

SEACOAST BANKING CORP OF FLORIDA

Form S-4/A

July 28, 2014

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As filed with the Securities and Exchange Commission on July 28, 2014

Registration No. 333-196575

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

Pre-Effective  
Amendment No. 1  
to  
Form S-4  
REGISTRATION STATEMENT  
UNDER  
*THE SECURITIES ACT OF 1933*

SEACOAST BANKING CORPORATION OF FLORIDA

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction of  
incorporation or organization)

**6022**  
(Primary Standard Industrial  
Classification Code Number)  
**815 Colorado Avenue**

**59-2260678**  
(I.R.S. Employer  
Identification No.)

**Stuart, Florida 34994**

**(772) 287-4000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Dennis S. Hudson, III**

**Chief Executive Officer**

**Seacoast Banking Corporation of Florida**

**815 Colorado Avenue**

**Stuart, Florida 34994**

**(772) 287-4000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Randolph A. Moore III**

**Alston & Bird LLP**

**One Atlantic Center**

**1201 W. Peachtree Street**

**Atlanta, Georgia 30309**

**Donald J. McGowan**

**The BANKshares, Inc.**

**1031 W. Morse Blvd., Suite 323**

**Winter Park, Florida 32789**

**Telephone: (407) 622-3181**

**John P. Greeley**

**Smith Mackinnon, PA**

**255 South Orange Avenue, Suite  
800**

**Orlando, Florida 32801**

**Telephone: (407) 843-7300**

**Telephone: (404) 881-7000**

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this registration statement becomes effective and all other conditions to the proposed merger described herein have been satisfied or waived.

If the securities being registered on this form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer "  Accelerated filer  x  
 Non-accelerated filer " (Do not check if a smaller reporting company)  Smaller reporting company "   
 If applicable, please an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 14e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-party Tender Offer) "

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to Be Registered	Proposed	Proposed	Amount of Registration Fee <sup>(2)(3)</sup>
		Maximum Offering Price Per Unit	Maximum Aggregate Offering Price <sup>(2)</sup>	

Common Stock \$.10 par value	7,086,041 shares <sup>(1)</sup>	Not applicable	\$148,842,464.10	\$19,170.91
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- (1) The maximum number of full shares issuable upon consummation of the transaction described herein. Pursuant to Rule 416, this registration statement also covers additional shares that may be issued as a result of stock splits, stock dividends or similar transactions.
- (2) Computed in accordance with Rule 457(f)(2) solely for the purpose of calculating the registration fee and based upon \$10.45 (the book value as of March 31, 2014 of the 14,243,298 shares of BANKshares. Inc. common and preferred stock to be acquired).
- (3) Previously paid.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this preliminary joint proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state or jurisdiction where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED JULY 28, 2014**

**PRELIMINARY JOINT PROXY STATEMENT/PROSPECTUS**

**MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

To the Shareholders of Seacoast Banking Corporation of Florida and The BANKshares, Inc.:

On April 24, 2014, Seacoast Banking Corporation of Florida, or Seacoast, Seacoast National Bank, or SNB, The BANKshares, Inc., or BANKshares, and BankFIRST, entered into an Agreement and Plan of Merger (which we refer to as the merger agreement ) that provides for the combination of two holding companies. Under the merger agreement, BANKshares will merge with and into Seacoast, with Seacoast as the surviving corporation (which we refer to as the merger ). Immediately following the merger, BankFIRST will merge with and into SNB, with SNB as the surviving bank (which we refer to as the bank merger and collectively, with the merger, the mergers ). The mergers will create the sixth largest Florida-based bank by total assets with approximately \$3.0 billion. The combined franchise will also have approximately \$2.3 billion of deposits and 46 branches.

In the merger, each share of BANKshares common stock and preferred stock (except for specified shares of BANKshares common stock held by BANKshares or Seacoast and any dissenting shares) will be converted into the right to receive 0.4975 shares of Seacoast common stock (which we refer to as the exchange ratio or the merger consideration ). Although the number of shares of Seacoast common stock that BANKshares shareholders will receive is fixed, the market value of the merger consideration will fluctuate with the market price of Seacoast common stock and will not be known at the time BANKshares shareholders vote on the merger. Based on the closing price of Seacoast's common stock on the NASDAQ Global Select Market on July 25, 2014, the last practicable date before the date of this document, the value of the per share merger consideration payable to holders of BANKshares common stock and preferred stock was approximately \$5.13. **We urge you to obtain current market quotations for Seacoast (trading symbol SBCF ) because the value of the per share merger consideration will fluctuate.**

Based on the current number of shares of BANKshares common stock and preferred stock outstanding and reserved for issuance under employee benefit plans, Seacoast expects to issue approximately 7,086,041 shares of common stock to BANKshares shareholders in the aggregate upon completion of the merger. Based on these numbers, upon completion of the merger, current BANKshares shareholders would own approximately 21.4% of the common stock of Seacoast immediately following the merger. However, any increase or decrease in the number of shares of BANKshares common stock and preferred stock outstanding that occurs for any reason prior to the completion of the merger would cause the actual number of shares issued upon completion of the merger to change.

Seacoast and BANKshares will each hold a special meeting of their respective shareholders in connection with the merger. Holders of BANKshares common stock and preferred stock, voting as a separate class, will be asked to vote

to approve the merger agreement and related matters as described in this joint proxy statement/prospectus, and Seacoast shareholders will be asked to vote to approve the issuance of shares of Seacoast common stock to BANKshares shareholders in connection with the merger (which we refer to as the stock issuance ). Both BANKshares and Seacoast shareholders will also be asked to approve the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the merger agreement and related matters and the approval of the stock issuance, respectively, as described in this joint proxy statement/prospectus.

The special meeting of BANKshares shareholders will be held on September 18, 2014 at 1031 West Morse Boulevard, Suite 323, Winter Park, Florida, at 1 p.m. local time. The special meeting of Seacoast shareholders will be held on September 18, 2014 at Wolf Technology Center, 2400 S.E. Salerno Road, Stuart, Florida, at 3 p.m. local time.

**BANKshares board of directors has determined that the merger agreement and the transactions contemplated thereby, including the merger, are in the best interests of BANKshares and its shareholders,**

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has approved the merger agreement and recommends that BANKshares shareholders vote **FOR** the proposal to approve the merger agreement and **FOR** the proposal to adjourn the BANKshares special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger agreement.

Seacoast's board of directors has determined that the merger agreement and the transactions contemplated thereby, including the merger and the stock issuance, are advisable and in the best interests of Seacoast and its shareholders, has approved the merger agreement and recommends that Seacoast shareholders vote **FOR** the proposal to approve the stock issuance and **FOR** the proposal to adjourn the Seacoast special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the stock issuance.

This document, which serves as a joint proxy statement for the special meetings of Seacoast and BANKshares shareholders and as a prospectus for the shares of Seacoast common stock to be issued in the merger to BANKshares shareholders, describes the special meeting of BANKshares, the special meeting of Seacoast, the merger, the documents related to the merger and other related matters. **Please carefully read this entire joint proxy statement/prospectus, including Risk Factors, beginning on page 20, for a discussion of the risks relating to the proposed merger.** You also can obtain information about Seacoast from documents that Seacoast has filed with the Securities and Exchange Commission.

If you have any questions concerning the merger, BANKshares shareholders should contact Thomas P. Abelmann, Chief Financial Officer, Secretary and Treasurer, 1031 W. Morse Blvd., Suite 323, Winter Park, Florida 32789 at (407) 622-3183, and Seacoast shareholders should please contact William R. Hahl, Chief Financial Officer, 815 Colorado Avenue, Stuart, Florida, 34994 at (772) 288-6085. We look forward to seeing you at the meetings.

Dennis S. Hudson, III

Donald J. McGowan

*Chairman and Chief Executive Officer*

*President and Chief Executive Officer*

Seacoast Banking Corporation of Florida

The BANKshares, Inc.

**Neither the Securities and Exchange Commission, the Board of Governors of the Federal Reserve System, the Office of the Comptroller of the Currency, the Federal Deposit Insurance Corporation, nor any state securities commission or any other bank regulatory agency has approved or disapproved the merger, the issuance of the Seacoast common stock to be issued in the merger or the other transactions described in this document or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.**

**The securities to be issued in the merger are not savings or deposit accounts or other obligations of any bank or non-bank subsidiary of either Seacoast or BANKshares, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

The date of this joint proxy statement/prospectus is July , 2014, and it is first being mailed or otherwise delivered to the shareholders of Seacoast and BANKshares on or about July 30, 2014.

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**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON SEPTEMBER 18, 2014**

To the Shareholders of Seacoast Banking Corporation of Florida:

Seacoast Banking Corporation of Florida, or Seacoast, will hold a special meeting of shareholders at 3 p.m. local time, on September 18, 2014, at the Wolf Technology Center, 2400 S.E. Salerno Road, Stuart, Florida, to consider and vote upon the following matters:

a proposal to issue shares of Seacoast common stock to shareholders of The BANKshares Inc., or BANKshares, in connection with the merger of BANKshares with and into Seacoast, which we refer to as the stock issuance, pursuant to the Agreement and Plan of Merger, dated April 24, 2014, by and among Seacoast, Seacoast National Bank, BANKshares and BankFIRST, or the merger agreement; and

a proposal to adjourn the Seacoast special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the stock issuance.

We have fixed the close of business on July 25, 2014 as the record date for the special meeting. Only Seacoast common shareholders of record at that time are entitled to notice of, and to vote at, the Seacoast special meeting, or any adjournment or postponement of the Seacoast special meeting. The approval of the stock issuance proposal requires the affirmative vote of holders of a majority of the Seacoast common stock represented in person or by proxy at the Seacoast special meeting, assuming a quorum is present.

**Seacoast's board of directors has approved the merger agreement, has determined that the merger agreement and the transactions contemplated thereby, including the merger and the stock issuance, are advisable and in the best interests of Seacoast and its shareholders, and recommends that Seacoast shareholders vote FOR the proposal to approve the stock issuance and FOR the proposal to adjourn the Seacoast special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the stock issuance.**

**Your vote is very important.** We cannot complete the merger unless Seacoast's common shareholders approve the stock issuance.

**Regardless of whether you plan to attend the Seacoast special meeting, please vote as soon as possible. If you hold stock in your name as a shareholder of record, please complete, sign, date and return the accompanying proxy card in the enclosed postage-paid return envelope or follow the telephone or Internet voting procedures described on the proxy card. If you hold your stock in street name through a bank or broker, please follow the instructions on the voting instruction card furnished by the record holder.**

The enclosed joint proxy statement/prospectus provides a detailed description of the special meeting, the merger, the documents related to the merger, including the merger agreement, and other related matters. We urge you to read the joint proxy statement/prospectus, including any documents incorporated in the joint proxy statement/prospectus by reference, and its appendices carefully and in their entirety. If you have any questions concerning the merger or the



joint proxy statement/prospectus, would like additional copies of the joint proxy statement/prospectus or need help voting your shares of Seacoast common stock, please contact William R. Hahl, Chief Financial Officer, at (772) 288-6085.

**BY ORDER OF THE BOARD OF DIRECTORS,**

Dennis S. Hudson, III

*Chairman & Chief Executive Officer*

Stuart, Florida

July 30, 2014

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**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON SEPTEMBER 18, 2014**

To the Shareholders of The BANKshares, Inc.:

The BANKshares, Inc. will hold a special meeting of shareholders at 1 p.m. local time, on September 18, 2014, at 1031 West Morse Boulevard, Suite 323, Winter Park, Florida 32789, to consider and vote upon the following matters:

a proposal to approve the Agreement and Plan of Merger, dated as of April 24, 2014, by and among Seacoast Banking Corporation of Florida, Seacoast National Bank, The BANKshares, Inc. and BankFIRST, pursuant to which BANKshares will merge with and into Seacoast Banking Corporation of Florida, as more fully described in the attached joint proxy statement/prospectus; and

a proposal to adjourn the BANKshares special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger agreement.

We have fixed the close of business on July 25, 2014 as the record date for the BANKshares special meeting. Only holders of record of BANKshares common stock and BANKshares preferred stock at that time are entitled to notice of, and to vote as a separate class at, the BANKshares special meeting, or any adjournment or postponement of the BANKshares special meeting. In order for the merger to be approved, at least a majority of the outstanding shares of BANKshares common stock and BANKshares preferred stock, voting as a separate class, must be voted in favor of the proposal to approve the merger agreement.

BANKshares shareholders have appraisal rights under Florida state law entitling them to obtain payment in cash for the fair value of their shares, provided they comply with each of the requirements under Florida law, including not voting in favor of the merger agreement and providing notice to BANKshares. For more information regarding appraisal rights, please see *The Merger Appraisal Rights for BANKshares Shareholders* beginning on page 68.

**Your vote is very important.** We cannot complete the merger unless BANKshares common and preferred shareholders, voting as a separate class, approve the merger agreement.

**Regardless of whether you plan to attend the BANKshares special meeting, please vote as soon as possible. If you hold stock in your name as a shareholder of record, please complete, sign, date and return the accompanying proxy card in the enclosed postage-paid return envelope as described on the proxy card. If you hold your stock in street name through a bank or broker, please follow the instructions on the voting instruction card furnished by the record holder.**

The enclosed joint proxy statement/prospectus provides a detailed description of the special meeting, the merger, the documents related to the merger, including the merger agreement, and other related matters. We urge you to read the joint proxy statement/prospectus, including any documents incorporated in the joint proxy statement/prospectus by reference, and its appendices carefully and in their entirety. If you have any questions concerning the merger or the joint proxy statement/prospectus, would like additional copies of the joint proxy statement/prospectus or need help voting your shares of BANKshares common or preferred stock, please contact Thomas P. Abelmann, Chief Financial Officer, Secretary and Treasurer, at (407) 622-3183.

**BANKshares board of directors has approved the merger and the merger agreement and recommends that BANKshares shareholders vote FOR the proposal to approve the merger agreement and FOR the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the merger agreement.**

By Order of the Board of Directors,

Donald J. McGowan

*President and Chief Executive Officer*

Winter Park, Florida

July 30, 2014

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**WHERE YOU CAN FIND MORE INFORMATION**

**Seacoast Banking Corporation of Florida**

Seacoast files annual, quarterly, current and special reports, proxy statements and other business and financial information with the Securities and Exchange Commission (the SEC). You may read and copy any materials that Seacoast files with the SEC at its Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, at prescribed rates. Please call the SEC at (800) SEC-0330 ((800) 732-0330) for further information on the public reference room. In addition, Seacoast files reports and other business and financial information with the SEC electronically, and the SEC maintains a website located at <http://www.sec.gov> containing this information. You will also be able to obtain these documents, free of charge, from Seacoast by accessing Seacoast's website at [www.seacoastbanking.com](http://www.seacoastbanking.com). Copies can also be obtained, free of charge, by directing a written request to:

**Seacoast Banking Corporation of Florida**

815 Colorado Avenue

P.O. Box 9012

Stuart, Florida 34994

Attn: Investor Relations

Telephone: (772) 288-6085

Seacoast has filed a Registration Statement on Form S-4 to register with the SEC up to 7,086,041 shares of Seacoast common stock to be issued pursuant to the merger. This joint proxy statement/prospectus is a part of that Registration Statement on Form S-4. As permitted by SEC rules, this joint proxy statement/prospectus does not contain all of the information included in the Registration Statement on Form S-4 or in the exhibits or schedules to the Registration Statement on Form S-4. You may read and copy the Registration Statement on Form S-4, including any amendments, schedules and exhibits, at the SEC's public reference room at the address set forth above. The Registration Statement on Form S-4, including any amendments, schedules and exhibits, is also available, free of charge, by accessing the websites of the SEC and Seacoast or upon written request to Seacoast at the address set forth above.

Statements contained in this joint proxy statement/prospectus as to the contents of any contract or other documents referred to in this joint proxy statement/prospectus are not necessarily complete. In each case, you should refer to the copy of the applicable contract or other document filed as an exhibit to the Registration Statement on Form S-4. This joint proxy statement/prospectus incorporates important business and financial information about Seacoast that is not included in or delivered with this document, including incorporating by reference documents that Seacoast has previously filed with the SEC. These documents contain important information about Seacoast and its financial condition. See Documents Incorporated by Reference beginning on page 132. These documents are available free of charge upon written request to Seacoast at the address listed above.

**To obtain timely delivery of these documents, you must request them no later than September 4, 2014 in order to receive them before the special meeting of shareholders.**

Except where the context otherwise specifically indicates, Seacoast supplied all information contained in, or incorporated by reference into, this joint proxy statement/prospectus relating to Seacoast, and BANKshares supplied

all information contained in this joint proxy statement/prospectus relating to BANKshares.

**The BANKshares, Inc.**

BANKshares does not have a class of securities registered under Section 12 of the Securities Exchange Act of 1934 (the Exchange Act ), is not subject to the reporting requirements of Section 13(a) or 15(d) of the Exchange Act, and accordingly does not file documents and reports with the SEC.

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If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies of this joint proxy statement/prospectus or need help voting your shares of BANKshares common and/or preferred stock, please contact BANKshares at:

**The BANKshares, Inc.**

1031 W. Morse Blvd., Suite 323

Winter Park, Florida 32789

Attention: Corporate Secretary

Telephone: (407) 622-3183

**You should rely only on the information contained in, or incorporated by reference into, this joint proxy statement/prospectus. No one has been authorized to give any information or make any representation about the merger or Seacoast or BANKshares that differs from, or adds to, the information in this joint proxy statement/prospectus or in documents that are incorporated by reference herein and publicly filed with the Securities and Exchange Commission. Therefore, if anyone does give you different or additional information, you should not rely on it. You should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than the date of this joint proxy statement/prospectus, and you should not assume that any information incorporated by reference into this document is accurate as of any date other than the date of such other document, and neither the mailing of this joint proxy statement/prospectus to Seacoast shareholders or BANKshares shareholders nor the issuance of Seacoast common stock in the merger shall create any implication to the contrary.**

**This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to purchase, the securities offered by this proxy statement/prospectus, or the solicitation of a proxy, in any jurisdiction to or from any person to whom or from whom it is unlawful to make such offer, solicitation of an offer or proxy solicitation in such jurisdiction.**

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RIGHTS OF SHAREHOLDERS

BANKSHARES

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OWNERSHIP OF BANKSHARES COMMON STOCK BY MANAGEMENT AND PRINCIPAL SHAREHOLDERS OF BANKSHARES

DESCRIPTION OF SEACOAST CAPITAL STOCK

SHAREHOLDERS

SHAREHOLDERS

INFORMATION INCORPORATED BY REFERENCE

PRO FORMA COMBINED CONSOLIDATED FINANCIAL INFORMATION

BANKSHARES CONSOLIDATED FINANCIAL STATEMENTS

:

Agreement and Plan of Merger

Opinion of Hovde Group, LLC

Opinion of Guggenheim Securities, LLC

Provisions of Florida Business Corporation Act Relating to Appraisal Rights

**We have not been authorized to give any information or make any representation about the merger of Seacoast Banking Corporation of Florida or BANKshares, Inc. that differs from, or adds to, the information in this joint proxy statement/prospectus or in documents that are publicly filed with the Securities Exchange Commission. Therefore, if anyone does give you different or additional information, you should not rely on it.**

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**QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETINGS**

*The following are answers to certain questions that you may have regarding the special meetings. The parties urge you to read carefully the remainder of this document because the information in this section may not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the appendices to, and the documents incorporated by reference in, this document. In this joint proxy statement/prospectus we refer to Seacoast Banking Corporation of Florida as Seacoast, Seacoast National Bank as SNB, and The BANKshares, Inc. as BANKshares.*

**Q: Why am I receiving this joint proxy statement/prospectus?**

A: Seacoast, SNB, BANKshares, and BankFIRST have entered into an Agreement and Plan of Merger, dated as of April 24, 2014 (which we refer to as the merger agreement) pursuant to which BANKshares will be merged with and into Seacoast, with Seacoast continuing as the surviving company. Immediately following the merger, BankFIRST, a wholly owned bank subsidiary of BANKshares, will merge with and into Seacoast's wholly owned bank subsidiary, SNB, with Seacoast's bank subsidiary continuing as the surviving bank and using the name Seacoast National Bank (the bank merger). A copy of the merger agreement is included in this joint proxy statement/prospectus as Appendix A.

The merger cannot be completed unless, among other things:

a majority of Seacoast's common stock represented in person or by proxy at the Seacoast special meeting vote in favor of the proposal to approve the issuance of shares of Seacoast common stock to BANKshares shareholders in connection with the merger (which we refer to as the stock issuance); and

a majority of the outstanding shares of BANKshares' common stock and preferred stock, voting as a separate class, vote in favor of the proposal to approve the merger agreement.

In addition, both Seacoast and BANKshares are soliciting proxies from its shareholders with respect to proposals to adjourn the Seacoast and BANKshares special meetings, as applicable, and if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the stock issuance or merger agreement, as applicable, if there are insufficient votes at the time of such adjournment to approve such proposals.

