

HUDSON DENNIS S III
Form 4
February 26, 2019

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 *
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. Date of Earliest Transaction (Month/Day/Year)

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

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)
STUART, FL 34995

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 02/22/2019 | | A ⁽¹⁾ | 45,958 A \$ 0 ⁽¹⁾ | 81,797 | D | |
| Common Stock | 02/22/2019 | | F | 18,169 D \$ 29.44 | 63,628 | D | |
| Common Stock | | | | | 21,915 | D ⁽²⁾ | |
| Common Stock | | | | | 30,485.0853 | D ⁽³⁾ | |
| Common Stock | | | | | 49,386 | D ⁽⁴⁾ | |

| | | | | |
|--------------|--|---------|---|--|
| Common Stock | | 224,356 | I | Held by Sherwood Partners, Ltd, family partnership |
| Common Stock | | 280 | I | Held by Spouse as Custodian for son |
| Common Stock | | 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock Right to Buy ⁽⁵⁾ | \$ 31.15 | | | | | ⁽⁶⁾ 04/02/2028 | Common Stock | 55,279 |
| Common Stock Right to Buy ⁽⁵⁾ | \$ 28.69 | | | | | ⁽⁶⁾ 04/03/2027 | Common Stock | 78,021 |
| Common Stock Right to Buy ⁽⁵⁾ | \$ 14.82 | | | | | ⁽⁷⁾ 02/28/2024 | Common Stock | 51,956 |
| | \$ 12.63 | | | | | ⁽⁸⁾ 01/28/2023 | | 17,975 |

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

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/ Dennis S.
Hudson, III

02/26/2019

 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 January 29, 2015 that were subject to performance requirements which were attained over a period ending December 31, 2018. On February 22, 2019, the Company's Compensation and Governance Committee certified the number of shares attained based on the performance criteria at which time the shares became fully vested.
 - (2) Shares held in Trust
 - (3) Represents shares held in the Company's Retirement Savings Plan as of December 31, 2018.
 - (4) Shares held jointly with spouse
 - (5) Granted pursuant to the Company's Amended and Restated 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 had two tiered vesting. The performance criteria was met and the 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) Originally had two tiered vesting. Performance criteria was met and time-based vesting began on 7/1/15. 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

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vesting date.

- (9) 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.
- (10) 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 continue employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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