

SEACOAST BANKING CORP OF FLORIDA
 Form 4
 November 16, 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)
11/13/2015

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

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
 ___X___ 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.10 per share | 11/13/2015 | | D | 500,000 (1) | \$ 7,463,141 (2) 14.62 (4) (3) | D | |
| Common Stock, par value \$0.10 per share | | | | | 52,985 (5) | I | See footnote. |

| | | | |
|--|-----------------------|---|------------------|
| Common Stock, par value \$0.10 per share | 12,437 ⁽⁶⁾ | I | See footnote. |
| Common Stock, par value \$0.10 per share | 9,950 ⁽⁷⁾ | D | |
| Common Stock, par value \$0.10 per share | 49,373 ⁽⁸⁾ | D | |

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

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 | | |

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

Signatures

| | |
|---|------------|
| /s/ Robert B. Goldstein | 11/16/2015 |
| __Signature of Reporting Person | Date |
| /s/ Eugene A. Ludwig | 11/16/2015 |
| __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 | 11/16/2015 |
| __Signature of Reporting Person | Date |
| /s/ John P. Sullivan | 11/16/2015 |
| __Signature of Reporting Person | Date |
| /s/ John W. Rose | 11/16/2015 |
| __Signature of Reporting Person | Date |
| /s/ CapGen Capital Group III LLC, by Eugene A. Ludwig, its Managing Member | 11/16/2015 |
| __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) CapGen Capital Group III LP ("CapGen III") sold an aggregate of 500,000 shares of common stock, par value \$0.10 per share ("Common Stock") of Seacoast Banking Corporation of Florida (the "Issuer") in a block trade at a price of \$14.62 per share.
 - (2) 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

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owner of such shares, except to the extent of its pecuniary interest.

- 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 Capital Group 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. 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.
- (3) 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.
 - (5) Mr. Goldstein directly owns the shares reported in this row.
 - (6) The shares reported in this row are held in a retirement account over which Mr. Goldstein holds discretionary authority.
 - (7) Mr. Sullivan directly owns the shares reported in this row.
 - (8) Mr. Rose directly owns the shares reported in this row.

Note: File three copies of this Form, one of which must be manually signed. If space 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.