Each of Seacoast and BANKshares will hold separate special meetings to obtain these approvals. This joint proxy statement/prospectus contains important information about the merger and the other proposals being voted on at the special meetings, and you should read it carefully. It is a joint proxy statement because both the Seacoast and BANKshares boards of directors are soliciting proxies from their respective shareholders. It is a prospectus because Seacoast will issue shares of Seacoast common stock to holders of BANKshares common and preferred stock in connection with the merger. The enclosed materials allow you to have your shares voted by proxy without attending your respective meeting. Your vote is important. We encourage you to submit your proxy as soon as possible.

**Q: Why do Seacoast and BANKshares want to merge?**

A: We believe the combination of Seacoast and BANKshares will create one of the leading community banking franchises in the state of Florida. Each of the Seacoast and BANKshares boards of directors has determined that the merger is fair to, and in the best interest of, its respective shareholders, and recommends that its shareholders vote for their respective proposals. You should review the reasons for the merger described in greater detail under The Merger BANKshares Reasons for the Merger and Recommendations of the Board of Directors of BANKshares and The Merger Seacoast s Reasons for the Merger and Recommendations of the Board of Directors of Seacoast.

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**Q: What will I receive in the merger?**

A: *Seacoast shareholders:* If the merger is completed, Seacoast shareholders will not receive any merger consideration and will continue to hold the shares of Seacoast common stock that they currently hold. Following the merger, shares of Seacoast common stock will continue to be traded on the NASDAQ Global Select Market under the symbol SBCF.

*BANKshares shareholders:* If the merger is completed, you will receive 0.4975 of a share of Seacoast common stock, which we refer to as the exchange ratio, for each share of BANKshares common and preferred stock that you hold immediately prior to the merger. Seacoast will not issue any fractional shares of Seacoast common stock in the merger. Rather, BANKshares shareholders who would otherwise be entitled to a fractional share of Seacoast common stock upon the completion of the merger will instead receive an amount in cash equal to such fractional part of a share of Seacoast common stock multiplied by the average closing price per share of Seacoast common stock on the Nasdaq Global Select Market for the 5 trading day period ending on the trading day preceding the date of the closing of the merger.

**Q: Will the value of the merger consideration change between the date of this joint proxy statement/prospectus and the time the merger is completed?**

A: Yes, the value of the merger consideration will fluctuate between the date of this joint proxy statement/prospectus and the completion of the merger based upon the market value of Seacoast common stock. In the merger, BANKshares shareholders will receive a fraction of a share of Seacoast common stock for each share of BANKshares common and preferred stock they hold. Any fluctuation in the market price of Seacoast common stock after the date of this joint proxy statement/prospectus will change the value of the shares of Seacoast common stock that BANKshares shareholders will receive.

**Q: How does BANKshares board of directors recommend that I vote at the special meeting?**

A: BANKshares board of directors recommends that you vote FOR the proposal to approve the merger agreement and FOR the adjournment proposal.

**Q: How does Seacoast's board of directors recommend that I vote at the special meeting?**

A: Seacoast's board of directors recommends that you vote FOR the proposal to approve the issuance of Seacoast common stock as the merger consideration and FOR the adjournment proposal.

**Q: When and where are the special meetings?**

A:

The Seacoast special meeting will be held at the Wolf Technology Center, 2400 S.E. Salerno Road, Stuart, Florida, on September 18, 2014, at 3 p.m. local time.

The BANKshares special meeting will be held at 1031 Morse Boulevard, Suite 323, Winter Park, Florida, on September 18, 2014, at 1 p.m. local time.

**Q: Who can vote at the special meetings of shareholders?**

A: *Seacoast Special Meeting.* Holders of shares of Seacoast common stock at the close of business on July 25, 2014, which is the date that the Seacoast board of directors has fixed as the record date for the Seacoast special meeting, are entitled to vote at the special meeting.

*BANKshares Special Meeting.* Holders of record of BANKshares common stock and preferred stock at the close of business on July 25, 2014, which is the date that the BANKshares board of directors has fixed as the record date for the BANKshares special meeting, are entitled to vote at the special meeting.

**Q: What do I need to do now?**

A: After you have carefully read this joint proxy statement/prospectus and have decided how you wish to vote your shares, please vote your shares promptly so that your shares are represented and voted at the special

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meeting. If you hold your shares in your name as a shareholder of record, you must complete, sign, date and mail your proxy card in the enclosed postage-paid return envelope, or follow the telephone or Internet voting procedures described on the proxy card in the case of holders of Seacoast common stock, as soon as possible. If you hold your shares in street name through a bank or broker, you must direct your bank or broker how to vote in accordance with the instructions you have received from your bank or broker. Street name shareholders who wish to vote in person at the special meeting will need to obtain a proxy form from the institution that holds their shares.

### **Q: What constitutes a quorum for the Seacoast special meeting?**

A: The presence at the Seacoast special meeting, in person or by proxy, of holders of a majority of the outstanding shares of Seacoast common stock entitled to vote at the special meeting will constitute a quorum for the transaction of business. Abstentions and broker non-votes, if any, will be included in determining the number of shares present at the meeting for the purpose of determining the presence of a quorum.

### **Q: What constitutes a quorum for the BANKshares special meeting?**

A: The presence at the BANKshares special meeting, in person or by proxy, of holders of a majority of the outstanding shares of BANKshares common stock and preferred stock will constitute a quorum for the transaction of business. Abstentions and broker non-votes, if any, will be included in determining the number of shares present at the meeting for the purpose of determining the presence of a quorum.

### **Q: What is the vote required to approve each proposal?**

A: *Seacoast special meeting:* Approval of the stock issuance and adjournment proposals requires the affirmative vote of a majority of votes cast at the special meeting, in person or by proxy, of the shares of Seacoast common stock entitled to vote as of the close of business on July 25, 2014, the record date for the Seacoast special meeting, assuming a quorum is present. If you (1) fail to submit a proxy or vote in person at the Seacoast special meeting, (2) mark ABSTAIN on your proxy proposal or (3) fail to instruct your bank or broker how to vote with respect to the stock issuance proposal or the adjournment proposal, it will have no effect on both proposals.

*BANKshares special meeting:* Approval of the merger agreement requires the affirmative vote of at least a majority of all the outstanding shares of common stock and preferred stock, voting separately as a class, and entitled to vote on the merger agreement as of the close of business on July 25, 2014, the record date for the special meeting. If you (1) fail to submit a proxy or vote in person at the BANKshares special meeting, (2) mark ABSTAIN on your proxy or (3) fail to instruct your bank or broker how to vote with respect to the proposal to approve the merger agreement, it will have the same effect as a vote AGAINST the proposal and no effect on the adjournment proposal. Approval of the adjournment proposal requires the affirmative vote of a majority of the shares of BANKshares common and preferred stock represented in person or by proxy at the special meeting and entitled to vote thereon.

### **Q: Why is my vote important?**



A: If you do not submit a proxy or vote in person, it may be more difficult for Seacoast or BANKshares to obtain the necessary quorum to hold their special meetings. In addition, if you are a BANKshares shareholder, your failure to submit a proxy or vote in person, or failure to instruct your bank or broker how to vote, or abstention will have the same effect as a vote against approval of the merger agreement. The merger agreement must be approved by the affirmative vote of at least a majority of the outstanding shares of BANKshares common stock and preferred stock, voting as a separate class and entitled to vote on the merger agreement. BANKshares board of directors recommends that you vote FOR the proposal to approve the merger agreement.

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**Q: If my shares are held in street name by my bank or broker, will my bank or broker automatically vote my shares for me?**

A: No. Your bank or broker cannot vote your shares without instructions from you. You should instruct your bank or broker how to vote your shares in accordance with the instructions provided to you. Please check the voting form used by your bank or broker.

**Q: What if I abstain from voting or fail to instruct my bank or broker?**

A: *Seacoast shareholders:* If you (1) mark ABSTAIN on your proxy with respect to the stock issuance proposal, (2) fail to submit a proxy or vote in person at the Seacoast special meeting or (3) fail to instruct your bank or broker how to vote with respect to the stock issuance proposal or the adjournment proposal, it will have no effect on the proposals.

*BANKshares shareholders:* If you (1) fail to submit a proxy or vote in person at the BANKshares special meeting, (2) mark ABSTAIN on your proxy or (3) fail to instruct your bank or broker how to vote with respect to the proposal to approve the merger agreement, it will have the same effect as a vote AGAINST the proposal. If you fail to submit a proxy or vote in person at the BANKshares special meeting or fail to instruct your bank or broker how to vote or mark ABSTAIN on your proxy with respect to the adjournment proposal, it will have no effect on such proposal.

**Q: How will my shares of stock held in Seacoast's Retirement Savings Plan or Employee Stock Purchase Plan be voted?**

A: If you are a participant in Seacoast's Retirement Savings Plan or Employee Stock Purchase Plan, your voting instructions must be received by September 12, 2014 (the cut-off date) to be counted. When your voting instructions are received by the cut-off date, your shares in these plans will be voted as directed by you. For the shares in your account in Seacoast's Retirement Savings Plan, if you do not submit your voting instructions by following the instructions on the proxy card, then the trustee of the Retirement Savings Plan will vote, or not vote, in its sole discretion, the shares of common stock in your account. For shares held in your account in the Employee Stock Purchase Plan, your shares will not be voted if you do not give voting instructions as to such shares by proxy.

**Q: How will my shares of common stock held in Seacoast's Dividend Reinvestment and Stock Purchase Plan be voted?**

A: If you are a participant in Seacoast's Dividend Reinvestment and Stock Purchase Plan, follow the instructions on the proxy card to provide voting instructions to the trustee. Shares held in your plan account will be combined and voted at the special meeting in the same manner in which you voted those shares registered in your own name either by proxy or in person.

**Q: Can I attend the special meeting and vote my shares in person?**

A: Yes. All shareholders of Seacoast and BANKshares, including shareholders of record and shareholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend their respective special meetings. Holders of record of Seacoast common stock and holders of record of BANKshares common and preferred stock can vote in person at the Seacoast special meeting and BANKshares special meeting, respectively. If you are not a shareholder of record, you must obtain a proxy, executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the special meetings. If you plan to attend your special meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership. In addition, you must bring a form of personal photo identification with you in order to be admitted. Seacoast and BANKshares reserve the right to refuse admittance to anyone without proper proof of share ownership or without proper photo identification. The use of cameras, sound recording equipment, communications devices or any similar equipment during the Seacoast or BANKshares special meeting is prohibited without Seacoast's or BANKshares' express written consent, respectively.

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**Q: Can I change my vote?**

A: *Seacoast shareholders:* Yes. If you are a holder of record of Seacoast common stock, you may revoke any proxy at any time before it is voted by (1) signing and returning a proxy card with a later date, (2) timely submitting another proxy via the telephone or Internet, (3) delivering a written revocation letter to Seacoast's corporate secretary or (4) attending the special meeting in person, notifying the corporate secretary and voting by ballot at the special meeting. Attendance at the special meeting will not automatically revoke your proxy. A revocation or later-dated proxy received by Seacoast after the vote will not affect the vote. Seacoast's corporate secretary's mailing address is: 815 Colorado Avenue, P.O. Box 9012, Stuart, Florida 34995, Attention: Corporate Secretary. If you hold your shares in street name through a bank or broker, you should contact your bank or broker to revoke your proxy.

*BANKshares shareholders:* Yes. If you are a holder of record of BANKshares common or preferred stock, you may revoke any proxy at any time before it is voted by (1) signing and returning a proxy card with a later date, (2) delivering a written revocation letter to BANKshares' corporate secretary or (3) attending the special meeting in person, notifying the corporate secretary and voting by ballot at the special meeting. Attendance at the special meeting will not automatically revoke your proxy. A revocation or later-dated proxy received by BANKshares after the vote will not affect the vote. BANKshares' corporate secretary's mailing address is: 1031 W. Morse Boulevard, Suite 323, Winter Park, Florida 32789. If you hold your shares in street name through a bank or broker, you should contact your bank or broker to revoke your proxy.

**Q: What are the U.S. federal income tax consequences of the merger to BANKshares shareholders?**

A: The merger is intended to qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Code, and accordingly holders of BANKshares common stock and preferred stock are not expected to recognize any gain or loss for U.S. federal income tax purposes on the exchange of shares of BANKshares common and preferred stock for shares of Seacoast common stock in the merger, except to the extent of any cash received in lieu of any fractional shares of Seacoast common stock.

For further information, see *The Merger* Material U.S. Federal Income Tax Consequences of the Merger.

*The U.S. federal income tax consequences described above may not apply to all holders of BANKshares common stock and preferred stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your own tax advisor to determine the particular tax consequences of the merger to you.*

**Q: Are BANKshares shareholders entitled to appraisal rights?**

A: Yes. If a BANKshares shareholder wants to exercise appraisal rights and receive the fair value of shares of BANKshares common stock and preferred stock in cash instead of the merger consideration, then you must file a written objection with BANKshares prior to the special meeting stating, among other things, that you will exercise your right to dissent if the merger is completed. Also, you may not vote in favor of the merger agreement

and must follow other procedures, both before and after the special meeting, as described in Appendix D to this joint proxy statement/prospectus. Note that if you return a signed proxy card without voting instructions or with instructions to vote **FOR** the merger agreement, then your shares will automatically be voted in favor of the merger agreement and you will lose all appraisal rights available under Florida law. A summary of these provisions can be found under **The Merger Appraisal Rights for BANKshares Shareholders** beginning on page 68 and detailed information about the special meeting can be found under **Information About the BANKshares Special Meeting** on page 38. Due to the complexity of the procedures for exercising the right to seek appraisal, BANKshares shareholders who are considering exercising such rights are encouraged to seek the advice of legal counsel. Failure to strictly comply with the applicable Florida law provisions will result in the loss of the right of appraisal.

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**Q: If I am a BANKshares shareholder, should I send in my BANKshares stock certificates now?**

A: No. Please do not send in your BANKshares stock certificates with your proxy. After the merger, Seacoast's exchange agent, Continental Stock Transfer and Trust Company, will send you instructions for exchanging BANKshares stock certificates for the merger consideration. See The Merger Agreement Exchange of Stock Certificates.

**Q: What should I do if I hold my shares of BANKshares stock in book-entry form?**

A: You are not required to take any specific actions if your shares of BANKshares stock are held in book-entry form. After the completion of the merger, shares of BANKshares stock held in book-entry form automatically will be exchanged for the merger consideration, including shares of Seacoast common stock in book-entry form and any cash to be paid in exchange for fractional shares in the merger.

**Q: Whom may I contact if I cannot locate my BANKshares stock certificate(s)?**

A: If you are unable to locate your original BANKshares stock certificate(s), you should contact Registrar and Transfer Company, Attn: Lost Certificate Department at 10 Commerce Drive, Cranford, NJ 07016, or at (800) 368-5948. Following the merger, any inquiries should be directed to Seacoast's transfer agent, Continental Stock Transfer and Trust Company at 17 Battery Place, 8th Floor, New York, New York 10004, or at (800) 509-5586.

**Q: When do you expect to complete the merger?**

A: Seacoast and BANKshares expect to complete the merger in the fourth quarter of 2014. However, neither Seacoast nor BANKshares can assure you when or if the merger will occur. Seacoast and BANKshares must first obtain the approval of Seacoast shareholders for the stock issuance and BANKshares shareholders for the merger, respectively, as well as the necessary regulatory approvals.

**Q: Whom should I call with questions?**

A: *Seacoast shareholders:* If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies of this joint proxy statement/prospectus or need help voting your shares of Seacoast common stock, please contact: William R. Hahl, Chief Financial Officer, 815 Colorado Avenue, Stuart, Florida 34994 (772) 288-6085.

*BANKshares shareholders:* If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies of this joint proxy statement/prospectus or need help voting your shares of BANKshares common or preferred stock, please contact: Thomas P. Abelmann, Chief Financial Officer, Secretary and Treasurer, 1031 West Morse Blvd., Suite 323, Winter Park, FL 32789 (407) 622-3183.

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**Important Notice Regarding the Availability of Proxy Materials for the Special  
Shareholder Meeting to be Held on September 18, 2014.**

The Notice of Special Meeting and this Joint Proxy Statement/Prospectus are available at:

[www.proxyvote.com](http://www.proxyvote.com)

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**SUMMARY**

*The following summary highlights selected information from this joint proxy statement/prospectus. It does not contain all of the information that is important to you. Each item in this summary refers to the page where that subject is discussed in more detail. You should carefully read the entire joint proxy statement/prospectus and the other documents to which we refer to understand fully the merger. See *Where You Can Find More Information* on how to obtain copies of those documents. In addition, the merger agreement is attached as Appendix A to this joint proxy statement/prospectus. The BANKshares, Inc. ( *BANKshares* ) and Seacoast Banking Corporation of Florida ( *Seacoast* ) encourage you to read the merger agreement because it is the legal document that governs the merger.*

*Unless the context otherwise requires throughout this document, *Seacoast* refers to Seacoast Banking Corporation of Florida, *BANKshares* refers to The BANKshares, Inc. and *we*, and *our* refer collectively to Seacoast and BANKshares. The parties refer to the proposed merger of BANKshares with and into Seacoast as the *merger*, the merger of BankFIRST with and into Seacoast National Bank, or *SNB*, as the *bank merger*, and the Agreement and Plan of Merger dated April 24, 2014 by and among Seacoast, BANKshares, BankFIRST and SNB as the *merger agreement*.*

**Information Regarding Seacoast and BANKshares**

**Seacoast Banking Corporation of Florida**

815 Colorado Avenue

Stuart, Florida 34994

(772) 288-6085

Seacoast is a bank holding company, incorporated in Florida in 1983, and registered under the Bank Holding Company Act of 1956, as amended, or the BHC Act. Seacoast's principal subsidiary is Seacoast National Bank, a national banking association. SNB commenced its operations in 1933 and operated as First National Bank & Trust Company of the Treasure Coast prior to 2006 when it changed its name to Seacoast National Bank.

Seacoast and its subsidiaries offer a full array of deposit accounts and retail banking services, engage in consumer and commercial lending and provide a wide variety of trust and asset management services, as well as securities and annuity products to its customers. SNB had 34 banking offices in 12 counties in Florida at year-end 2013. It has 21 branches in the Treasure Coast of Florida, including the counties of Martin, St. Lucie and Indian River on Florida's southeastern coast. During 2013, Seacoast expanded its footprint by strategically opening five new loan production offices in the larger metropolitan markets it serves, more specifically, three in Orlando, one in Boca Raton, and one in Ft. Lauderdale, Florida.

Seacoast is one of the largest community banks headquartered in Florida with approximately \$2.3 billion in assets and \$1.8 billion in deposits as of March 31, 2014.

**The BANKshares, Inc.**

1031 West Morse Boulevard, Suite 323

Winter Park, Florida 32789



Telephone: (407) 622-3183

BANKshares, headquartered in Winter Park, Florida, operates BankFIRST, which was founded in 1989 and has successfully executed a relationship-based business strategy resulting in a solid deposit franchise and an attractive commercial loan production network. Approximately 80% of BankFIRST's total deposits consist of

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low cost core deposit accounts, with approximately 39% of total deposits in noninterest bearing demand deposits. BANKshares subsidiary bank, BankFIRST, has 12 office locations in central and east central Florida and over \$674 million in assets as of March 31, 2014.

## **Recent Developments**

### ***2014 Second Quarter Results Seacoast***

On July 28, 2014, Seacoast reported financial results for the quarter ended June 30, 2014, which included the following:

*Pre-tax income* Income before income taxes decreased to \$3.4 million for the second quarter of 2014, down 9.8% from \$3.7 million in the first quarter of 2014, and up from \$3.0 million in the second quarter of 2013. Noninterest expenses were up \$1.9 million compared to the first quarter 2014 primarily as a result of legal and professional fees associated with the merger.

*Net income* Seacoast reported net income available to common shareholders of \$1.9 million for the second quarter of 2014, compared to net income available to common shareholders of \$2.3 million for the first quarter of 2014 and \$2.0 million for the second quarter of 2013. Diluted net income per common share for the second quarter of 2014 was \$0.07, compared to diluted net income per common share of \$0.09 for the first quarter of 2014 and \$0.11 for the second quarter of 2013.

*Strong improvement in credit quality drives performance* Total credit costs were \$(1.234) million for the second quarter of 2014, compared to \$(0.554) million for the first quarter of 2014 and \$1.169 million for the second quarter of 2013. Total credit costs consist of provision for loan losses plus other credit costs, which consist of losses on other real estate owned and repossessed assets and asset disposition expense. Net charge-offs (recoveries) were \$(112) thousand or (0.03)% annualized for the second quarter of 2014, compared to \$(139) thousand or (0.04)% annualized for the first quarter of 2014 and \$2.027 million or 0.64% annualized for the second quarter of 2013. Non-performing loan inflows were \$0.810 million in the second quarter of 2014, down from \$1.651 million in the first quarter of 2014 and \$2.949 million in the second quarter of 2013. Non-performing loans were \$21.7 million at June 30, 2014, down \$4.5 million, or 17.1%, from the first quarter of 2014 and down \$11.5 million, or 34.6%, from the second quarter of 2013. Total non-performing assets were \$27.9 million at June 30, 2014, down \$4.6 million, or 14.3%, from the first quarter of 2014 and down \$15.4 million, or 35.5%, from the second quarter of 2013. The non-performing assets to total assets ratio declined to 1.22% at June 30, 2014, compared to 1.41% at March 31, 2014, and 1.98% at June 30, 2013.

