and time-based vesting began on 12/1/2016. Option vests in equal installments at the end of each month over the next 48 months, provided that Optionee remains in Continuous Service on each applicable vesting date.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) Granted pursuant to Company's 2000 Long-Term Incentive Plan
- (11) Date fully vested

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.