

Shaffer Charles M
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 *
Shaffer Charles M

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)
02/22/2019

____ Director
____ Officer (give title below) Other (specify below)
EVP of subsidiary

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

(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
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/22/2019 | | A ⁽¹⁾ | 20,710 A \$ 0 ⁽¹⁾ | 35,591 | D | |
| Common Stock | 02/22/2019 | | F | 8,288 D \$ 29.44 | 27,303 | D | |
| Common Stock | | | | | 10,785 | D ⁽²⁾ | |
| Common Stock | | | | | 7,220 | D ⁽³⁾ | |
| | | | | | 2,807 | D ⁽⁴⁾ | |

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Common
Stock

Common
Stock

893.887 D ⁽⁵⁾

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

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SEC 1474
(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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Right to Buy ⁽⁶⁾ | \$ 31.15 | | | | | ⁽⁷⁾ | 04/02/2028 | Common Stock | 18,952 |
| Common Stock Right to Buy ⁽⁶⁾ | \$ 28.69 | | | | | ⁽⁷⁾ | 04/03/2027 | Common Stock | 28,544 |
| Common Stock Right to Buy ⁽⁶⁾ | \$ 14.82 | | | | | ⁽⁸⁾ | 02/28/2024 | Common Stock | 21,255 |
| Common Stock Right to Buy ⁽⁶⁾ | \$ 12.63 | | | | | ⁽⁹⁾ | 01/28/2023 | Common Stock | 8,100 |
| Common Stock Right to Buy ⁽⁶⁾ | \$ 10.54 | | | | | 04/29/2015 ⁽¹⁰⁾ | 04/29/2024 | Common Stock | 25,000 |

| | | | | | |
|---|-------|----------------------------|------------|-----------------|-------|
| Common Stock Right to Buy <u>(6)</u> | \$ 11 | 06/28/2014 ⁽¹¹⁾ | 06/28/2023 | Common Stock | 2,400 |
|---|-------|----------------------------|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| Shaffer Charles M SEACOAST BANKING CORPORATION OF FLORIDA P. O. BOX 9012 STUART, FL 34995 | | | | EVP of subsidiary |

Signatures

| | |
|--|------------|
| /s/ Dennis S. Hudson, III as Power of Attorney for Charles M. Shaffer | 02/26/2019 |
| <u> </u> 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) Represents shares of restricted stock units ("RSUs") granted on April 2, 2018. One-third of the shares vest on each of April 2, 2019, 2020 and 2021, provided the recipient remains in continuous service with the Company on each such vesting date.
- (3) Represents shares of 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.
- (4) Shares in the Company's Employee Stock Purchase Plan.
- (5) Share equivalents held in Company's Retirement Savings Plan as of September 30, 2018
- (6) Granted pursuant to the Company's Amended and Restated 2013 Incentive Plan.
- (7) 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.
- (8) Originally had 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.
- (9) Originally had two tiered vesting. Performance vesting criteria has been met and time-based vesting began on 7/1/2015. Option vests in equal installments over the next 48 months, provided the Optionee remains in continuous service on each applicable vesting date.
- (10) 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), and then at the rate of 20% on each of the following two anniversaries thereafter 20%, subject to continued employment.
- (11) Vests over 5 years at the rate of 20% on the first anniversary of the date of grant and then at the rate of 20% on each of the following four anniversaries thereafter, subject to continued 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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