*Loan growth* Total loans were \$1.317 billion at June 30, 2014, a \$24 million increase from the first quarter of 2014 and a \$71 million increase from the second quarter of 2013.

*Net interest income* Net interest income for the second quarter of 2014 was \$16.8 million, compared to \$16.3 million for the first quarter of 2014 and \$16.2 million for the second quarter of 2013. The net interest margin

in the second quarter of 2014 was 3.10%, up 3 basis points from the first quarter of 2014 and down 2 basis points from the second quarter of 2013.

*Balance sheet* At June 30, 2014, total assets were \$2.294 billion, total deposits were \$1.806 billion and total shareholders' equity was \$234.4 million, compared to \$2.269 billion in total assets, \$1.806 billion in total deposits and \$198.6 million in total shareholders' equity at December 31, 2013.

*These results have not been audited or reviewed by Seacoast's registered independent public accountants, nor have any other review procedures been performed by them with respect to these results. Accordingly, no opinion or any other form of assurance can be provided with respect to this information. Seacoast's actual results could differ from these results based on the completion of the review by its registered independent public accountants of our interim consolidated financial statements for the six months ended June 30, 2014 when they are subsequently filed with the SEC.*

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The following provides information on *BANKshares* financial results for the quarter ended June 30, 2014:

*Pre-tax income* Income before income taxes increased to \$1,088 thousand for the second quarter of 2014, up 11.3% from the \$979 thousand reported in the first quarter of 2014 and up 47.8% from the \$736 thousand in the second quarter of 2013.

*Net income* *BANKshares* reported net income of \$623 thousand for the second quarter of 2014 as compared to the \$664 thousand reported in the first quarter of 2014 and \$499 thousand in the second quarter of 2013. The effective income tax rate in the second quarter of 2014 at 42.7% was an increase over the same quarter a year ago and first quarter 2014 as a result of expenses which are not deductible for federal income tax purposes related to costs associated with the pending merger. Diluted earnings per common share (assuming full vesting of share grants but not including conversion of preferred shares) for the second quarter of 2014 was \$0.05, compared to \$0.05 for the first quarter of 2014, and \$0.04 for the second quarter of 2013.

*Net interest income drove improved performance* Net interest income increased from \$5,463 thousand in the first quarter of 2014 to \$5,637 thousand in the second quarter of 2014, which was also an increase of \$402 thousand or 7.7% when compared to the second quarter of 2013. The increase in net interest income was principally a result of an increase in the amount of net loans outstanding, which stood at \$375,235 thousand at June 30, 2014 as compared to \$366,200 thousand at March 31, 2014 and \$352,016 thousand at June 30, 2013. The taxable equivalent net interest margin in the second quarter of 2014 was 4.27%, unchanged from the first quarter of 2014 but improved from the 3.87% recorded in the second quarter of 2013.

*Credit Costs* Total credit costs were \$358 thousand for the second quarter of 2014, compared to \$234 thousand for the first quarter of 2014 and \$919 thousand for the second quarter of 2013. Total credit costs consist of provision for loan losses plus other credit costs, which consist of net costs (including losses on sale) of other real estate owned. Net charge-offs (recoveries) were \$384 thousand or 0.41% annualized for the second quarter of 2014, compared to \$565 thousand or 0.61% annualized for the first quarter of 2014 and \$603 thousand or 0.69% annualized for the second quarter of 2013. Non-performing loans were \$3,752 thousand at June 30, 2014, down \$1,290 thousand, or 25.6%, from the end of the first quarter of 2014 and down \$5,170 thousand, or 57.9%, from the second quarter of 2013. Total non-performing assets were \$7,303 thousand at June 30, 2014, down \$3,261 thousand, or 30.9% from March 31, 2014 and down \$7,817 thousand or 51.7% from June 30, 2013.

*Noninterest Income* Noninterest income increased moderately to \$749 thousand in the second quarter of 2014 from \$701 thousand in the first quarter, and decreased from the \$1,269 thousand recorded in the second quarter of 2013. The decrease was primarily attributable to the absence, in 2014, of any income attributable to the Contingent note payable, whereas in the second quarter of 2013 \$467 thousand in income was attributable to that source.

*Noninterest Expenses* Noninterest expenses rose from \$5,052 thousand in the first quarter of 2014 to \$5,069 thousand in the second quarter, however non-recurring merger expenses of \$76 thousand and \$215 thousand were included in the first and second quarters respectively. Without those merger expenses, noninterest expense would have declined by \$122 thousand. Similarly, noninterest expenses for the second quarter of 2014 without the effects of merger expenses were \$113 thousand lower than the \$4,967 thousand recorded in the second quarter of 2013.

*Loan growth* Total loans net of the allowance for loan losses were \$375,235 thousand at June 30, 2014, a \$9,035 thousand increase from the end of the first quarter of 2014 and a \$23,219 thousand increase from the end of the second quarter of 2013.

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*Balance sheet* At June 30, 2014, total assets were \$687,987 thousand, total deposits were \$515,663 thousand and total stockholders' equity was \$132,455 thousand compared to total assets of \$656,028 thousand, total deposits of \$490,751 thousand and total stockholders' equity of \$129,596 thousand, all as of December 31, 2013.

*These results have not been audited or reviewed by BANKshares' registered independent public accountants, nor have any other review procedures been performed by them with respect to these results. Accordingly, no opinion or any other form of assurance can be provided with respect to this information.*

## ***Regulatory Approvals***

Completion of the merger and the bank merger are subject to various regulatory approvals, including approvals from the Board of Governors of the Federal Reserve System, referred to as the Federal Reserve, and the Office of the Comptroller of the Currency, referred to as the OCC. On July 11, 2014, the OCC approved the bank merger. On July 15, 2014, Seacoast submitted a letter to the Federal Reserve requesting a waiver from the application requirements of the Bank Holding Company Act Section 3(a)(5) in connection with the merger, which we expect to receive.

## **The Merger (see page 42)**

*The terms and conditions of the merger are contained in the merger agreement, a copy of which is included as Appendix A to this joint proxy statement/prospectus and is incorporated by reference herein. You should read the merger agreement carefully and in its entirety, as it is the legal document governing the merger.*

In the merger, BANKshares will merge with and into Seacoast, with Seacoast as the surviving company in the merger. Immediately following the merger of BANKshares into Seacoast, BankFIRST will merge with and into SNB, with SNB as the surviving bank of such merger.

## **Closing and Effective Time of the Merger (see page 74)**

The closing date is currently expected to occur in the fourth quarter of 2014. Simultaneously with the closing of the merger, Seacoast will file articles of merger with the Secretary of State of the State of Florida. The merger will become effective at such time as the articles of merger are filed or such other time as may be specified in the articles of merger. Neither Seacoast nor BANKshares can predict, however, the actual date on which the merger will be completed because it is subject to factors beyond each company's control, including whether or when the required regulatory approvals and the parties' respective shareholders' approvals will be received.

## **Merger Consideration (see page 74)**

Under the terms of the merger agreement, each share of BANKshares common and preferred stock outstanding immediately prior to the effective time of the merger (excluding certain shares held by Seacoast, BANKshares and their wholly-owned subsidiaries and dissenting shares described below) will be converted into the right to receive 0.4975 shares of Seacoast common stock. For each fractional share that would otherwise be issued, Seacoast will pay cash in an amount equal to such fractional part of a share of Seacoast common stock multiplied by the average closing price per share of Seacoast common stock on the Nasdaq Global Select Market for the 5 trading day period ending on the trading day preceding the date of the closing of the merger. No interest will be paid or accrue on cash payable to holders in lieu of fractional shares.

The value of the shares of Seacoast common stock to be issued in the merger will fluctuate between now and the closing date of the merger. Based on the closing price of Seacoast common stock on April 24, 2014, the date of the

signing of the merger agreement, the value of the per share merger consideration payable to BANKshares shareholders was approximately \$5.34. Based on the closing price of Seacoast common stock on July 25, 2014, the last practicable date before the date of this document, the value of the per share merger consideration payable to BANKshares shareholders was approximately \$5.13. BANKshares shareholders

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should obtain current sale prices for Seacoast common stock, which is traded on the Nasdaq Global Select Market under the symbol SBCF.

**Equivalent BANKshares Per Share Value (see page 31)**

Seacoast common stock trades on the Nasdaq Global Select Market under the symbol SBCF. Neither BANKshares common stock nor preferred stock is listed or traded on any established securities exchange or quotation system. Accordingly, there is no established public trading market for the BANKshares common or preferred stock. The following table presents the closing price of Seacoast common stock on April 24, 2014, the date of the public announcement of the merger agreement, and July 25, 2014, the last practicable trading day prior to the printing of this joint proxy statement/prospectus. The table also presents the equivalent value of the merger consideration per share of BANKshares common stock and preferred stock on those dates, calculated by multiplying the closing sales price of Seacoast common stock on those dates by the exchange ratio of 0.4975.

<b>Date</b>	<b>Seacoast closing sale price</b>	<b>Equivalent BANKshares per share value</b>
April 24, 2014	\$ 10.74	\$ 5.34
July 25, 2014	\$ 10.31	\$ 5.13

The value of the shares of Seacoast common stock to be issued in the merger will fluctuate between now and the closing date of the merger. BANKshares shareholders should obtain current sale prices for the Seacoast common stock.

**Exchange of Stock Certificates (see page 75)**

Promptly after the effective time of the merger, Seacoast's exchange agent, Continental Stock Transfer and Trust Company, will mail to each holder of record of BANKshares common and preferred stock that is converted into the right to receive the merger consideration a letter of transmittal and instructions for the surrender of the holder's BANKshares stock certificate(s) for the merger consideration (including cash in lieu of any fractional Seacoast shares) and any dividends or distributions to which such holder is entitled to pursuant to the merger agreement.

Please do not send in your certificate until you receive these instructions.

**Material U.S. Federal Income Tax Consequences of the Merger (see page 65)**

The merger is expected to qualify as a tax-free reorganization within the meaning of Section 368(a) of the Code, and accordingly holders of BANKshares common and preferred stock are not expected to recognize any gain or loss for U.S. federal income tax purposes on the exchange of shares of BANKshares common stock and preferred stock for shares of Seacoast common stock in the merger, except to the extent of cash received in lieu of any fractional shares of Seacoast common stock.

*The U.S. federal income tax consequences described above may not apply to all BANKshares shareholders. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your own tax advisor to determine the particular tax consequences of the merger to you.*

**Appraisal Rights (see page 68 and Appendix D)**



Under Florida law, BANKshares shareholders have the right to dissent from the merger and receive a cash payment equal to the fair value of their shares of BANKshares stock instead of receiving the merger consideration. To exercise appraisal rights, BANKshares shareholders must strictly follow the procedures established by Sections 607.1301 through 607.1333 of the Florida Business Corporation Act, or the FBCA,

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which include filing a written objection with BANKshares prior to the special meeting stating, among other things, that the shareholder will exercise his or her right to dissent if the merger is completed, and not voting for approval of the merger agreement. A shareholder's failure to vote against the merger agreement will not constitute a waiver of such shareholder's dissenters' rights.

### **Opinion of BANKshares's Financial Advisor (see page 47 and Appendix B)**

Hovde Group, LLC ( Hovde ) has delivered a written opinion to the board of directors of BANKshares that, as of the date of the merger agreement, based upon and subject to certain matters stated in the opinion, the exchange ratio in connection with the merger is fair to the holders of BANKshares common stock and preferred stock from a financial point of view. We have attached this opinion to this joint proxy statement/prospectus as Appendix B. The opinion of Hovde is not a recommendation to any BANKshares shareholder as to how to vote on the proposal to approve the merger agreement. You should read this opinion completely to understand the procedures followed, matters considered and limitations and qualifications on the reviews undertaken by Hovde in providing its opinion

For further information, please see the section entitled "The Merger - Opinion of BANKshares' Financial Advisor" beginning on page 47.

### **Opinion of Seacoast's Financial Advisor (see page 54 and Appendix C)**

Guggenheim Securities, LLC ( Guggenheim Securities ) delivered its opinion to the board of directors of Seacoast to the effect that, as of April 21, 2014 and based on the matters considered, the procedures followed, the assumptions made and various limitations of and qualifications to the review undertaken, the exchange ratio in the merger was fair, from a financial point of view, to Seacoast. The full text of Guggenheim Securities' written opinion, which is attached as Appendix C to this joint proxy statement/prospectus and which you should read carefully and in its entirety, is subject to the assumptions, limitations, qualifications and other conditions contained in such opinion and is necessarily based on economic, capital markets and other conditions, and the information made available to Guggenheim Securities, as of the date of such opinion.

**Guggenheim Securities' opinion was provided to Seacoast's board of directors (in its capacity as such) for its information and assistance in connection with its evaluation of the exchange ratio, did not constitute a recommendation to Seacoast's board of directors with respect to the merger, nor does it or any materials provided in connection therewith constitute advice or a recommendation to any holder of Seacoast common stock as to how to vote in the merger or otherwise. Guggenheim Securities' opinion addresses only the fairness, from a financial point of view, of the exchange ratio to Seacoast in connection with the merger and does not address any other term or aspect of the merger agreement, the merger or any other agreement, transaction document or instrument contemplated by the merger agreement or to be entered into or amended in connection with the merger or any financing or other transactions related thereto.**

For further information, please see the section entitled "The Merger - Opinion of Seacoast's Financial Advisor" beginning on page 54.

### **Recommendation of the Seacoast Board of Directors (see page 34)**

After careful consideration, the Seacoast board of directors recommends that Seacoast shareholders vote **FOR** the approval of the Seacoast share issuance proposal and the approval of the adjournment proposal described in this document. Each of the directors of Seacoast has entered into a support agreement with BANKshares, pursuant to which each has agreed to vote **FOR** the Seacoast share issuance proposal and any other matter required to be

approved by the shareholders of Seacoast to facilitate the transactions contemplated by the merger agreement, subject to the terms of the support agreements.

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For more information regarding the support agreements, please see the section entitled **Information About the Seacoast Special Meeting – Shares Subject to Support Agreements; Shares Held by Directors and Executive Officers.**

For a more complete description of Seacoast's reasons for the merger and the recommendations of the Seacoast board of directors, please see the section entitled **The Merger – Seacoast's Reasons for the Merger and Recommendations of the Board of Directors of Seacoast** beginning on page 47.

## **Recommendation of the BANKshares Board of Directors (see page 38)**

After careful consideration, the BANKshares board of directors recommends that BANKshares shareholders vote **FOR** the approval of the merger agreement and the approval of the adjournment proposal described in this document. Each of the directors of BANKshares has entered into a support agreement with Seacoast pursuant to which each has agreed to vote **FOR** the approval of the merger agreement and any other matter required to be approved by the shareholders of BANKshares to facilitate the transactions contemplated by the merger agreement, subject to the terms of the support agreements.

For more information regarding the support agreements, please see the section entitled **Information About the BANKshares Special Meeting – Shares Subject to Support Agreements; Shares Held by Directors and Executive Officers.**

For a more complete description of BANKshares' reasons for the merger and the recommendations of the BANKshares board of directors, please see the section entitled **The Merger – BANKshares's Reasons for the Merger and Recommendations of the Board of Directors of BANKshares** beginning on page 45.

## **Interests of BANKshares Directors and Executive Officers in the Merger (see page 72)**

In considering the recommendation of the BANKshares board of directors with respect to the merger agreement, you should be aware that some of BANKshares' directors and executive officers have interests in the merger that are different from, or in addition to, the interests of BANKshares' shareholders generally. Interests of officers and directors that may be different from or in addition to the interests of BANKshares' shareholders include:

The merger agreement provides for the acceleration of the vesting of certain BANKshares restricted stock and restricted stock units.

Certain of BANKshares' executive officers have entered into agreements with Seacoast that provide for the termination of existing employment agreements and provide for certain payments and benefits in connection with or following the merger.

BANKshares' directors and executive officers are entitled to continued indemnification and insurance coverage under the merger agreement.

These interests are discussed in more detail in the section entitled **The Merger – Interests of BANKshares Directors and Executive Officers in the Merger** beginning on page 72. The BANKshares board of directors was aware of the different or additional interests set forth herein and considered such interests along with other matters in adopting and approving the merger agreement and the transactions contemplated thereby, including the merger.

**Treatment of BANKshares Equity Awards (see page 72)**

The merger agreement provides that, immediately prior to the effective time, each then-outstanding award, grant, unit, option to purchase or other right to purchase shares of BANKshares common stock under a BANKshares equity plan, including any restricted stock awards, to (i) become vested in accordance with its terms, (ii) exercised in accordance with its terms or (iii) terminated. All such equity awards, to the extent they become vested or exercisable, will be cancelled and converted into the right to receive, at the effective time, the number of shares of Seacoast common stock equal to the exchange ratio.

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**Regulatory Approvals (see page 68)**

Completion of the merger and the bank merger are subject to various regulatory approvals, including approvals from the Board of Governors of the Federal Reserve System, referred to as the Federal Reserve, and the OCC. Notifications and/or applications requesting approvals for the merger or for the bank merger may also be submitted to other federal and state regulatory authorities and self-regulatory organizations. The parties have filed notices and applications to obtain the necessary regulatory approvals of the Federal Reserve and the OCC. Although the parties have received OCC approval for the bank merger and currently believe they should be able to obtain all remaining regulatory approvals in a timely manner, they cannot be certain when or if they will obtain them or, if obtained, whether they will contain terms, conditions or restrictions not currently contemplated that will be detrimental to or have a material adverse effect on the combined company after the completion of the merger. The regulatory approvals to which the completion of the merger and bank merger are subject are described in more detail under the section entitled "The Merger Regulatory Approvals," beginning on page 68.

**Conditions to Completion of the Merger (see page 83)**

The completion of the merger depends on a number of conditions being satisfied or, where permitted, waived, including:

the approval of the merger agreement by BANKshares shareholders;

the approval of the Seacoast share issuance by Seacoast shareholders;

all regulatory approvals from the Federal Reserve, the OCC, and any other regulatory approval required to consummate the merger and the bank merger shall have been obtained and remain in full force and effect and all statutory waiting periods shall have expired, and such approvals or consents shall not be subject to any conditions or consequences that would have a material adverse effect on Seacoast or any of its subsidiaries after the effective time of the merger;

the absence of any order, injunction or decree issued by any court or agency of competent jurisdiction or other law preventing or making illegal the consummation of the merger, the bank merger or the other transactions contemplated by the merger agreement;

the effectiveness of the Registration Statement on Form S-4, of which this joint proxy statement/prospectus is a part, under the Securities Act of 1933, as amended, or the Securities Act, and no order suspending such effectiveness having been issued or threatened;

the authorization for listing on the Nasdaq Global Select Market of the shares of Seacoast common stock to be issued in the merger;

the accuracy of the other party's representations and warranties in the merger agreement on the date of the merger agreement and as of the effective time of the merger (or such other date specified in the merger agreement) other than, in most cases, inaccuracies that would not reasonably be likely to have a material adverse effect on such party;

performance in all material respects by the other party of its respective obligations under the merger agreement;

the receipt of corporate authorizations and other certificates;

in the case of Seacoast, BANKshares' receipt of all consents required as a result of the transactions contemplated by the merger agreement pursuant to certain material contracts;

the absence of any material adverse effect on the other party;

receipt by each party of a legal opinion of its counsel or accounting advisor, as to the tax-free nature of the merger;

the maintenance by both parties of certain minimum consolidated tangible shareholders' equity amounts; and

in the case of Seacoast, the vesting, exercise or termination of BANKshares' equity awards.

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No assurance is given as to when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

**Third Party Proposals (see page 80)**

BANKshares has agreed to a number of limitations with respect to soliciting, negotiating and discussing acquisition proposals involving persons other than Seacoast, and to certain related matters. The merger agreement does not, however, prohibit BANKshares from considering an unsolicited bona fide acquisition proposal from a third party if certain specified conditions are met.

**Termination (see page 84)**

The merger agreement may be terminated at any time prior to the effective time of the merger, whether before or after the approval of the merger agreement by BANKshares shareholders:

by mutual consent of Seacoast and BANKshares;

by either Seacoast or BANKshares, if there is a breach by the other party of any representation, warranty, covenant or other agreement set forth in the merger agreement, that would, if occurring or continuing on the closing date, result in the failure to satisfy the closing conditions of the party seeking termination and such breach cannot be or is not cured within 30 days following written notice to the breaching party;

by either Seacoast or BANKshares, if a requisite regulatory consent has been denied and such denial has become final and non-appealable;

by either Seacoast or BANKshares, if the Seacoast or BANKshares shareholders fail to approve the merger agreement or the Seacoast share issuance in connection with the merger, as applicable, at a duly held meeting of such shareholders or any adjournment or postponement thereof;

by either Seacoast or BANKshares, if the merger has not been completed by December 31, 2014, unless the failure to complete the merger by such date is due to a breach of the merger agreement by the party seeking to terminate the merger agreement;

by Seacoast, if (i) the BANKshares board of directors withdraws, qualifies or modifies their recommendation that the BANKshares shareholders approve the merger agreement in a manner adverse to Seacoast, (ii) Seacoast fails to substantially comply with any of the provisions of the merger agreement relating to third party acquisition proposals, or (iii) the BANKshares board of directors recommends, endorses, accepts or agrees to a third party acquisition proposal;



by BANKshares, in order to enter into an agreement relating to a superior proposal in accordance with the provisions of the merger agreement relating to third party acquisition proposals (provided that BANKshares has not materially breached any such provisions and pays Seacoast the required termination fee); and

by Seacoast, if holders of more than 5% in the aggregate of BANKshares common stock have voted such shares against the merger agreement or the merger at the BANKshares special meeting and have given notice of their intent to exercise their dissenters' rights.

