

HUDSON DENNIS S III
Form 5
February 14, 2018

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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

1. Name and Address of Reporting Person *
HUDSON DENNIS S III

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

STUART, FL 34995

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 31,665 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 21,393 | D (1) | ^ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 21,915 | D (2) | ^ |
| Common | ^ | ^ | ^ | ^ ^ ^ | 30,453.08 | D (3) | ^ |

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| | | | | | | | | | | |
|--------------|---|---|---|---|---|---|---------|------------------|---|---|
| Stock | | | | | | | | | | |
| Common Stock | Â | Â | Â | Â | Â | Â | 49,386 | 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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SEC 2270
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Common Stock Right to Buy ⁽⁵⁾ | \$ 28.69 | Â | Â | Â | Â Â | Â ⁽⁶⁾ 04/03/2027 | Common Stock 78,02 |
| Common Stock Right to Buy ⁽⁵⁾ | \$ 14.82 | Â | Â | Â | Â Â | Â ⁽⁷⁾ 02/28/2024 | Common Stock 51,95 |
| Common Stock Right to Buy ⁽⁵⁾ | \$ 12.63 | Â | Â | Â | Â Â | Â ⁽⁸⁾ 01/29/2023 | Common Stock 17,97 |

| | | | | | | | | | | |
|---|----------|---|---|---|---|---|----------------------------|------------|-----------------|--------|
| Common Stock Right to Buy ⁽⁵⁾ | \$ 10.54 | Â | Â | Â | Â | Â | 04/29/2015 ⁽⁹⁾ | 04/29/2024 | Common Stock | 50,000 |
| Common Stock Right to Buy ⁽⁵⁾ | \$ 11 | Â | Â | Â | Â | Â | 06/28/2014 ⁽¹⁰⁾ | 06/27/2023 | Common Stock | 19,400 |

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 | Â X | Â | Â Chairman & CEO | Â |

Signatures

/s/ Dennis S. Hudson, III 02/14/2018

**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 each on Dec. 31, 2016 and Dec. 31, 2017. The remaining shares will vest on Dec. 31, 2018, provided the recipient remains in continuous service with the Company on each such vesting date.
- (2) Held in Trust
- (3) Represents share equivalents held in the Company's Retirement Savings Plan as of December 31, 2017
- (4) Held jointly with spouse
- (5) Granted pursuant to Company's 2013 Incentive Plan
- (6) Vests over 3 years in one-third increments each anniversary of the date of grant beginning on the first anniversary of the date of grant (the date indicated), subject to continuous employment on each vesting date and the Company's banking subsidiary meets certain capital requirements.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.

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