

HOUESHELL DAVID D
Form 5
February 14, 2018

FORM 5

**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).
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 *
HOUESHELL DAVID D

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)
EVP & Chief Risk Officer

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) | (A) or (D) | Price | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 8,916 | D (1) | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 16,710 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 5,855 | D (2) | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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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 ⁽³⁾ | \$ 28.69 | Â | Â | Â | Â Â | Â ⁽⁴⁾ 04/03/2027 | Common Stock 16,650 |
| Common Stock Right to Buy ⁽³⁾ | \$ 14.82 | Â | Â | Â | Â Â | Â ⁽⁵⁾ 02/28/2024 | Common Stock 13,225 |
| Common Stock Right to Buy ⁽³⁾ | \$ 12.63 | Â | Â | Â | Â Â | Â ⁽⁶⁾ 01/28/2023 | Common Stock 6,475 |
| Common Stock Right to Buy ⁽³⁾ | \$ 10.54 | Â | Â | Â | Â Â | 04/29/2015 ⁽⁷⁾ 04/29/2024 | Common Stock 25,000 |
| Common Stock Right to Buy ⁽³⁾ | \$ 11 | Â | Â | Â | Â Â | 06/28/2014 ⁽⁸⁾ 06/27/2023 | Common Stock 4,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOUESHELL DAVID D P. O. BOX 9012 STUART, FL 34995 | Â | Â | Â EVP & Chief Risk Officer | Â |

Signatures

/s/ Dennis S. Hudson, III as Power of Attorney for David
Houdeshell

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, which were attained 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 shall vest on Dec. 31, 2018, provided the recipient remains in continuous service with the Company on each such vesting date.

Represents shares subject to performance-contingent restricted stock units ("RSUs") granted on April 3, 2017. One-third of the shares vest on each of April 3, 2018, 2019 and 2020, provided the recipient remains in continuous service with the Company on each such vesting date.
 - (2) Granted pursuant to Seacoast Banking Corporation of Florida's 2013 Incentive Plan
 - (3) 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.

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.
 - (4) Originally had two tiered vesting. Criteria was met and time-based vesting began 7/1/2015. Option vests in equal installments beginning on the end of each month over the following 48 months, provided the Optionee remains in continuous service on each applicable vesting date.
 - (5) 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 continued employment.
 - (6) Vests over 5 years at the rate of 20% 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.
 - (7)
 - (8)

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.