**Termination Fee (see page 85)**

BANKshares must pay Seacoast a termination fee of \$4.0 million if:

Seacoast terminates the merger agreement (i) as a result of a willful breach of a covenant, or agreement by BANKshares; (ii) because BANKshares has withdrawn, qualified or modified its recommendation to shareholders in a manner adverse to Seacoast; or (iii) because BANKshares has failed to substantially comply with the no-shop covenant or its obligations under the merger agreement by failing to hold a special meeting of BANKshares shareholders; and

BANKshares receives or there is a publicly announced third party acquisition proposal that has not been formally withdrawn or abandoned prior to the termination of the merger agreement; and

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within 12 months of the termination of the merger agreement, BANKshares either consummates a third party acquisition proposal or enters into a definitive agreement or letter of intent with respect to a third party acquisition proposal; or

Seacoast terminates the merger agreement as a result of the board of directors of BANKshares recommending, endorsing, accepting or agreeing to a third party acquisition proposal; or

BANKshares terminates the merger agreement because a superior proposal has been made and has not been withdrawn and BANKshares has accepted or agreed to an acquisition proposal (and none of BANKshares nor its representatives has failed to comply in all material respects with the terms of the merger agreement including third party acquisition proposals).

Except in the case of a willful breach of the merger agreement, the payment of the termination fee will fully discharge BANKshares from any losses that may be suffered by the other party arising out of the termination of the merger agreement.

**NASDAQ Listing (see page 79)**

Seacoast will cause the shares of Seacoast common stock to be issued to the holders of BANKshares common and preferred stock in the merger to be authorized for listing on the NASDAQ Global Select Market, subject to official notice of issuance, prior to the effective time of the merger.

**Accounting Treatment (see page 68)**

Seacoast will account for the merger under the acquisition method of accounting for business combinations under accounting principles generally accepted in the United States of America.

**Seacoast Special Meeting (see page 34)**

The special meeting of Seacoast shareholders will be held on September 18, 2014, at 3 p.m., local time, at the Wolf Technology Center, 2400 S.E. Salerno Road, Stuart, Florida. At the special meeting, Seacoast shareholders will be asked to vote on:

the proposal to approve the issuance of Seacoast common stock in connection with the merger;

the Seacoast adjournment proposal; and

any other matters as may properly be brought before the special meeting or any adjournment or postponement of the special meeting.

Holders of Seacoast common stock as of the close of business on July 25, 2014 record date are entitled to notice of and to vote at the Seacoast special meeting. As of the record date, there were an aggregate of 26,044,056 shares of Seacoast common stock outstanding and entitled to vote held by approximately 1,202 holders of record. Each Seacoast shareholder can cast one vote for each share of Seacoast common stock owned on the record date.

As of the record date, directors and executive officers of Seacoast and their affiliates owned and were entitled to vote 6,603,199 shares of Seacoast common stock, representing approximately 25.4% of the shares of Seacoast outstanding and entitled to vote on that date. As of the record date, BANKshares did not own or have the right to vote any of the outstanding shares of Seacoast common stock. As of the record date, one director of BANKshares owned or had the right to vote with respect to 5,473,984 shares of Seacoast common stock, representing approximately 21.0% of the shares Seacoast common stock outstanding.

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**BANKshares Special Meeting (see page 38)**

The special meeting of BANKshares shareholders will be held on September 18, 2014, at 1 p.m., local time, at 1031 West Morse Blvd., Suite 323, Winter Park, Florida 32789. At the special meeting, BANKshares shareholders will be asked to vote on:

the proposal to approve the merger agreement;

the BANKshares adjournment proposal; and

any other matters as may properly be brought before the special meeting or any adjournment or postponement of the special meeting.

Holders of BANKshares common and preferred stock as of the close of business on July 25, 2014 record date will be entitled to vote at the special meeting. As of the record date, there were an aggregate of 12,761,799 shares of BANKshares common stock and 1,476,666 shares of preferred stock outstanding and entitled to notice and to vote held by approximately 183 holders of record. Each BANKshares shareholder can cast one vote for each share of BANKshares voting common or preferred stock owned on the record date.

As of the record date, directors and executive officers of BANKshares and their affiliates owned and were entitled to vote 7,643,850 shares of BANKshares common stock, representing approximately 59.9% of the shares of BANKshares outstanding and entitled to vote on that date. As of the record date, Seacoast did not own or have the right to vote any of the outstanding shares of BANKshares common or preferred stock. As of the record date, one director of Seacoast owned or had the right to vote with respect to 5,103,618 shares of BANKshares common stock.

**Required Shareholder Votes (see pages 35 and 39)**

In order to approve the merger agreement, the holders of at least a majority of the outstanding shares of BANKshares common and preferred stock, voting as a separate class and entitled to vote at the BANKshares special meeting must vote in favor of the merger agreement. In order to approve the Seacoast share issuance in connection with the merger, a majority of the votes cast on the Seacoast share issuance proposal at the Seacoast special meeting must be voted in favor of the proposal.

**No Restrictions on Resale**

All shares of Seacoast common stock received by BANKshares shareholders in the merger will be freely tradable, except that shares of Seacoast received by persons who are or become affiliates of Seacoast for purposes of Rule 144 under the Securities Act may be resold by them only in transactions permitted by Rule 144, or as otherwise permitted under the Securities Act.

**Market Prices and Dividend Information (see page 32)**

Seacoast common stock is listed and trades on The NASDAQ Global Select Market under the symbol SBCF. As of March 31, 2014, there were 25,984,488 shares of Seacoast common stock outstanding. Approximately 48.9% of these shares are owned by institutional investors, as reported by NASDAQ. Seacoast's top two institutional investors own

approximately 27.4% of its outstanding stock. Seacoast has approximately 7,368 shareholders of record.

To Seacoast's knowledge, the only shareholders who owned more than 5% of the outstanding shares of Seacoast common stock on March 31, 2014 were: CapGen Capital Group III LP (21.1%), 120 West 45<sup>th</sup> Street, Suite 1010, New York, New York 10036; and Second Curve Capital, LLC (6.3%), 237 Park Avenue, 9<sup>th</sup> Floor, New York, NY 10017.

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Neither BANKshares common stock nor preferred stock is listed or traded on any established securities exchange or quotation system. Accordingly, there is no established public trading market for the BANKshares common stock or preferred stock. The shares of BANKshares common and preferred stock are not traded on any exchange or other organized market. BANKshares is not aware of any sales of shares of BANKshares common stock or preferred stock that have occurred after January 1, 2012. Transactions in the shares are privately negotiated directly between the purchaser and sales, if they do occur, are not subject to any reporting system. The shares of BANKshares are not traded frequently. As of March 31, 2014, there were 12,550,103 shares of BANKshares common stock outstanding held by approximately 161 shareholders of record. In addition, there were 1,476,666 shares of preferred stock outstanding as of March 31, 2014 held by approximately 15 shareholders of record.

The following tables show, for the indicated periods, the high and low sales prices per share for Seacoast common stock, as reported on NASDAQ. Seacoast did not pay cash dividends on its common stock during the periods indicated.

	<b>Seacoast Common Stock</b>		
	<b>High</b>	<b>Low</b>	<b>Dividends</b>
<b>2014</b>			
First Quarter	\$ 12.51	\$ 10.55	\$ 0.00
Second Quarter	\$ 11.28	\$ 10.00	\$ 0.00
Third Quarter (through July 25, 2014)	\$ 11.05	\$ 10.16	\$ 0.00
<b>2013</b>			
First Quarter	\$ 11.25	\$ 7.75	\$ 0.00
Second Quarter	\$ 11.00	\$ 8.50	\$ 0.00
Third Quarter	\$ 12.30	\$ 10.10	\$ 0.00
Fourth Quarter	\$ 12.49	\$ 10.10	\$ 0.00
<b>2012</b>			
First Quarter	\$ 9.70	\$ 7.50	\$ 0.00
Second Quarter	\$ 9.55	\$ 6.85	\$ 0.00
Third Quarter	\$ 8.45	\$ 6.60	\$ 0.00
Fourth Quarter	\$ 8.25	\$ 6.90	\$ 0.00

Dividends from SNB are Seacoast's primary source of funds to pay dividends on its common stock. Under the National Bank Act, national banks may in any calendar year, without the approval of the OCC, pay dividends to the extent of net profits for that year, plus retained net profits for the preceding two years (less any required transfers to surplus). The need to maintain adequate capital in SNB also limits dividends that may be paid to Seacoast. Beginning in the third quarter of 2008, Seacoast reduced its dividend per share of common stock to de minimis \$0.01. On May 19, 2009, Seacoast's board of directors voted to suspend quarterly dividends on its common stock entirely.

Any dividends paid on Seacoast's common stock would be declared and paid at the discretion of its board of directors and would be dependent upon Seacoast's liquidity, financial condition, results of operations, capital requirements and such other factors as the board of directors may deem relevant. Seacoast does not expect to pay dividends on its common stock in the foreseeable future and expects to retain all earnings, if any, to support its capital adequacy and growth.

BANKshares has not paid any dividends on the shares of BANKshares common stock or preferred stock.

**Comparison of Shareholders' Rights (see page 87)**

The rights of BANKshares shareholders who continue as Seacoast shareholders after the merger will be governed by the articles of incorporation and bylaws of Seacoast rather than the articles of incorporation and

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bylaws of BANKshares. For more information, please see the section entitled "Comparison of Shareholders' Rights" beginning on page 87.

**Risk Factors (see page 20)**

Before voting at the Seacoast or BANKshares special meeting, you should carefully consider all of the information contained or incorporated by reference into this joint proxy statement/prospectus, including the risk factors set forth in the section entitled "Risk Factors" beginning on page 20 or described in Seacoast's reports filed with the SEC, which are incorporated by reference into this joint proxy statement/prospectus. Please see "Documents Incorporated by Reference" beginning on page 132.



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**RISK FACTORS**

*An investment in Seacoast common stock in connection with the merger involves risks. Seacoast describes below the material risks and uncertainties that it believes affect its business and an investment in the Seacoast common stock. In addition to the other information contained in, or incorporated by reference into, this joint proxy statement/prospectus, including Seacoast's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, and the matters addressed under Forward-Looking Statements, you should carefully read and consider all of the risks and all other information contained in this joint proxy statement/prospectus in deciding whether to vote to approve the merger agreement or share issuance, as the case may be. Additional Risk Factors included in Item 1A in Seacoast's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 are incorporated by reference. You should read and consider those Risk Factors in addition to the Risk Factors listed below. If any of the risks described in this joint proxy statement/prospectus occur, Seacoast's financial condition, results of operations and cash flows could be materially and adversely affected. If this were to happen, the value of the Seacoast common stock could decline significantly, and you could lose all or part of your investment.*

**Risks Associated with the Merger**

***The market price of Seacoast common stock after the merger may be affected by factors different from those currently affecting BANKshares or Seacoast.***

The businesses of Seacoast and BANKshares differ in some respects and, accordingly, the results of operations of the combined company and the market price of Seacoast's shares of common stock after the merger may be affected by factors different from those currently affecting the independent results of operations of each of Seacoast and BANKshares. For a discussion of the business of Seacoast and of certain factors to consider in connection with that business, see the documents incorporated by reference into this joint proxy statement/prospectus and referred to under Documents Incorporated by Reference.

***Because the sale price of Seacoast common stock will fluctuate, you cannot be sure of the value of the merger consideration that you will receive in the merger until the closing.***

Under the terms of the merger agreement, each share of BANKshares common and preferred stock outstanding immediately prior to the effective time of the merger (excluding dissenting shares) will be converted into the right to receive 0.4975 shares of Seacoast common stock (plus cash in lieu of fractional shares). The value of the shares of Seacoast common stock to be issued to BANKshares shareholders in the merger will fluctuate between now and the closing date of the merger due to a variety of factors, including general market and economic conditions, changes in the parties' respective businesses, operations and prospects, and regulatory considerations, among other things. Many of these factors are beyond the control of Seacoast and BANKshares. We make no assurances as to whether or when the merger will be completed. BANKshares shareholders should obtain current sale prices for shares of Seacoast common stock before voting their shares of BANKshares common stock at the special meeting.

***Shares of Seacoast common stock to be received by BANKshares shareholders as a result of the merger will have rights different from the shares of BANKshares common and preferred stock.***

Upon completion of the merger, the rights of former BANKshares shareholders will be governed by the articles of incorporation, as amended, and bylaws of Seacoast. The rights associated with BANKshares common and preferred stock are different from the rights associated with Seacoast common stock, although both companies are organized under Florida law. Please see the section entitled Comparison of Shareholders' Rights beginning on page 87 for a discussion of the different rights associated with Seacoast common stock.



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***Seacoast and BANKshares shareholders will have a reduced ownership and voting interest after the merger and will exercise less influence over management.***

Seacoast shareholders currently have the right to vote in the election of the board of directors of Seacoast and on other matters affecting Seacoast. BANKshares shareholders currently have the right to vote in the election of the board of directors of BANKshares and on other matters affecting BANKshares. Upon the completion of the merger, each party's shareholders will be a shareholder of Seacoast with a percentage ownership of Seacoast that is smaller than such shareholder's current percentage ownership of Seacoast or BANKshares, as applicable. It is currently expected that the former shareholders of BANKshares as a group will receive shares in the merger constituting approximately 21.4% of the outstanding shares of the combined company's common stock immediately after the merger. Because of this, BANKshares and Seacoast shareholders will have less influence on the management and policies of the combined company than they now have on the management and policies of Seacoast or BANKshares, as applicable.

***CapGen is the largest shareholder of both Seacoast and BANKshares and its ownership position in both Seacoast and BANKshares causes them to be bank holding companies under the law and, as a result, the merger may require additional regulatory approvals and commitments.***

CapGen Capital Group III LP, and its general partner, CapGen Capital Group III LLC, are bank holding companies of Seacoast, and CapGen Capital Group LP and its general partner, CapGen Capital Group LLC, are bank holding companies of BANKshares. CapGen owns approximately 21% of the outstanding shares of Seacoast common stock and approximately 39.18% of the outstanding shares of BANKshares common stock. Each of CapGen Capital Group III LP and CapGen Capital Group III LLC may require certain approvals and commitments of the Federal Reserve before we can complete the merger. Furthermore, each of the CapGen entities executed a shareholder support agreement to vote in favor of the merger and the merger consideration, but the support agreements are subject to each CapGen entity obtaining the appropriate regulatory approvals and commitments. The receipt of such CapGen regulatory approvals and commitments may delay the closing of the merger and there can be no assurance that such approvals will be granted or obtained in a timely fashion.

***Seacoast and BANKshares will be subject to business uncertainties and contractual restrictions while the merger is pending.***

Uncertainty about the effect of the merger on employees, customers, suppliers and vendors may have an adverse effect on the business, financial condition and results of operations of BANKshares and Seacoast. These uncertainties may impair Seacoast's or BANKshares' ability to attract, retain and motivate key personnel, depositors and borrowers pending the consummation of the merger, as such personnel, depositors and borrowers may experience uncertainty about their future roles following the consummation of the merger. Additionally, these uncertainties could cause customers (including depositors and borrowers), suppliers, vendors and others who deal with Seacoast or BANKshares to seek to change existing business relationships with Seacoast or BANKshares or fail to extend an existing relationship. In addition, competitors may target each party's existing customers by highlighting potential uncertainties and integration difficulties that may result from the merger.

Seacoast and BANKshares have a small number of key personnel. The pursuit of the merger and the preparation for the integration may place a burden on each company's management and internal resources. Any significant diversion of management attention away from ongoing business concerns and any difficulties encountered in the transition and integration process could have a material adverse effect on each company's business, financial condition and results of operations.

In addition, the merger agreement restricts each party from taking certain actions without the other party's consent while the merger is pending. These restrictions may, among other matters, prevent such party from pursuing otherwise attractive business opportunities, selling assets, incurring indebtedness, engaging in significant capital expenditures in excess of certain limits set forth in the merger agreement, entering into other transactions or making other changes to such party's business prior to consummation of the merger or termination of the merger agreement. These restrictions could have a material adverse effect on each party's business, financial condition and results of

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operations. Please see the section entitled "The Merger Agreement - Conduct of Business Pending the Merger" beginning on page 76 for a description of the covenants applicable to BANKshares and Seacoast.

***Seacoast may fail to realize the cost savings estimated for the merger.***

Although Seacoast estimates that it will realize cost savings from the merger when fully phased in, it is possible that the estimates of the potential cost savings could turn out to be incorrect. For example, the combined purchasing power may not be as strong as expected, and therefore the cost savings could be reduced. In addition, unanticipated growth in Seacoast's business may require Seacoast to continue to operate or maintain some facilities or support functions that are currently expected to be combined or reduced. The cost savings estimates also depend on Seacoast's ability to combine the businesses of Seacoast and BANKshares in a manner that permits those costs savings to be realized. If the estimates turn out to be incorrect or Seacoast is not able to combine the two companies successfully, the anticipated cost savings may not be fully realized or realized at all, or may take longer to realize than expected.

***The combined company expects to incur substantial expenses related to the merger.***

The combined company expects to incur substantial expenses in connection with completing the merger and combining the business, operations, networks, systems, technologies, policies and procedures of Seacoast and BANKshares. Although Seacoast and BANKshares have assumed that a certain level of transaction and combination expenses would be incurred, there are a number of factors beyond their control that could affect the total amount or the timing of their combination expenses. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately at the present time. Due to these factors, the transaction and combination expenses associated with the merger could, particularly in the near term, exceed the savings that the combined company expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings related to the combination of the businesses following the completion of the merger. In addition, prior to completion of the merger, each of BANKshares and Seacoast will incur or have incurred substantial expenses in connection with the negotiation and completion of the transactions contemplated by the merger agreement. If the merger is not completed, Seacoast and BANKshares would have to recognize these expenses without realizing the anticipated benefits of the merger.

***Seacoast and BANKshares may waive one or more of the conditions to the merger without re-soliciting shareholder approval for the merger.***

Each of the conditions to the obligations of Seacoast and BANKshares to complete the merger may be waived, in whole or in part, to the extent permitted by applicable law, by agreement of Seacoast and BANKshares, if the condition is a condition to both parties' obligation to complete the merger, or by the party for which such condition is a condition of its obligation to complete the merger. The boards of directors of Seacoast and BANKshares may evaluate the materiality of any such waiver to determine whether amendment of this joint proxy statement/prospectus and re-solicitation of proxies are necessary. Seacoast and BANKshares, however, generally do not expect any such waiver to be significant enough to require re-solicitation of shareholders. In the event that any such waiver is not determined to be significant enough to require re-solicitation of shareholders, the companies will have the discretion to complete the merger without seeking further shareholder approval.

***The merger is expected to qualify as a tax-free reorganization within the meaning of the Code.***

It is expected that the merger will qualify as a tax-free reorganization within the meaning of Section 368(a) of the Code. If the merger does not qualify as a tax-free reorganization, then the holders of shares of BANKshares common stock and preferred stock will recognize any gain with respect to the entire consideration received in the merger, including the per share stock consideration received. The consequences of the merger to any particular BANKshares

shareholder will depend on that shareholder's individual situation. **We strongly urge you to consult your own tax advisor to determine the particular tax consequences of the merger to you.**

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***Regulatory approvals may not be received, may take longer than expected or impose conditions that are not presently anticipated.***

Before the transactions contemplated by the merger agreement, including the merger and the bank merger, may be completed, various approvals must be obtained from bank regulatory authorities. Certain parent company investors in Seacoast and BANKshares, respectively, each of which represent investment funds organized by CapGen Financial Group, will also combine as a result of the merger of SNB and BankFIRST, and such combination may require additional bank regulatory approvals be obtained before the transactions contemplated by the merger agreement, including the merger and the bank merger, may be completed. These governmental entities may impose conditions on the granting of such approvals. Such conditions or changes and the process of obtaining regulatory approvals could have the effect of delaying completing the merger or of imposing additional costs or limitations on Seacoast following the merger. Although we have received OCC approval for the bank merger, the remaining regulatory approvals may not be received at all, may not be received in a timely fashion, and may contain conditions on the completion of the merger that are not anticipated or have a material adverse effect. If the consummation of the merger is delayed, including by a delay in receipt of necessary governmental approvals, the business, financial condition and results of operations of each company may also be materially adversely affected.

***The fairness opinions of Seacoast s and BANKshares financial advisors will not reflect changes in circumstances between the dates of the opinions and the completion of the merger.***

Each of the Seacoast and BANKshares board of directors received opinions from its respective financial advisors to address the fairness of the exchange ratio from a financial point of view as of the date of such opinions. Subsequent changes in the operation and prospects of Seacoast or BANKshares, general market and economic conditions and other factors that may be beyond the control of Seacoast or BANKshares, and on which Seacoast s and BANKshares financial advisors opinions were based, may significantly alter the value of Seacoast or BANKshares or the prices of the shares of Seacoast common stock or BANKshares common and preferred stock by the time the merger is completed. Because Seacoast and BANKshares do not anticipate asking their respective advisors to update their opinions, the opinions will not address the fairness of the merger consideration from a financial point of view at the time the merger is completed, or as of any other date other than the date of such opinions. For a description of the opinions that Seacoast and BANKshares received from their respective financial advisors, please refer to the sections entitled The Merger Opinion of BANKshares Financial Advisor beginning on page 47 and The Merger Opinion of Seacoast s Financial Advisor beginning on page 54.

***BANKshares executive officers and directors have financial interests in the merger that are different from, or in addition to, the interests of BANKshares shareholders.***

Executive officers of BANKshares negotiated the terms of the merger agreement with Seacoast, and the BANKshares board of directors approved (excluding the CapGen director who abstained) and recommended that BANKshares shareholders vote to approve the merger agreement. In considering these facts and the other information contained in this joint proxy statement/prospectus, you should be aware that certain BANKshares and BankFIRST executive officers and directors have financial interests in the merger that are different from, or in addition to, the interests of BANKshares shareholders generally. See The Merger Interests of BANKshares Directors and Executive Officers in the Merger on page 72 for information about these financial interests.

***The unaudited pro forma combined condensed consolidated financial information included in this document is illustrative only and the actual financial condition and results of operations after the merger may differ materially.***

The unaudited pro forma combined condensed consolidated financial information in this document is presented for illustrative purposes only and is not necessarily indicative of what Seacoast's actual financial condition or results of operations would have been had the merger been completed on the dates indicated. The



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pro forma combined condensed consolidated financial information reflects adjustments, which are based upon preliminary estimates, to record the BANKshares identifiable tangible and intangible assets acquired and liabilities assumed at fair value. The purchase price allocation reflected in this document is preliminary and the final allocation of the purchase price will be based upon the actual purchase price and the fair value of the assets and liabilities of BANKshares as of the date of the completion of the merger. Accordingly, the final acquisition accounting adjustments may differ materially from the pro forma adjustments reflected in this document. For more information, please see the section entitled Unaudited Pro Forma Combined Consolidated Financial Information beginning on page 134.

***The termination fees and the restrictions on third party acquisition proposals set forth in the merger agreement may discourage others from trying to acquire BANKshares.***

Until the completion of the merger, with some limited exceptions, BANKshares is prohibited from soliciting, initiating, encouraging or participating in any discussion concerning a proposal to acquire BANKshares, such as a merger or other business combination transaction, with any person other than Seacoast. In addition, BANKshares has agreed to pay to Seacoast in certain circumstances a termination fee equal to \$4.0 million. These provisions could discourage other companies from trying to acquire BANKshares even though those other companies might be willing to offer greater value to BANKshares shareholders than Seacoast has offered in the merger. The payment of any termination fee could also have an adverse effect on BANKshares financial condition. See The Merger Agreement Third Party Proposals beginning on page 80 and The Merger Agreement Termination Fee beginning on page 85.

***Failure of the merger to be completed, the termination of the merger agreement or a significant delay in the consummation of the merger could negatively impact Seacoast and BANKshares.***

If the merger is not consummated, the ongoing business, financial condition and results of operations of each party may be materially adversely affected and the market price of each party's common stock and preferred stock may decline significantly, particularly to the extent that the current market price reflects a market assumption that the merger will be consummated. If the consummation of the merger is delayed, the business, financial condition and results of operations of each company may be materially adversely affected. If the merger agreement is terminated and a party's board of directors seeks another merger or business combination, such party's shareholders cannot be certain that such party will be able to find a party willing to engage in a transaction on more attractive terms than the merger.

***Some of the performing loans in the BANKshares loan portfolio being acquired by Seacoast may be under collateralized, which could affect Seacoast's ability to collect all of the loan amount due.***

In an acquisition transaction, the purchasing financial institution may be acquiring under collateralized loans from the seller. Under collateralized loans are risks that are inherent in any acquisition transaction and are mitigated through the loan due diligence process that the purchaser performs and the estimated fair market value adjustment that the purchaser places on the seller's loan portfolio. The year a loan was originated can impact the current value of the collateral. Many Florida banks have performing loans that are under collateralized because of the decline in real estate values during the 2006 through 2010 economic downturn. While real estate values generally commenced stabilizing in 2011, and in some markets began to increase in recent years, nonetheless like other financial services institutions, BANKshares and Seacoast's loan portfolios have under collateralized loans that are still performing.

When it acquires another loan portfolio, Seacoast will place what is referred to as a fair market value adjustment on the acquired loan portfolio to address certain risks, including those relating to under collateralized loans. With respect to the BANKshares loan portfolio, Seacoast has placed a preliminary \$16 million fair value adjustment which Seacoast believes is adequate to mitigate the risk of under collateralized performing loans. Seacoast has engaged a third party valuation firm who will value the acquired loan portfolio as of the acquisition



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date. There is no assurance that the adjustment that Seacoast has placed on the BANKshares loan portfolio to mitigate against under collateralized performing loans will be adequate or that Seacoast will not incur losses that could be greater than this adjustment.

**Risks Associated with Seacoast's Business**

***New lines of business or new products and services may subject Seacoast to additional risks.***

From time to time, Seacoast may implement or may acquire new lines of business or offer new products and services within existing lines of business. There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business and/or new products and services, Seacoast may invest significant time and resources. Initial timetables for the introduction and development of new lines of business and/or new products or services may not be achieved and price and profitability targets may not prove feasible. External factors, such as compliance with regulations, competitive alternatives and shifting market preferences, may also impact the successful implementation of a new line of business or a new product or service. Furthermore, any new line of business and/or new product or service could have a significant impact on the effectiveness of Seacoast's system of internal controls. Failure to successfully manage these risks in the development and implementation of new lines of business or new products or services could have a material adverse effect on Seacoast's business, financial condition and results of operations.

***An interruption in or breach in security of Seacoast's information systems may result in a loss of customer business and have an adverse effect on Seacoast's results of operations, financial condition and cash flows.***

Seacoast relies heavily on communications and information systems to conduct its business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in Seacoast's customer relationship management, general ledger, deposits, servicing or loan origination systems. If any such failures, interruptions or security breaches of its communications or information systems occur, they may not be adequately addressed by Seacoast. Further, the occurrence of any such failures, interruptions or security breaches could damage Seacoast's reputation, result in a loss of customer business, subject Seacoast to additional regulatory scrutiny or expose Seacoast to civil litigation and possible financial liability, any of which could have a material adverse effect on Seacoast's results of operations, financial condition and cash flows.

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**CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING STATEMENTS**

Certain statements contained in this joint proxy statement/prospectus, including statements included or incorporated by reference in this joint proxy statement/prospectus, are not statements of historical fact and constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, and are intended to be protected by the safe harbor provided by the same. These statements are subject to risks and uncertainties, and include information about possible or assumed future results of operations of Seacoast after the merger is completed as well as information about the merger. Words such as believes, expects, anticipates, estimates, intends, would, continue, should, may, or similar expressions, or the negatives thereof, are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. Many possible events or factors could affect the future financial results and performance of each of Seacoast and BANKshares before the merger or Seacoast after the merger, and could cause those results or performance to differ materially from those expressed in the forward-looking statements. These possible events or factors include, but are not limited to:

the failure to obtain the approval of shareholders of Seacoast and BANKshares in connection with the merger;

the timing to consummate the proposed merger;

the risk that a condition to closing of the proposed merger may not be satisfied;

the risk that a regulatory approval that may be required for the proposed merger is not obtained or is obtained subject to conditions that are not anticipated;

the parties' ability to achieve the synergies and value creation contemplated by the proposed merger;

the parties' ability to promptly and effectively integrate the businesses of Seacoast and BANKshares;

the diversion of management time on issues related to the merger;

the failure to consummate or delay in consummating the merger for other reasons;

changes in laws or regulations; and

changes in general economic conditions

For additional information concerning factors that could cause actual conditions, events or results to materially differ from those described in the forward-looking statements, please refer to the Risk Factors section of this joint proxy

statement/prospectus, as well as the factors set forth under the headings Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations in Seacoast's most recent Form 10-K report and to Seacoast's most recent Form 8-K reports, which are available online at [www.sec.gov](http://www.sec.gov), and are incorporated by reference herein. No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of Seacoast or BANKshares. The forward-looking statements are made as of the date of this joint proxy statement/prospectus or the date of the applicable document incorporated by reference into this joint proxy statement/prospectus. We undertake no obligation to publicly update or otherwise revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**Table of Contents****SEACOAST SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA**

The following selected historical consolidated financial data as of and for the twelve months ended December 31, 2013, 2012, 2011, 2010 and 2009 is derived from the audited consolidated financial statements of Seacoast. The following selected historical consolidated financial data as of and for the three months ended March 31, 2014 and 2013, is derived from the unaudited consolidated financial statements of Seacoast and has been prepared on the same basis as the selected historical consolidated financial data derived from the audited consolidated financial statements and, in the opinion of Seacoast's management, reflects all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of this data for those dates.

The results of operations as of and for the three months ended March 31, 2014, are not necessarily indicative of the results that may be expected for the twelve months ending December 31, 2014 or any future period. You should read the following selected historical consolidated financial data in conjunction with: (i) the section entitled

Management's Discussion and Analysis of Financial Condition and Results of Operations and Seacoast's audited consolidated financial statements and accompanying notes included in Seacoast's Annual Report on Form 10-K for the twelve months ended December 31, 2013; and (ii) the section entitled Management's Discussion and Analysis of Financial Condition and Results of Operations and Seacoast's unaudited consolidated financial statements and accompanying notes included in Seacoast's Quarterly Report on Form 10-Q for the three months ended March 31, 2014, both of which are incorporated by reference into this joint proxy statement/prospectus. See Documents Incorporated by Reference.

	<b>(unaudited)</b>						
	<b>Three Months ended</b>		<b>Year ended December 31,</b>				
	<b>March 31,</b>		<b>2012</b>				
	<b>2014</b>	<b>2013</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Net interest income	\$ 16,221	\$ 16,000	\$ 65,206	\$ 64,809	\$ 66,839	\$ 66,212	\$ 73,589
Provision for loan losses	(735)	953	3,188	10,796	1,974	31,680	124,767
Noninterest income:							
Other	5,558	5,931	24,319	21,444	18,345	18,134	17,495
Loss on sale of commercial loan				(1,238)			
Securities gains, net	17	25	419	7,619	1,220	3,687	5,399
Noninterest expenses	18,783	18,959	75,152	82,548	77,763	89,556	130,227
Income (loss) before income taxes	3,748	2,044	11,604	(710)	6,667	(33,203)	(158,511)
Provision (benefit) for income taxes	1,449		(40,385)				(11,825)

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Net income (loss)	\$ 2,299	\$ 2,044	\$ 51,989	\$ (710)	\$ 6,667	\$ (33,203)	\$ (146,686)
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Per Share Data

Net income (loss) available to common shareholders:

Diluted	0.09	0.06	2.44	(0.24)	0.16	2.41	(23.39)
Basic	0.09	0.06	2.46	(0.24)	0.16	2.41	(23.39)

Cash dividends declared	0.00	0.00	0.00	0.00	0.00	0.00	0.05
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Book value per share common	8.79	6.20	8.40	6.16	6.46	6.42	9.25
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Dividends to net income (%)	0.0	0.0	0.0	0.0	0.0	0.0	n/m <sup>(1)</sup>
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Assets	\$ 2,315,992	\$ 2,202,049	\$ 2,268,940	\$ 2,173,929	\$ 2,137,375	\$ 2,016,381	\$ 2,151,315
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Securities	658,512	649,196	641,611	656,868	668,339	462,001	410,735
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Net loans	1,292,984	1,202,270	1,284,139	1,203,977	1,182,509	1,202,864	1,352,311
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Deposits	1,819,795	1,762,164	1,806,045	1,758,961	1,718,741	1,637,228	1,779,434
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Shareholders equity	228,382	166,705	198,604	165,546	170,077	166,299	151,935
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Performance ratios:

Return on average assets	0.41	0.38	2.38	(0.03)	0.32	(1.60)	(6.58)
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Return on average equity	4.02	5.09	28.36	(0.43)	4.03	(19.30)	(73.79)
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Net interest margin <sup>(2)</sup>	3.07	3.15	3.15	3.22	3.42	3.37	3.55
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Average equity to average assets	10.13	7.50	8.38	7.81	8.01	8.27	8.92
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(1) Not meaningful

(2) On a fully taxable equivalent basis

**Table of Contents****BANKSHARES SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA**

The following selected historical consolidated financial data as of and for the twelve months ended December 31, 2013, 2012, 2011, 2010 and 2009 is derived from the audited consolidated financial statements of BANKshares. The following selected historical consolidated financial data as of and for the three months ended March 31, 2014 and 2013, is derived from the unaudited consolidated financial statements of BANKshares and has been prepared on the same basis as the selected historical consolidated financial data derived from the audited consolidated financial statements and, in the opinion of BANKshares management, reflects all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of this data for those dates.

The results of operations as of and for the three months ended March 31, 2014, are not necessarily indicative of the results that may be expected for the twelve months ending December 31, 2014 or any future period. You should read the following selected historical consolidated financial data in conjunction with the section entitled Management's Discussion and Analysis of Financial Condition and Results of Operations

	<b>(unaudited)</b>		<b>Year Ended December 31,</b>				
	<b>Three months ended</b>		<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
	<b>2014</b>	<b>2013</b>					
	<b>March 31,</b>						
Net interest income	\$ 5,463	\$ 5,077	\$ 21,059	\$ 21,801	\$ 19,451	\$ 20,085	\$ 19,725
Provision for loan losses	133	334	1,435	1,771	2,066	4,788	5,936
Noninterest income:							
Other	692	789	3,078	3,068	2,733	2,771	2,532
Contingent note recovery			1,286				
Gain (loss) on sale of securities available for sale	9	49	51	2,017	(4)	493	84
Noninterest expenses	5,052	5,054	20,358	23,614	20,432	21,694	21,602
Earnings (loss) before income taxes	979	527	3,681	1,501	(318)	(3,133)	(5,197)
Provision (benefit) for income taxes	315	163	662	375	(397)	(1,483)	(2,116)
Net earnings (loss)	\$ 664	\$ 364	\$ 3,019	\$ 1,126	\$ 79	\$ (1,650)	\$ (3,081)
Net earnings (loss) available to common stockholders :							
Diluted <sup>(1)</sup>	0.05	0.03	0.24	0.09	0.01	(0.12)	(0.22)
Basic <sup>(2)</sup>	0.05	0.03	0.24	0.09	0.01	(0.12)	(0.22)
Cash dividends declared							
Book value per share common <sup>(3)</sup>	10.45	10.34	10.33	10.30	10.28	9.13	9.28
Tangible book value per share common <sup>(3)</sup>	4.42	4.13	4.26	4.05	4.16	3.46	3.39
	3.89	3.66	3.78	3.58	3.68	3.43	3.37



Tangible book value per share common and preferred <sup>(4)</sup>							
Dividends to net earnings							
Assets	\$ 674,072	\$ 671,467	\$ 656,028	\$ 664,774	\$ 608,566	\$ 600,754	\$ 604,738
Securities available for sale	146,199	169,565	150,892	174,259	149,462	125,115	123,571
Net loans (including loans held for sale)	366,200	339,759	360,739	334,515	289,615	295,548	321,706
Deposits	506,231	506,449	490,751	499,225	409,238	401,759	404,735
Stockholders' equity	131,109	129,209	129,596	128,649	127,958	126,751	128,609
Stockholders' tangible equity	55,432	51,680	53,490	50,570	51,705	48,003	46,951
Performance ratios:							
Return on average assets	0.40	0.22	1.83	0.65	0.05	(1.10)	(2.05)
Return on average tangible equity	4.83	2.78	22.03	8.60	0.65	(12.49)	(24.27)
Net interest margin <sup>(5)</sup>	4.27	3.85	4.03	3.84	4.08	4.50	4.33
Average tangible equity to average assets	8.38	7.95	8.31	7.54	8.00	8.81	8.43

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- (1) *Diluted net earnings (loss) available to common stockholders includes nonvested share grants and does not assume conversion of the Preferred shares.*
- (2) *Basic net earnings (loss) available to common stockholders excludes nonvested share grants and does not assume the conversion of the preferred shares.*
- (3) *Book value and tangible book value per share common excludes nonvested share grants and does not assume the conversion of the preferred shares.*
- (4) *Tangible book value per share common and preferred includes nonvested share grants and does assume the conversion of the preferred shares.*
- (5) *On a fully taxable equivalent basis.*

**Table of Contents****SUMMARY UNAUDITED PRO FORMA CONDENSED COMBINED****CONSOLIDATED FINANCIAL DATA**

The following table presents selected unaudited pro forma combined consolidated financial data about the financial condition and results of operations of Seacoast giving effect to the merger. See *The Merger Accounting Treatment*.

The following table presents the information as if the merger had become effective on March 31, 2014 and December 31, 2013, respectively, with respect to condensed consolidated balance sheet data, and on January 1, 2014, with respect to condensed consolidated statement of earnings data. The selected unaudited pro forma combined consolidated financial data have been derived from, and should be read in conjunction with, the historical financial information that Seacoast and BANKshares have incorporated by reference into, or included, in this joint proxy statement/prospectus as of and for the indicated periods. See *Unaudited Pro Forma Combined Consolidated Financial Information, Documents Incorporated by Reference and Index to BANKshares Consolidated Financial Statements*.

The selected unaudited pro forma combined consolidated financial data are presented for illustrative purposes only and does not necessarily indicate the financial results of the combined companies had the companies actually been combined at the beginning of the period presented. The selected unaudited pro forma combined consolidated financial information also does not consider any potential impacts of current market conditions on revenues, potential revenue enhancements, anticipated cost savings and expense efficiencies, or asset dispositions, among other factors.

	Three Months Ended March 31, 2014	Year Ended Dec 31, 2013
<b>Pro Forma Condensed Consolidated Statement of Earnings Data:</b>		
Net interest income	\$ 21,831	\$ 86,865
Provision for loan losses	500	5,023
Income before provision for income taxes	5,913	20,035
Net income	3,694	57,929
Preferred stock dividends		
Net income available to common shareholders	3,694	57,929
<b>Per Share Data:</b>		
<b>Earnings per share available to common shareholders</b>		
Basic	\$ 0.11	\$ 2.17
Diluted	\$ 0.11	\$ 2.18
Cash dividends per common share	\$	\$
<b>Pro Forma Condensed Consolidated Balance Sheet</b>		
Total loans, net	\$ 1,652,465	\$ 1,638,213
Total assets	2,932,202	2,867,106
Total deposits	2,326,025	2,296,796
Total borrowings	115,144	115,144
Stockholders' equity	304,529	273,238



**Table of Contents****UNAUDITED COMPARATIVE PER SHARE DATA**

*Presented below for Seacoast and BANKshares is historical, unaudited pro forma combined and pro forma equivalent per share financial data as of and for the twelve months ended December 31, 2013 and as of and for the three months ended March 31, 2014. The information presented below should be read together with: (i) Seacoast's audited consolidated financial statements and accompanying notes included in Seacoast's Annual Report on Form 10-K for the twelve months ended December 31, 2013, and Seacoast's unaudited consolidated financial statements and accompanying notes included in Seacoast's Quarterly Report on Form 10-Q for the three months ended March 31, 2014, both of which are incorporated by reference into this joint proxy statement/prospectus; and (ii) BANKshares audited consolidated financial statements and accompany notes for the twelve months ended December 31, 2013, and unaudited consolidated financial statements and accompanying notes for the three months ended March 31, 2014, both of which are included elsewhere in this joint proxy statement/prospectus. See Index to BANKshares Consolidated Financial Statements and Documents Incorporated by Reference.*

*The unaudited pro forma combined and pro forma per equivalent share information gives effect to the merger as if the merger had been effective on December 31, 2013, or March 31, 2014, in the case of the book value data, and as if the merger had been effective as of January 1, 2014, in the case of the earnings per share and the cash dividends data. The unaudited pro forma data combines the historical results of BANKshares into Seacoast's consolidated statement of income. While certain adjustments were made for the estimated impact of fair value adjustments and other acquisition-related activity, they are not indicative of what could have occurred had the acquisition taken place on January 1, 2014.*

*The unaudited pro forma adjustments are based upon available information and certain assumptions that Seacoast management believes are reasonable. The unaudited pro forma data, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, do not reflect the impact of factors that may result as a consequence of the merger or consider any potential impacts of current market conditions of the merger on revenues, expense efficiencies, asset dispositions, among other factors. As a result, unaudited pro forma data are presented for illustrative purposes only and do not represent an attempt to predict or suggest future results. Upon completion of the merger, the operating results of BANKshares will be reflected in the consolidated financial statements of Seacoast on a prospective basis.*

	As of and for the three months ended March 31, 2014			
	Seacoast historical	BANKshares historical	Pro Forma combined	Per equivalent BANKshares share <sup>(1)</sup>
Earnings per common share				
Basic	\$ 0.09	\$ 0.05	\$ 0.11	\$ 0.05
Diluted	\$ 0.09	\$ 0.05	\$ 0.11	\$ 0.05
Cash dividends per common share	\$	\$	\$	\$
Common equity per common share	\$ 8.79	\$ 10.45	\$ 9.20	\$ 4.58

	As of and for the three months ended December 31, 2013			
	Seacoast historical	BANKshares historical	Pro Forma combined	Per equivalent BANKshares

share<sup>(1)</sup>

Earnings per common share				
Basic	\$ 2.44	\$ 0.24	\$ 2.17	\$ 1.08
Diluted	\$ 2.46	\$ 0.24	\$ 2.18	\$ 1.08
Cash dividends per common share	\$	\$	\$	\$
Common equity per common share	\$ 8.40	\$ 10.33	\$ 8.92	\$ 4.45

- (1) The equivalent share information in the above tables are computed using 7,086,041 additional shares of Seacoast common stock issued to BANKshares shareholders at an exchange ratio of 0.4975 shares of Seacoast for each share of BANKshares.

**Table of Contents****MARKET PRICES AND DIVIDEND INFORMATION**

Seacoast common stock is listed and trades on The NASDAQ Global Select Market under the symbol SBCF. As of March 31, 2014, there were 25,984,488 shares of Seacoast common stock outstanding. Approximately 48.9% of these shares are owned by institutional investors, as reported by NASDAQ. Seacoast's top two institutional investors own approximately 27.4% of its outstanding stock. Seacoast has approximately 7,368 shareholders of record.

To Seacoast's knowledge, the only shareholders who owned more than 5% of the outstanding shares of Seacoast common stock on March 31, 2014 were: CapGen Capital Group III LP (21.1%), 120 West 45<sup>th</sup> Street, Suite 1010, New York, NY 10036; and Second Curve Capital, LLC (6.3%), 237 Park Avenue, 9<sup>th</sup> Floor, New York, NY 10017.

Neither BANKshares common stock nor preferred stock is listed or traded on any established securities exchange or quotation system. Accordingly, there is no established public trading market for the BANKshares common stock or preferred stock. BANKshares is not aware of any sales of shares of BANKshares' common stock or preferred stock that have occurred after January 1, 2012. Transactions in the shares are privately negotiated directly between the purchaser and the seller and sales, if they do occur, are not subject to any reporting system. The shares of BANKshares are not traded frequently. As of March 31, 2014, there were 12,769,457 shares of BANKshares common stock outstanding, which were held by 161 holders of record. In addition, there were 1,476,666 shares of preferred stock outstanding.

The following tables show, for the indicated periods, the high and low sales prices per share for Seacoast common stock, as reported on NASDAQ. Cash dividends declared and paid per share on Seacoast common stock are also shown for the periods indicated below. Seacoast did not pay cash dividends on its common stock during the periods indicated. BANKshares did not declare any cash dividends on its common stock or preferred stock for the indicated periods. Seacoast common stock is traded on the NASDAQ Global Select Market under the symbol SBCF.

The high and low sales prices reflect inter-dealer prices, without retail mark-up, mark-down or commission, and may not necessarily represent actual transactions.

	Seacoast Common Stock			BANKshares Common and Preferred Stock		
	High	Low	Dividend	High	Low	Volume <sup>(1)</sup>
<b>2012</b>						
First Quarter	\$ 9.70	\$ 7.50	\$	\$	\$	
Second Quarter	\$ 9.55	\$ 6.85	\$	\$	\$	
Third Quarter	\$ 8.45	\$ 6.60	\$	\$	\$	
Fourth Quarter	\$ 8.25	\$ 6.90	\$	\$	\$	
<b>2013</b>						
First Quarter	\$ 11.25	\$ 7.75	\$	\$	\$	
Second Quarter	\$ 11.00	\$ 8.50	\$	\$	\$	
Third Quarter	\$ 12.30	\$ 10.10	\$	\$	\$	
Fourth Quarter	\$ 12.49	\$ 10.10	\$	\$	\$	
<b>2014</b>						
First Quarter	\$ 12.51	\$ 10.55	\$	\$	\$	
Second Quarter	\$ 11.28	\$ 10.00	\$	\$	\$	

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Third Quarter (through July 25, 2014)	\$ 11.05	\$ 10.16	\$	\$	\$
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- (1) There have been little or no trades in BANKshares stock during the periods shown and no reports to management on the prices of shares traded.



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Dividends from SNB are Seacoast's primary source of funds to pay dividends on its common stock. Under the National Bank Act, national banks may in any calendar year, without the approval of the OCC, pay dividends to the extent of net profits for that year, plus retained net profits for the preceding two years (less any required transfers to surplus). The need to maintain adequate capital in SNB also limits dividends that may be paid to Seacoast. Beginning in the third quarter of 2008, Seacoast reduced its dividend per share of common stock to de minimis \$0.01. On May 19, 2009, Seacoast's board of directors voted to suspend quarterly dividends on its common stock entirely.

Any dividends paid on Seacoast's common stock would be declared and paid at the discretion of its board of directors and would be dependent upon Seacoast's liquidity, financial condition, results of operations, capital requirements and such other factors as the board of directors may deem relevant. Seacoast does not expect to pay dividends on its common stock in the foreseeable future and expects to retain all earnings, if any, to support its capital adequacy and growth.

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**INFORMATION ABOUT THE SEACOAST SPECIAL MEETING**

This section contains information about the special meeting that Seacoast has called to allow Seacoast shareholders to vote on the Seacoast share issuance in connection with the merger. The Seacoast board of directors is mailing this joint proxy statement/prospectus to you, as a Seacoast shareholder, on or about July 30, 2014. Together with this joint proxy statement/prospectus, the Seacoast board of directors is also sending to you a notice of the special meeting of Seacoast shareholders and a form of proxy that the Seacoast board of directors is soliciting for use at the special meeting and at any adjournments or postponements of the special meeting.

**Time, Date, and Place**

The special meeting is scheduled to be held on September 18, 2014 at 3 p.m., local time, at the Wolf Technology Center, 2400 S.E. Salerno Road, Stuart, Florida.

**Matters to Be Considered at the Meeting**

At the special meeting, Seacoast shareholders will be asked to consider and vote on:

a proposal to approve the issuance of Seacoast common stock in the merger, which we refer to in this document as the Seacoast share issuance proposal;

a proposal of the Seacoast board of directors to adjourn or postpone the special meeting, if necessary or appropriate, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the Seacoast share issuance proposal; and

any other matters as may properly be brought before the special meeting or any adjournment or postponement of the special meeting.

At this time, the Seacoast board of directors is unaware of any other matters that may be presented for action at the special meeting. If any other matters are properly presented, however, and you have completed, signed and submitted your proxy, the person(s) named as proxy will have the authority to vote your shares in accordance with his or her judgment with respect to such matters. A copy of the merger agreement is included in this joint proxy statement/prospectus as Appendix A, and we encourage you to read it carefully in its entirety.

Under the Nasdaq Listing Rules, a company listed on Nasdaq is required to obtain shareholder approval prior to the issuance of common stock or securities convertible into or exercisable for common stock in connection with the acquisition of the stock or assets of another company if the common stock has or will have upon issuance voting power equal to or in excess of 20% of the voting power outstanding before the issuance of stock or securities convertible into or exercisable for common stock, or the number of shares of common stock to be issued is or will be equal to or in excess of 20% of the number of shares of common stock outstanding before the issuance of the stock or securities. If we complete the merger, the number of shares of Seacoast common stock issued in the merger will exceed 20% of the shares of Seacoast common stock outstanding before such issuance. Accordingly, Seacoast must obtain the approval of Seacoast shareholders for the issuance of shares of Seacoast common stock in connection with the merger.

**Recommendation of the Seacoast Board of Directors**

The Seacoast board of directors unanimously recommends (excluding the CapGen representative who abstained) that Seacoast shareholders vote **FOR** the Seacoast share issuance proposal and **FOR** the Seacoast adjournment proposal. See The Merger Seacoast s Reasons for the Merger and Recommendations of the Board of Directors of Seacoast.

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### **Record Date and Quorum**

July 25, 2014 has been fixed as the record date for the determination of Seacoast shareholders entitled to notice of, and to vote at, the special meeting and any adjournment or postponement thereof. At the close of business on the record date, there were 26,044,056 shares of Seacoast common stock outstanding and entitled to vote at the special meeting, held by 1,202 holders of record.

A quorum is necessary to transact business at the special meeting. The presence, in person or by proxy, of the holders of a majority of the outstanding shares of Seacoast common stock entitled to vote at the special meeting is necessary to constitute a quorum. Shares of Seacoast common stock represented at the special meeting but not voted, including shares that a shareholder abstains from voting and shares held in street name with a bank, broker or other nominee for which a shareholder does not provide voting instructions, will be counted for purposes of establishing a quorum. Once a share of Seacoast common stock is represented at the special meeting, it will be counted for the purpose of determining a quorum not only at the special meeting but also at any adjournment or postponement of the special meeting. In the event that a quorum is not present at the special meeting, it is expected that the special meeting will be adjourned or postponed.

### **Required Vote**

The Seacoast share issuance proposal will be approved if a majority of the votes cast on the proposal are voted in favor of the proposal. The Seacoast adjournment proposal will be approved if the votes cast in favor of such proposal exceed the votes cast against such proposal. For each proposal, you may vote **FOR**, **AGAINST** or **ABSTAIN**.

If you vote to **ABSTAIN** with respect to the Seacoast share issuance proposal, this will have no effect on the outcome of the vote on the proposal. If you do not vote on the Seacoast share issuance proposal, this will have no effect on the outcome of the vote on the proposal.

If you vote to **ABSTAIN** with respect to the Seacoast adjournment proposal, or if you do not vote on this proposal, this will have no effect on the outcome of the vote on the proposal.

Each share of Seacoast common stock you own as of the record date for the special meeting entitles you to one vote at the special meeting on all matters properly presented at the meeting.

### **How to Vote Shareholders of Record**

*Voting in Person.* If you are a shareholder of record, you can vote in person by submitting a ballot at the special meeting. Nevertheless, we recommend that you vote by proxy as promptly as possible, even if you plan to attend the special meeting. This will ensure that your vote is received. If you attend the special meeting, you may vote by ballot, thereby canceling any proxy previously submitted.

*Voting by Proxy.* Your proxy card includes instructions on how to vote by mailing in the proxy card. If you choose to vote by proxy, please mark each proxy card you receive, sign and date it, and promptly return it in the envelope enclosed with the proxy card. If you sign and return your proxy without instruction on how to vote your shares, your shares will be voted **FOR** the Seacoast share issuance proposal and **FOR** the Seacoast adjournment proposal.

*Toll-Free number.* You may use the toll-free number shown on your proxy card to vote your shares.

*Voting by Internet.* You may vote your shares by visiting the website shown on your proxy card to vote via the Internet.

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### **How to Vote    Shares Held in    Street Name**

If you are a Seacoast shareholder and your shares are held in street name through a bank, broker or other holder of record, you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by the bank or broker. You may not vote shares held in street name by returning a proxy card directly to Seacoast or by voting in person at the Seacoast special meeting unless you provide a legal proxy, which you must obtain from your broker, bank or other nominee. Further, brokers, banks or other nominees who hold shares of Seacoast common stock on behalf of their customers may not give a proxy to Seacoast to vote those shares with respect to any of the proposals without specific instructions from their customers, as brokers, banks and other nominees do not have discretionary voting powers on these matters. Therefore, if you are a Seacoast shareholder and you do not instruct your broker, bank or other nominee on how to vote your shares, your broker, bank or other nominee may not vote your shares on the Seacoast share issuance proposal or adjournment proposal, which broker non-votes will have no effect on the outcome of the vote on these proposals.

**YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING IN PERSON, PLEASE MARK, SIGN AND DATE THE ENCLOSED PROXY CARD AND PROMPTLY RETURN IT IN THE ENCLOSED POSTAGE-PAID ENVELOPE. SHAREHOLDERS WHO ATTEND THE SPECIAL MEETING MAY REVOKE THEIR PROXIES BY VOTING IN PERSON.**

### **Revocation of Proxies**

You can revoke your proxy at any time before your shares are voted. If you are a shareholder of record, then you can revoke your proxy by:

submitting another valid proxy card bearing a later date;

prior to the special meeting, by logging onto the Internet website specified on your proxy card in the same manner you would to submit your proxy electronically or by calling the telephone number specified on your proxy card, in each case if you are eligible to do so and following the instructions on the proxy card;

attending the special meeting and voting your shares in person; or

delivering prior to the special meeting a written notice of revocation to Seacoast's Corporate Secretary. If you choose to send a completed proxy card bearing a later date or a notice of revocation, the new proxy card or notice of revocation must be received before the beginning of the Seacoast special meeting. Attendance at the special meeting will not, in and of itself, constitute revocation of a proxy. If you hold your shares in street name with a bank, broker or other nominee, you must follow the directions you receive from your bank, broker or other nominee to change your vote. Your last vote will be the vote that is counted.

### **Shares Subject to Support Agreements; Shares Held by Directors and Executive Officers**

A total of 6,549,239 shares of Seacoast common stock, representing approximately 25.2% of the outstanding shares of Seacoast common stock entitled to vote at the special meeting, are subject to shareholder support agreements between

BANKshares and each of Seacoast's directors. Pursuant to his/her respective shareholder support agreement, each director has agreed to, at any meeting of Seacoast shareholders, however called, or any adjournment or postponement thereof:

vote (or cause to be voted) all shares of Seacoast common stock beneficially owned by such director or its affiliates and which such director has the right to vote in favor of the approval of the terms of the merger agreement, the merger and each of the transactions contemplated by the merger agreement;

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not vote or grant any proxies to any third party to vote, except where such proxies are directed to vote in favor of the merger agreement, against the merger and the transactions contemplated by the merger agreement; and

not vote or execute any written consent to rescind or amend in any manner any prior vote or written consent to approve or adopt the merger agreement unless the support agreement has been terminated.

Pursuant to the shareholder support agreement, without the prior written consent of BANKshares, each director has further agreed not to sell or otherwise transfer any shares of Seacoast common stock. The foregoing summary of the support agreements entered into by Seacoast's directors does not purport to be complete, and is qualified in its entirety by reference to the form of support agreement attached as Exhibit B-1 to the merger agreement, which is attached as Appendix A to this document.

As of the record date, Seacoast's directors and executive officers and their affiliates beneficially owned and were entitled to vote, in the aggregate, a total of 6,603,199 shares of Seacoast common stock (excluding shares issuable upon the exercise of outstanding options), representing approximately 25.4% of the outstanding shares of Seacoast common stock entitled to vote at the special meeting. An additional 100,114 shares, representing approximately 0.4% of the outstanding shares, were owned by Seacoast directors as of the record date pursuant to Seacoast's deferred compensation plan, which shares are not entitled to vote.

## **Solicitation of Proxies**

The proxy for the special meeting is being solicited on behalf of the Seacoast board of directors. Seacoast will bear the entire cost of soliciting proxies from you. Seacoast will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of Seacoast common stock. Proxies will be solicited principally by mail, but may also be solicited by the directors, officers, and other employees of Seacoast in person or by telephone, facsimile or other means of electronic communication. Directors, officers and employees will receive no compensation for these activities in addition to their regular compensation, but may be reimbursed for out-of-pocket expenses in connection with such solicitation.

## **Attending the Meeting**

All holders of Seacoast common stock, including shareholders of record and shareholders who hold their shares in street name through banks, brokers or other nominees, are cordially invited to attend the special meeting. Shareholders of record can vote in person at the special meeting. If you are not a shareholder of record and would like to vote in person at the special meeting, you must produce a proxy executed in your favor by the record holder of your shares. In addition, you must bring a form of personal photo identification with you in order to be admitted at the special meeting. We reserve the right to refuse admittance to anyone without proper proof of share ownership or without proper photo identification. The use of cameras, sound recording equipment, communications devices or any similar equipment during the special meeting is prohibited without Seacoast's express written consent.

## **Questions and Additional Information**

If you have more questions about the merger or how to submit your proxy or vote, or if you need additional copies of this joint proxy statement/prospectus or the enclosed proxy card or voting instructions, please contact Seacoast at:

**Seacoast Banking Corporation of Florida**



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815 Colorado Avenue

P.O. Box 9012

Stuart, Florida 34994

Attn: Investor Relations

Telephone: (772) 288-6085

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**INFORMATION ABOUT THE BANKSHARES SPECIAL MEETING**

This section contains information about the special meeting that the BANKshares has called to allow BANKshares shareholders to vote on the approval of the merger agreement. The BANKshares board of directors is mailing this joint proxy statement/prospectus to you, as a BANKshares shareholder, on or about July 30, 2014. Together with this joint proxy statement/prospectus, BANKshares board of directors is also sending to you a notice of the special meeting of BANKshares shareholders and a form of proxy that the BANKshares board of directors is soliciting for use at the special meeting and at any adjournments or postponements of the special meeting.

**Time, Date, and Place**

The special meeting is scheduled to be held on September 18, 2014 at 1 p.m., local time, at 1031 West Morse Boulevard, Suite 323, Winter Park, Florida 32789.

**Matters to be Considered at the Meeting**

At the special meeting, BANKshares shareholders will be asked to consider and vote on:

a proposal to approve the merger agreement, which we refer to as the BANKshares merger proposal;

a proposal of the BANKshares board of directors to adjourn or postpone the special meeting, if necessary or appropriate, including to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger agreement; and

any other matters as may properly be brought before the special meeting or any adjournment or postponement of the special meeting.

At this time, the BANKshares board of directors is unaware of any other matters that may be presented for action at the special meeting. If any other matters are properly presented, however, and you have completed, signed and submitted your proxy, the person(s) named as proxy will have the authority to vote your shares in accordance with his or her judgment with respect to such matters. A copy of the merger agreement is included in this joint proxy statement/prospectus as Appendix A, and we encourage you to read it carefully in its entirety.

**Recommendation of the BANKshares Board of Directors**

The BANKshares board of directors recommends that BANKshares shareholders vote **FOR** the BANKshares merger proposal and **FOR** the BANKshares adjournment proposal. See The Merger BANKshares s Reasons for the Merger and Recommendations of the Board of Directors of BANKshares.

**Record Date and Quorum**

July 25, 2014 has been fixed as the record date for the determination of BANKshares shareholders entitled to notice of, and to vote at, the special meeting and any adjournment or postponement thereof. At the close of business on the record date, there were 12,761,799 shares of BANKshares common stock outstanding and entitled to vote at the special meeting, held by approximately 168 holders of record and 1,476,666 shares of BANKshares preferred stock

outstanding and entitled to vote at the special meeting held by approximately 15 holders of record.

A quorum is necessary to transact business at the special meeting. The presence, in person or by proxy, of the holders of a majority of the outstanding shares of BANKshares common and preferred stock entitled to vote at the special meeting is necessary to constitute a quorum. Shares of BANKshares common and preferred stock represented at the special meeting but not voted, including shares that a shareholder abstains from voting and

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shares held in street name with a bank, broker or other nominee for which a shareholder does not provide voting instructions, will be counted for purposes of establishing a quorum. Once a share of BANKshares common and preferred stock is represented at the special meeting, it will be counted for the purpose of determining a quorum not only at the special meeting but also at any adjournment or postponement of the special meeting. In the event that a quorum is not present at the special meeting, it is expected that the special meeting will be adjourned or postponed.

### **Required Vote**

The affirmative vote of the holders of at least a majority of the outstanding shares of BANKshares common and preferred stock, voting as a separate class and entitled to vote at the special meeting is necessary to approve the merger proposal. If you vote to **ABSTAIN** with respect to the BANKshares merger proposal or if you fail to vote on the BANKshares merger proposal, or fail to instruct your bank or broker how to vote with respect to the BANKshares merger proposal, this will have the same effect as voting **AGAINST** the BANKshares merger proposal.

The adjournment proposal will be approved if the votes cast in favor of the adjournment proposal exceed the votes cast against the adjournment proposal. If you vote to **ABSTAIN** with respect to the adjournment proposal or if you fail to vote on the adjournment proposal, or fail to instruct your bank or broker how to vote with respect to the adjournment proposal, this will have no effect on the outcome of the vote on the adjournment proposal.

Each share of BANKshares voting common or preferred stock you own as of the record date for the special meeting entitles you to one vote at the special meeting on all matters properly presented at the meeting.

### **How to Vote Shareholders of Record**

*Voting in Person.* If you are a shareholder of record, you can vote in person by submitting a ballot at the special meeting. Nevertheless, we recommend that you vote by proxy as promptly as possible, even if you plan to attend the special meeting. This will ensure that your vote is received. If you attend the special meeting, you may vote by ballot, thereby canceling any proxy previously submitted.

*Voting by Proxy.* Your proxy card includes instructions on how to vote by mailing in the proxy card. If you choose to vote by proxy, please mark each proxy card you receive, sign and date it, and promptly return it in the envelope enclosed with the proxy card. If you sign and return your proxy without instruction on how to vote your shares, your shares will be voted **FOR** the merger proposal and **FOR** the adjournment proposal. At this time, the BANKshares board of directors is unaware of any other matters that may be presented for action at the special meeting. If any other matters are properly presented, however, and you have signed and returned your proxy card, the person(s) named as proxy will have the authority to vote your shares in accordance with his or her judgment with respect to such matters. Please do not send in your BANKshares stock certificates with your proxy card. If the merger is completed, then you will receive a separate letter of transmittal and instructions on how to surrender your BANKshares stock certificates for the merger consideration.

### **How to Vote Shares Held in Street Name**

If you are a BANKshares shareholder and your shares are held in street name through a bank, broker or other holder of record, you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by the bank or broker. You may not vote shares held in street name by returning a proxy card directly to BANKshares or by voting in person at the BANKshares special meeting unless you provide a legal proxy, which you must obtain from your broker, bank or other nominee. Further, brokers, banks or other nominees who hold shares of BANKshares common or preferred stock on behalf of their customers may not give a

proxy to BANKshares to vote those shares with respect to any of the proposals

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without specific instructions from their customers, as brokers, banks and other nominees do not have discretionary voting power on these matters. Therefore, if you are a BANKshares shareholder and you do not instruct your broker, bank or other nominee on how to vote your shares:

your broker, bank or other nominee may not vote your shares on the BANKshares merger proposal, which broker non-votes will have the same effect as a vote AGAINST this proposal; and

your broker, bank or other nominee may not vote your shares on the adjournment proposal, which broker non-votes will have no effect on the vote count for this proposal.

**YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING IN PERSON, PLEASE MARK, SIGN AND DATE THE ENCLOSED PROXY CARD AND PROMPTLY RETURN IT IN THE ENCLOSED POSTAGE-PAID ENVELOPE. SHAREHOLDERS WHO ATTEND THE SPECIAL MEETING MAY REVOKE THEIR PROXIES BY VOTING IN PERSON.**

## **Revocation of Proxies**

You can revoke your proxy at any time before your shares are voted. If you are a shareholder of record, then you can revoke your proxy by:

submitting another valid proxy card bearing a later date;

attending the special meeting and voting your shares in person; or

delivering prior to the special meeting a written notice of revocation to BANKshares's Corporate Secretary at the following address: 1031 W. Morse Blvd., Suite 323, Winter Park, Florida 32789.

If you choose to send a completed proxy card bearing a later date or a notice of revocation, the new proxy card or notice of revocation must be received before the beginning of the BANKshares special meeting. Attendance at the special meeting will not, in and of itself, constitute revocation of a proxy. If you hold your shares in street name with a bank, broker or other nominee, you must follow the directions you receive from your bank, broker or other nominee to change your vote. Your last vote will be the vote that is counted.

## **Shares Subject to Support Agreements; Shares Held by Directors and Executive Officers**

A total of 7,352,564 shares of BANKshares common stock, representing approximately 57.6% of the outstanding shares of BANKshares common stock entitled to vote at the special meeting and 1,331,121 shares of BANKshares preferred stock, representing approximately 90.1% of the outstanding shares of BANKshares preferred stock entitled to vote at the special meeting, are subject to shareholder support agreements between Seacoast and each of BANKshares's directors. Pursuant to his or her respective shareholder support agreement, each director has agreed to, at any meeting of BANKshares shareholders, however called, or any adjournment or postponement thereof (and subject to certain exceptions):

vote (or cause to be voted) all shares of BANKshares' s common and/or preferred stock beneficially owned by such director and which such director has the right to vote in favor of the approval of the merger agreement, the merger and each of the transactions contemplated by the merger agreement;

not vote grant any proxies to any third party, except where such proxies are directed to vote in favor of the merger agreement, the merger and the transactions contemplated by the merger agreement; and

vote (or cause to be voted) his shares against any competing transaction.

Pursuant to the shareholder support agreement, without the prior written consent of Seacoast, each director has further agreed not to sell or otherwise transfer any shares of BANKshares' s common and/or preferred stock. The foregoing summary of the support agreements entered into by BANKshares' s directors does not purport to be complete, and is qualified in its entirety by reference to the form of support agreement attached as Exhibit B to the merger agreement, which is attached as Appendix A to this document.

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For more information about the beneficial ownership of the BANKshares common and preferred stock by each greater than 5% beneficial owner, each director and executive officer and executive officers as a group, see Beneficial Ownership of BANKshares Common Stock by Management and Principal Shareholders of BANKshares.

## **Solicitation of Proxies**

The proxy for the special meeting is being solicited on behalf of the BANKshares board of directors. BANKshares will bear the entire cost of soliciting proxies from you. BANKshares will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of BANKshares stock. Proxies will be solicited principally by mail, but may also be solicited by the directors, officers, and other employees of BANKshares in person or by telephone, facsimile or other means of electronic communication. Directors, officers and employees will receive no compensation for these activities in addition to their regular compensation, but may be reimbursed for out-of-pocket expenses in connection with such solicitation.

## **Attending the Meeting**

All holders of BANKshares common and preferred stock, including shareholders of record and shareholders who hold their shares in street name through banks, brokers or other nominees, are cordially invited to attend the special meeting. Shareholders of record can vote in person at the special meeting. If you are not a shareholder of record and would like to vote in person at the special meeting, you must produce a legal proxy executed in your favor by the record holder of your shares. In addition, you must bring a form of personal photo identification with you in order to be admitted at the special meeting. We reserve the right to refuse admittance to anyone without proper proof of share ownership or without proper photo identification. The use of cameras, sound recording equipment, communications devices or any similar equipment during the special meeting is prohibited without BANKshares' express written consent.

## **Questions and Additional Information**

If you have more questions about the merger or how to submit your proxy or vote, or if you need additional copies of this joint proxy statement/prospectus or the enclosed proxy card or voting instructions, please contact BANKshares at:

The BANKshares, Inc.

1031 W. Morse Blvd., Suite 323

Winter Park, Florida 32789

Telephone: (407) 622-3183

Attn: Thomas P. Abelmann



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**THE MERGER**

**Background of the Merger**

As part of its ongoing consideration and evaluation of its long-term prospects and strategies, Seacoast's board of directors and senior management have regularly reviewed and assessed its business strategies and objectives, including strategic opportunities and challenges, and have considered various strategic opportunities, including mergers and acquisitions, all with the goal of enhancing long term value for its shareholders and other stakeholders. During planning meetings in 2013, Seacoast's board of directors discussed the Florida banking market and acquisition opportunities generally and identified potential acquisition opportunities in the near term, based on conversations between Seacoast's CEO Dennis Hudson and other bank CEOs in the state.

From time to time, the board of directors of BANKshares has similarly engaged in reviews and discussions of BANKshares' long-term strategies and objectives, considering ways in which the company might enhance shareholder value and performance in light of competitive and other relevant factors. Generally, these reviews have centered on strategies to improve BANKshares' existing operations or to pursue opportunities in new markets or lines of business. Often these assessments included discussions and analyses of potential merger transactions as a means to enhance or improve shareholder value.

In late 2013, after considering alternative strategies, the board of directors of BANKshares determined that the best course of enhancing long-term shareholder value was to find a suitable merger partner, and on November 15, 2013 BANKshares engaged Hovde Group, LLC ( Hovde ), to assist the board in analyzing the potential for such a transaction and in selecting the most appropriate business partner.

During November and December 2013, Hovde prepared a confidential memorandum describing the business of BANKshares and its financial condition and results of operations and contacted four select prospective transaction partners that possessed liquid, attractively valued currencies. During that time, certain members of the senior management team of BANKshares and BankFIRST, including Donald McGowan, BANKshares' s President and Chief Executive Officer, and representatives of Hovde evaluated and engaged in discussions regarding several different financial institutions considered to be potentially attractive partners for BANKshares in a strategic business combination.

Also during this period, representatives of Hovde discussed with BANKshares' board of directors and certain members of the senior management team of BANKshares and BankFIRST its views concerning the current economic environment and banking consolidation generally and the types of proposals that BANKshares might expect to receive from potentially interested strategic partners, and representatives of BANKshares' outside counsel, Smith Mackinnon, P.A. discussed with members of the board the legal standards applicable to the board's decisions and actions with respect to a potential business combination transaction. Based on discussions with certain members of the senior management team of BANKshares and BankFIRST, and representatives of Hovde and Smith Mackinnon, P.A., the BANKshares board of directors concluded that Seacoast was likely the most attractive merger partner and authorized Mr. McGowan and management and Hovde to continue the process of seeking out a proposal for a potential strategic business combination transaction with Seacoast. On November 27, 2013, Mr. Hudson met with Mr. McGowan and discussed the general merits of a potential combination of the two organizations.

In early December 2013, Seacoast asked Guggenheim Securities to assist Seacoast as it considered the merits of a potential transaction with BANKshares. Soon thereafter, the parties executed a non-disclosure agreement and BANKshares provided more detailed information concerning BANKshares to Seacoast and Guggenheim Securities to facilitate a non-binding offer.

On December 30, 2013, Seacoast provided BANKshares a draft letter of intent with respect to a proposed merger transaction. After an evaluation of the proposal by the board of directors of BANKshares and following discussions with certain members of the senior management team of BANKshares and BankFIRST, and

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representatives of Hovde and Smith Mackinnon, P.A., and based on the board's determination that Seacoast's preliminary proposal offered substantial value to BANKshares and its shareholders and was attractive for strategic reasons, the BANKshares board of directors authorized BANKshares to enter into a limited exclusivity agreement with Seacoast. The parties negotiated the preliminary terms for a potential agreement in a non-binding letter of intent during the last half of December and into early January 2014. On January 5, 2014, Seacoast and BANKshares executed a non-binding letter of intent for the acquisition of BANKshares, along with an exclusivity agreement which ended on February 24, 2014.

On January 7, 2014, Mr. Hudson convened a meeting of Seacoast's M&A Committee and representatives of Guggenheim Securities to review a preliminary analysis of BANKshares and the non-binding letter of intent. The committee discussed the impact of the merger based on the limited information provided by BANKshares and preliminary assumptions utilized in the analysis. The Committee agreed with the terms of the non-binding letter of intent and authorized Mr. Hudson to proceed forward with due diligence. On January 15, 2014, Seacoast formally engaged Guggenheim Securities as its financial advisor in connection with the potential BANKshares transaction.

Seacoast began its due diligence review of BANKshares in mid-to late-January 2014. Based on discussions between the parties, BANKshares opened an electronic data room for Seacoast to review its due diligence requests and BANKshares' responses during this period. Seacoast conducted due diligence through in-person meetings with a limited number of BANKshares executives and began its loan portfolio review of BANKshares at the end of January 2014. Upon the conclusion of its preliminary review of BANKshares' loan portfolio, representatives of Seacoast's financial advisor, Guggenheim Securities, communicated to representatives of Hovde Seacoast's continued interest in a strategic business combination and gave additional detail on the terms of Seacoast's proposal.

On February 6, 2014, Seacoast's M&A Committee, with representatives of Guggenheim Securities in attendance, reviewed an initial draft of the merger agreement and also received an update on the due diligence review. Later that day, counsel to Seacoast circulated an initial draft of the merger agreement, based on the terms outlined in the letter of intent, to BANKshares' counsel and financial advisor and the parties discussed the terms of this agreement during this period. On February 11, 2014, Seacoast's Chief Credit Officer presented a comprehensive credit diligence update to the M&A Committee members. The committee also reviewed and discussed concerns related to potential diligence issues and the various potential impacts these concerns could have on the previous pricing assumptions.

Over the course of the following two weeks, Seacoast and its representative continued negotiations with BANKshares and its representatives on the terms of the transaction and worked to reconcile differing views with respect to various aspects of the merger agreement. These issues included the exchange ratio, whether the exchange ratio would be fixed or floating, the respective covenants of the parties pending closing of the transaction, the rights and obligations of the parties in the event the merger agreement is terminated prior to the consummation of the merger and matters relating to a line of business of BANKshares. Seacoast continued to conduct its due diligence in the first several weeks of February. During this period, BANKshares' management also engaged an accounting and consulting firm ( Due Diligence Assist Firm ) to assist BANKshares' management with an on-site due diligence review of Seacoast's operations, policies and procedures, loan and investment portfolios and other matters.

During the course of discussions regarding the draft merger agreement, representatives of Seacoast and BANKshares also discussed their expectation that each party's directors would enter into customary support agreements agreeing to vote their shares of Seacoast and BANKshares stock, respectively, in favor of the merger agreement and the transactions provided for in the merger agreement, as applicable, along with entering into certain restrictive covenant agreements. Also during this period, BANKshares' and Seacoast's senior management and advisors regularly updated their respective boards of directors on the status of negotiations.



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During the week of February 3, 2014, representatives of BANKshares met with representatives of Seacoast at Seacoast's offices to discuss the transaction and continue their due diligence review of the other party. During these meetings, Seacoast's representatives answered questions from BANKshares' representatives regarding Seacoast's business and certain financial, legal and regulatory matters.

During the following week, the parties continued to negotiate the terms of a transaction. In mid-February, the parties reached an impasse on certain terms of the transaction, including the applicable exchange ratio and whether the exchange ratio should be fixed or floating, and the parties agreed to halt negotiations. On February 20, 2014, Mr. Hudson informed the M&A Committee as to the impasse and the committee reviewed and discussed further the issues that remained between the parties. The exclusivity period for negotiations between the parties expired on February 24, 2014.

The parties resumed discussions of a transaction during the first week of March 2014. Over the next two weeks, Seacoast conducted additional due diligence and the parties further negotiated the principal terms of the transaction.

Representatives of Seacoast and Alston & Bird, LLP, counsel to Seacoast, had multiple telephonic conference calls with representatives of BANKshares and Smith Mackinnon, P.A. to negotiate the terms of the draft merger agreement. On March 24, 2014, the board of directors and management of BANKshares met with its legal and financial advisors to review the revised principal terms of the proposed definitive agreement and agreed to continue proceeding forward with discussions with Seacoast. Over the next several weeks the parties worked to finalize the definitive agreement and the ancillary agreements, complete the disclosure schedules and address the roles for BANKshares management in a potentially combined business. The parties resumed their due diligence processes and had subsequent communications and negotiations relating to the merger agreement, and the ancillary transaction documents.

On April 14, 2014, the board of directors and management of BANKshares met with its legal and financial advisors to review the changes that had been made to the proposed agreements. The Due Diligence Assist Firm presented a report summarizing the findings of its due diligence review of Seacoast. Mr. Hudson and other Seacoast executive officers were then invited to discuss Seacoast's strategic plan, the prospects for the merger with BANKshares and the remaining unresolved issues.

On April 21, 2014, Seacoast's board of directors met in special session to review and consider the merger agreement and the transactions and agreements contemplated by it. Robert Goldstein did not attend, participate or vote at the board meeting because he is a board member of BANKshares and the director representative of CapGen on the Seacoast board. At the meeting, Alston & Bird reviewed for the directors the terms and conditions of the merger agreement, the merger and the various agreements to be signed in connection with the merger agreement, along with the fiduciary duties of the board members, and engaged in discussions with the board members on such matters. As a part of the meeting, a representative of Guggenheim Securities reviewed the principal terms of the proposed transaction and rendered an oral opinion (which was subsequently confirmed in writing) to the Seacoast board of directors to the effect that, as of such date, and based on the matters considered, the procedures followed, the assumptions made and various limitations of and qualifications to the review undertaken, as set forth therein, the exchange ratio was fair from a financial point of view to Seacoast. After additional discussion, the Seacoast board of directors, other than Robert B. Goldstein who was not present, adopted and approved the merger agreement and the transactions and agreements contemplated by it (subject to no material terms or conditions being revised), determined that the merger agreement and the transactions contemplated by it were in the best interests of Seacoast and its shareholders, authorized Seacoast officers to submit approval of the share issuance by Seacoast in the merger to Seacoast shareholders, and recommended that the shareholders of Seacoast approve such share issuance.

On April 22, 2014, BANKshares' board of directors held a meeting to consider, based on presentations from BANKshares' outside legal and financial advisors and discussions with senior management, the status of the proposed transaction with Seacoast. Mr. McGowan further reviewed for the board of directors the background of discussions with Seacoast and the progress of negotiations. Representatives of Hovde reviewed the financial

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aspects of the proposed merger and rendered an opinion to the effect that, as of such date and subject to the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by Hovde as set forth in such opinion, the exchange ratio in the proposed merger was fair, from a financial point of view, to the shareholders of BANKshares. In addition, representatives of Smith Mackinnon, P.A. reviewed with the directors the most recent draft of the proposed merger agreement and related transaction documents as well as the legal standards applicable to the board's decisions and actions with respect to the proposed transaction, as they had previously done. Following further discussion, the board of directors of BANKshares approved the merger agreement, with Robert B. Goldstein abstaining (but noting his support for the merger agreement) because he serves as a director of both BANKshares and Seacoast and he is also a principal of CapGen LLC (which owns 39.2% of the outstanding BANKshares common stock and 16.6% of the outstanding Seacoast common stock).

On April 24, 2014 Seacoast's M&A Committee held a telephonic meeting during which Mr. Hudson and Seacoast's advisors updated the board on the status of the definitive merger agreement and other transaction documents, and confirmed there had been no material changes to the terms and conditions discussed with the full board on April 21, 2014. During the meeting, at the request of the Seacoast M&A committee, a representative of Guggenheim Securities confirmed orally to the committee that Guggenheim Securities was not aware of any intervening events since the rendering of its opinion to the Seacoast Board on April 21, 2014 that would negatively affect its opinion and, as a result, the Seacoast Board could continue to rely upon such opinion.

Later in the day on April 24, 2014, Seacoast and BANKshares executed the merger agreement and the other transaction documents. A press release announcing the transaction was released that afternoon following the close of trading in Seacoast common stock.

### **BANKshares's Reasons for the Merger and Recommendations of the Board of Directors of BANKshares**

After careful consideration, BANKshares's board of directors, at a meeting held on April 22, 2014, determined that the merger agreement is in the best interests of BANKshares and its shareholders. Accordingly, BANKshares's board of directors adopted and approved the merger agreement and the merger and the other transactions contemplated by the merger agreement and recommended that BANKshares' shareholders vote **FOR** the approval of the merger agreement. In reaching its decision to adopt and approve the merger agreement and the merger and the other transactions contemplated by the merger agreement, and to recommend that its shareholders approve the merger agreement, the BANKshares board of directors consulted with BANKshares management, as well as its financial and legal advisors, and considered a number of factors, including the following material factors:

each of BANKshares, Seacoast's and the combined company's business, operations, financial condition, asset quality, earnings and prospects. In reviewing these factors, the BANKshares board of directors considered its view that Seacoast's business and operations complement those of BANKshares and that the merger would result in a combined company with diversified revenue sources, a well-balanced loan portfolio and an attractive funding base, as evidenced by a significant portion of core deposit funding;

its understanding of the current and prospective environment in which BANKshares and Seacoast operate, including national and local economic conditions, the interest rate environment, increasing operating costs resulting from regulatory initiatives and compliance mandates, the competitive environment for financial institutions generally, and the likely effect of these factors on BANKshares both with and without the proposed transaction;

its review and discussions with BANKshares management and the Due Diligence Assist Firm concerning the due diligence investigation of Seacoast;

the complementary nature of the credit cultures of the two companies, which management believes should facilitate integration and implementation of the transaction;

management's expectation that the combined company will have a strong capital position upon completion of the transaction;



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the board's belief that the combined enterprise would benefit from Seacoast's ability to take advantage of economies of scale and grow in the current economic environment, making Seacoast an attractive partner for BANKshares;

its belief that the transaction is likely to provide substantial value to BANKshares's shareholders;

the opinion of Hovde, BANKshares' financial advisor, delivered to BANKshares' board of directors, to the effect that, as of the date of such opinion, and subject to the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by Hovde as set forth in each such opinion, the exchange ratio in the proposed merger was fair, from a financial point of view, to the holders of BANKshares stock, as more fully described below in the section entitled "The Merger - Opinion of BANKshares' Financial Advisor";

the financial and other terms of the merger agreement, the expected tax treatment and deal protection provisions, including the ability of BANKshares's board of directors, under certain circumstances, to withdraw or materially adversely modify its recommendation to BANKshares' shareholders, and to terminate the merger agreement in order to enter into a definitive agreement with respect to a superior proposal (subject to payment of a termination fee), each of which it reviewed with its outside financial and legal advisors;

the fact that the merger consideration will consist of shares of Seacoast common stock, which would allow BANKshares shareholders to participate in a significant portion of the future performance of the combined BANKshares and Seacoast business and synergies resulting from the merger, and the value to BANKshares shareholders represented by that consideration;

the greater liquidity in the trading market for Seacoast common stock relative to the market for BANKshares common stock due to the listing of Seacoast's shares on the Nasdaq Stock Market;

the potential risk of diverting management attention and resources from the operation of BANKshares's business and towards the completion of the merger;

the requirement that BANKshares conduct its business in the ordinary course and the other restrictions on the conduct of BANKshares's business prior to the completion of the merger, which may delay or prevent BANKshares from undertaking business opportunities that may arise pending completion of the merger;

the potential risks associated with achieving anticipated cost synergies and savings and successfully integrating Seacoast's business, operations and workforce with those of BANKshares; and

the regulatory and other approvals required in connection with the merger and the expectation that such regulatory approvals will be received in a timely manner and without the imposition of unacceptable conditions.

The foregoing discussion of the factors considered by the BANKshares board of directors is not intended to be exhaustive, but, rather, includes the material factors considered by the BANKshares board of directors. In reaching its decision to adopt and approve the merger agreement and the merger and the other transactions contemplated by the merger agreement, the BANKshares board of directors did not quantify or assign any relative weights to the factors considered, and individual directors may have given different weights to different factors. The BANKshares board of directors considered all these factors as a whole, including discussions with, and questioning of, BANKshares' management and BANKshares' financial and legal advisors, and overall considered the factors to be favorable to, and to support, its determination.

**For the reasons set forth above, the BANKshares board of directors has adopted and approved the merger agreement and the transactions contemplated thereby and recommends that you vote FOR the BANKshares merger proposal and FOR the BANKshares adjournment proposal.**

Each of the directors of BANKshares has entered into a support agreement with Seacoast, pursuant to which they have agreed to vote in favor of the BANKshares merger proposal and the other proposals to be voted on at the BANKshares special meeting. For more information regarding the support agreements, please see the section entitled "Information About the BANKshares Special Meeting - Shares Subject to Support Agreements; Shares Held by Directors and Executive Officers" beginning on page 40.

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### **Seacoast's Reasons for the Merger and Recommendations of the Board of Directors of Seacoast**

As a part of Seacoast's growth strategy, Seacoast routinely evaluates opportunities to acquire financial institutions. The acquisition of BANKshares is consistent with Seacoast's expansion strategy. Seacoast's board of directors, senior management and certain lenders reviewed the business, financial condition, results of operation and prospects for BANKshares, the market condition of the market area in which BANKshares conducts business, the compatibility of the management and the proposed financial terms of the merger. In addition, management of Seacoast believes that the merger will expand Seacoast's presence in the attractive Central Florida MSA market area, provide opportunities for future growth and provide the potential to realize cost savings. Seacoast's board of directors also considered the financial condition and valuation for both BANKshares and Seacoast as well as the financial and other effects the merger would have on Seacoast's shareholders and stakeholders. The board considered the fact that the acquisition would provide a meaningful extension of Seacoast's existing market footprint, that BANKshares small business and commercial client base is highly complementary to Seacoast's customer base, that cultural similarities supported the probability of an efficient, low risk integration, with minimal customer attritions. In addition, the board of directors also considered the analysis and presentations from its outside financial advisor, Guggenheim Securities, and Guggenheim Securities' fairness opinion relating to the exchange ratio.

While management of Seacoast believes that revenue opportunities will be achieved and costs savings will be obtained following the merger, Seacoast has not quantified the amount of enhancements or projected the areas of operation in which such enhancements will occur.

In view of the variety of factors considered in connection with its evaluation of the merger, the Seacoast board did not find it useful to and did not attempt to quantify, rank or otherwise assign relative weights to factors it considered. Further, individual directors may have given differing weights to different factors. In addition, the Seacoast board did not undertake to make any specific determination as to whether any particular factor, or any aspect of any particular factor, was favorable or unfavorable to its ultimate determination. Rather, the board conducted an overall analysis of the factors it considered material, including thorough discussions with, and questioning of, Seacoast's management.

### **Opinion of BANKshares' Financial Advisor**

*The fairness opinion of BANKshares' financial advisor, Hovde Group, LLC, is described below. The description contains projections, estimates and other forward-looking statements about the future earnings or other measures of the future performance of BANKshares. The projections were based on numerous variables and assumptions, which are inherently uncertain, including factors related to general economic and competitive conditions. Accordingly, actual results could vary significantly from those set forth in the projections. You should not rely on any of these statements as having been made or adopted by BANKshares or Seacoast. You should review the copy of the fairness opinion, which is attached as Appendix B.*

Hovde has acted as BANKshares' financial advisor in connection with the proposed merger. The Company selected Hovde as its financial advisor in connection with the proposed merger, because Hovde is a nationally recognized investment banking firm with substantial experience in transactions similar to the merger and is familiar with BANKshares and its operations. As part of its investment banking business, Hovde is continually engaged in the valuation of businesses and their securities in connection with, among other things, mergers and acquisitions.

Hovde reviewed the financial aspects of the proposed merger with BANKshares' board of directors and delivered a written opinion to BANKshares' board of directors that the exchange ratio in connection with the merger was fair to the shareholders of BANKshares from a financial point of view.

The full text of Hovde's written opinion is included in this joint proxy statement/prospectus as Appendix B and is incorporated herein by reference. You are urged to read the opinion in its entirety for a description of the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by Hovde. The summary of the opinion of Hovde set forth in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of such opinion. Hovde's opinion is directed to BANKshares

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board of directors and addresses only the fairness, from a financial point of view, of the exchange ratio in connection with the merger to BANKshares' shareholders. It does not address the underlying business decision to proceed with the merger and does not constitute a recommendation to any of the shareholders as to how such shareholder should vote at the special meeting on the merger agreement or any related matter.

During the course of its engagement, and as a basis for arriving at its opinion, Hovde reviewed and analyzed material bearing upon the financial and operating conditions of BANKshares, Seacoast and material prepared in connection with the merger, including, among other things, the following:

a draft of the merger agreement, as provided to Hovde by BANKshares;

certain unaudited financial statements of BANKshares and Seacoast for the three month period ended March 31, 2014;

certain historical annual reports of BANKshares and Seacoast, including audited financials for the year ending December 31, 2013;

certain historical publicly available business and financial information concerning BANKshares and Seacoast;

certain internal financial statements and other financial and operating data concerning BANKshares and Seacoast, including, without limitation, internal financial analyses and forecasts prepared by management of BANKshares and of Seacoast and held discussions with senior management of BANKshares regarding recent developments and regulatory matters;

financial projections prepared by certain members of senior management of BANKshares and of Seacoast;

the terms of recent merger, acquisition and control investment transactions, to the extent publicly available, involving financial institutions and financial institution holding companies that Hovde considered relevant;

the pro forma impact of the merger on the combined company's earnings per share, consolidated capitalization and financial ratios;

the pro forma ownership of Seacoast's common stock by the holders of the BANKshares stock relative to the pro forma contribution of BANKshares's assets, deposits, equity and earnings to the combined company;

historical market prices and trading volumes of Seacoast's common stock;

the general economic, market and financial conditions; and

certain publicly available financial and stock market data relating to selected public companies that Hovde deemed relevant to its analysis.

Hovde also conducted meetings and had discussions with members of senior management of BANKshares and Seacoast for purposes of reviewing the business, financial condition, results of operations and future prospects of BANKshares and Seacoast, as well as the history and past and current operations of BANKshares and Seacoast, BANKshares' and Seacoast's historical financial performance and BANKshares' and Seacoast's outlook and future prospects. Hovde also discussed with management of each of BANKshares and Seacoast, its assessment of the rationale for the merger. Hovde also performed such other analyses and considered such other factors as Hovde deemed appropriate and took into account its experience in other transactions, as well as its knowledge of the banking and financial services industry and its general experience in securities valuations.

In rendering its opinion, Hovde assumed, without independent verification, the accuracy and completeness of the financial and other information and representations contained in the materials provided to it by BANKshares and in the discussions it had with the management of BANKshares. Hovde relied upon the reasonableness and achievability of the financial forecasts and projections (and the assumptions and bases therein) provided to Hovde by BANKshares and assumed that the financial forecasts, including without limitation, the projections regarding

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under-performing and non-performing assets and net charge-offs were reasonably prepared by BANKshares on a basis reflecting the best currently available information and judgments and estimates by BANKshares, and that such forecasts will be realized in the amounts and at the times contemplated thereby. Hovde did not assume any responsibility to verify such information or assumptions independently.

Hovde is not an expert in the evaluation of loan and lease portfolios for purposes of assessing the adequacy of the allowances for loan losses with respect thereto. Hovde assumed that such allowances for BANKshares and Seacoast are, in the aggregate, adequate to cover such losses, and will be adequate on a pro forma basis for the combined entity. Hovde was not requested to make, and did not conduct, an independent evaluation, physical inspection or appraisal of the assets, properties, facilities or liabilities (contingent or otherwise) of BANKshares or Seacoast, the collateral securing any such assets or liabilities, or the collectability of any such assets, and Hovde was not furnished with any such evaluations or appraisals, nor did Hovde review any loan or credit files of BANKshares or Seacoast.

Hovde assumed that the merger will be consummated substantially in accordance with the terms set forth in the merger agreement, without any waiver of material terms or conditions by BANKshares or any other party to the merger agreement and that the final merger agreement will not differ materially from the draft Hovde reviewed. Hovde assumed that the merger is, and will be, in compliance with all laws and regulations that are applicable to BANKshares and Seacoast. BANKshares has advised Hovde that there are no factors that would impede any necessary regulatory or governmental approval of the merger. Hovde further assumed that, in the course of obtaining the necessary regulatory and government approvals, no restriction will be imposed on BANKshares or on Seacoast that would have a material adverse effect on the contemplated benefits of the merger. Hovde also assumed that no changes in applicable law or regulation will occur that will cause a material adverse change in the prospects or operations of the institutions after the merger.

BANKshares engaged Hovde on November 15, 2013, to provide BANKshares with financial advisory services. Pursuant to the terms of the engagement, Hovde will receive consideration from BANKshares for services provided, including a \$50,000 fee for the delivery of its fairness opinion, which will be credited against the completion fee. At the time the merger is completed, BANKshares will pay Hovde a completion fee, which is estimated to be \$665,000 and which is contingent upon the completion of the merger. Pursuant to the engagement agreement, in addition to its fees and regardless of whether the merger is consummated, BANKshares has agreed to reimburse Hovde for certain reasonable out-of-pocket expenses incurred in performing its services and to indemnify Hovde against certain claims, losses, and expenses arising out of the merger or Hovde's engagement.

In performing its analyses, Hovde made numerous assumptions with respect to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of Hovde, BANKshares and Seacoast. Hovde's opinion was necessarily based on financial, economic, market, and other conditions and circumstances as they existed on, and on the information made available to Hovde as of, the dates used in its opinion. Hovde has no obligation to update or reaffirm its opinion at any time. Any estimates contained in the analyses performed by Hovde are not necessarily indicative of actual values or future results, which may be significantly more or less favorable than suggested by these analyses. Additionally, estimates of the value of businesses or securities do not purport to be appraisals or to reflect the prices at which such businesses or securities may be sold or the prices at which any securities may trade at any time in the future. Accordingly, these analyses and estimates are inherently subject to substantial uncertainty. Hovde's opinion does not address the relative merits of the merger as compared to any other business combination in which BANKshares might engage. In addition, Hovde's fairness opinion was among several factors taken into consideration by BANKshares' board of directors in making its determination to approve the merger agreement and the merger. Consequently, the analyses described below should not be viewed as solely determinative of the decision of BANKshares' board of directors or BANKshares' management with respect to the fairness of the exchange ratio, or any consideration to be received, in connection with the merger.





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The following is a summary of the material analyses prepared by Hovde and delivered to BANKshares board of directors on April 21, 2014, in connection with the fairness opinion. This summary is not a complete description of the analyses underlying the fairness opinion or the presentation prepared by Hovde, but it summarizes the material analyses performed and presented in connection with such opinion. The preparation of a fairness opinion is a complex analytical process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances. Therefore, a fairness opinion is not readily susceptible to partial analysis or summary description. In arriving at its opinion, Hovde did not attribute any particular weight to any analysis or factor that it considered, but rather made qualitative judgments as to the significance and relevance of each analysis and factor. The financial analyses summarized below include the information presented in tabular format. The analyses and the summary of the analyses must be considered as a whole and selecting portions of the analyses and factors or focusing on the information presented below in tabular format, without considering all analyses and factors or the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the process underlying the analyses and opinion of Hovde. The tables alone are not a complete description of the financial analyses.

*Precedent Transactions Analysis.* As part of its analysis, Hovde reviewed publicly available information related to three comparable groups ( Group A , Group B , and Group C ) of select acquisition transactions of banks. Group A consisted of acquisition transactions of banks headquartered in the state of Florida announced since January 1, 2011, involving banks in which the target had assets between \$200 million and \$1.5 billion and non-performing assets represented less than 5.0% of total assets. Group B consisted of acquisition transactions of banks headquartered in the Southeast Region of the United States announced since January 1, 2012, involving banks in which the target had assets between \$250 million and \$1.0 billion and non-performing assets represented less than 4.0% of total assets. Group C consisted of acquisition transactions of banks in the United States announced since January 1, 2012, involving banks in which the target had assets between \$500 million and \$1.0 billion, a last twelve months return on average assets greater than 0.00%, and non-performing assets represented less than 3.0% of total assets. Information for the target institutions was based on the most recent quarter prior to announcement of the transaction. The resulting three groups consisted of the following:

**Group A:****Buyer (State)**

CenterState Banks, Inc. (FL)  
 Banco de Sabadell, SA  
 Stonegate Bank (FL)  
 CenterState Banks, Inc. (FL)  
 Ameris Bancorp (GA)  
 Old Florida Bancshares, Inc. (FL)  
 IBERIABANK Corporation (LA)  
 Trustmark Corporation (MS)  
 1<sup>st</sup> United Bancorp, Inc. (FL)

**Target (State)**

First Southern Bancorp, Inc. (FL)  
 JGB Bank, National Association (FL)  
 Florida Shores Bancorp, Inc. (FL)  
 Gulfstream Bancshares, Inc. (FL)  
 Prosperity Banking Company (FL)  
 New Traditions National Bank (FL)  
 Florida Gulf Bancorp, Inc. (FL)  
 Bay Bank & Trust Co. (FL)  
 Anderen Financial, Inc. (FL)

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**Group B:**

**Buyer (State)**

Simmons First National Corporation (AR)  
 Banco de Sabadell, SA  
 Franklin Financial Network, Inc. (TN)  
 Home Bancorp, Ins. (LA)  
 NewBridge Bancorp (NC)  
 New Century Bancorp, Inc. (NC)  
 Cardinal Financial Corporation (VA)  
 Stonegate Bank (FL)  
 CenterState Banks, Inc. (FL)  
 First Federal Bancshares of Arkansas, Inc. (AR)  
 BNC Bancorp (NC)  
 Southern BancShares (N.C.), Inc. (NC)  
 Old Florida Bancshares, Inc. (FL)  
 Crescent Financial Bancshares, Inc. (NC)  
 WashingtonFirst Bankshares, Inc. (VA)  
 First Community Bancshares, Inc. (VA)

**Target (State)**

Delta Trust & Banking Corporation (AR)  
 JGB Bank, National Association (FL)  
 MidSouth Bank (TN)  
 Britton & Koontz Capital Corporation (MS)  
 CapStone Bank (NC)  
 Select Bancorp, Inc. (NC)  
 United Financial Banking Companies, Inc. (VA)  
 Florida Shores Bancorp, Inc. (FL)  
 Gulfstream Bancshares, Inc. (FL)  
 First National Security Company (AR)  
 Randolph Bank & Trust Company (NC)  
 Heritage Bancshares, Inc. (NC)  
 New Traditions National Bank (FL)  
 ECB Bancorp, Inc. (NC)  
 Alliance Bankshares Corporation (VA)  
 Peoples Bank of Virginia (VA)

**Group C:**

**Buyer (State)**

Eastern Bank Corporation (MA)  
 First Interstate BancSystem, Inc. (MT)  
 TriCo Bancshares (CA)  
 IBERIABANK Corporation (LA)  
 Old National Bancorp (IN)  
 BancorpSouth, Inc. (MS)  
 Banco de Sabadell, SA  
 Independent Bank Group, Inc. (TX)  
 Old National Bancorp (IN)  
 Wilshire Bancorp, Inc. (CA)  
 First Federal Bancshares of Arkansas, Inc. (AR)  
 Peoples Financial Services Corp. (PA)  
 F.N.B. Corporation (PA)  
 Heartland Financial USA, Inc. (IA)  
 CBFH, Inc. (TX)  
 First PacTrust Bancorp, Inc. (CA)  
 Investors Bancorp, Inc. (MHC) (NJ)  
 United Financial Bancorp, Inc. (MA)  
 Carlile Bancshares, Inc. (TX)

Centrix Bank & Trust (NH)  
 Mountain West Financial Corp. (MT)  
 North Valley Bancorp (CA)  
 Teche Holding Company (LA)  
 United Bancorp, Inc. (MI)  
 Ouachita Bancshares Corp. (LA)  
 JGB Bank, National Association (FL)  
 BOH Holdings, Inc. (TX)  
 Tower Financial Corporation (IN)  
 Saehan Bancorp (CA)  
 First National Security Company (AR)  
 Pensco Financial Services Corporation (PA)  
 BCSB Bancorp, Inc. (MD)  
 Morrill Bancshares, Inc. (KS)  
 VB Texas, Inc. (TX)  
 Private Bank of California (CA)  
 Marathon Banking Corporation (NY)  
 New England Bancshares, Inc. (CT)  
 Northstar Financial Corporation (TX)

For each precedent transaction, Hovde derived and compared the implied ratio of deal value to certain financial characteristics of the target company from the applicable precedent transaction as follows:

the multiple of the purchase consideration to the acquired company's tangible book value (the Price-to-Tangible Common Book Value Multiple);

the multiple of the purchase consideration to the acquired company's total assets (the Price-to-Assets Multiple);

the multiple of the purchase consideration to the acquired company's last twelve months net income (the Price-to-LTM EPS Multiple); and

the multiple of the difference between the purchase consideration and the acquired company's tangible book value, as adjusted, to the acquired company's core deposits (the Premium-to-Core Deposits Multiple).

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The results of the analysis are set forth in the table below. Transaction multiples for the merger were derived from an implied aggregate offer price of \$78.175 million or \$5.49 per share for BANKshares, based on the exchange ratio of 0.4975 and Seacoast's closing stock price of \$11.03 on April 17, 2014.

<b>Implied Value to BANKshares Based On:</b>	<b>Price-to-LTM EPS Multiple</b>	<b>Price-to-Assets Multiple</b>	<b>Price-to-Tang. Common Book Value Multiple</b>	<b>Premium-to-Core Deposits Multiple</b>
Merger Agreement	18.4x <sup>(1)</sup>	11.9%	146.1%	5.60%
<i>Precedent Transactions Group A:</i>				
Median	13.7x	10.6%	112.3%	2.8%
Average	13.9x	12.1%	117.1%	2.1%
<i>Precedent Transactions Group B:</i>				
Median	15.5x	11.0%	112.8%	0.9%
Average	15.4x	11.0%	115.9%	1.8%
<i>Precedent Transactions Group C:</i>				
Median	17.1x	14.8%	155.0%	7.5%
Average	18.0x	15.0%	163.4%	8.4%

(1) Based on BANKshares' adjusted net income, which is equivalent to the sum of net income and tax-effected core deposit intangible amortization expense.

Using publicly available information, Hovde compared the financial performance of BANKshares with that of the median and average of the precedent transactions from Groups A, B, and C. The performance highlights are based on the year end information of BANKshares as of December 31, 2013.

	<b>Tg. Equity/ Tg. Assets</b>	<b>Core Deposits</b>	<b>LTM ROAA</b>	<b>LTM ROAE</b>	<b>Efficiency Ratio</b>	<b>NPAs/ Assets</b>	<b>LLR/ NPLs</b>
BANKshares	9.23%	89.40%	0.64% <sup>(1)</sup>	3.29% <sup>(1)</sup>	71.97%	2.22%	42.13%
<i>Precedent Transactions Group A:</i>							
Median	9.82%	92.22%	0.10%	1.54%	87.28%	3.52%	60.55%
Average	9.95%	90.57%	(0.05%)	1.04%	80.81%	2.76%	67.93%
<i>Precedent Transactions Group B:</i>							
Median	9.92%	87.59%	0.71%	5.40%	82.52%	2.04%	74.95%
Average	9.76%	86.58%	0.53%	4.31%	75.89%	2.00%	131.14%
<i>Precedent Transactions Group C:</i>							
Median	9.42%	86.51%	0.78%	7.42%	69.69%	1.12%	132.28%
Average	9.35%	86.10%	0.76%	7.66%	72.23%	1.43%	166.29%

- (1) Based on BANKshares' adjusted net income, which is equivalent to the sum of net income and tax-effected core deposit intangible amortization expense

No company or transaction used as comparison in the above transaction analyses is identical to BANKshares, and no transaction was consummated on terms identical to the terms of the merger agreement. Accordingly, an analysis of these results is not strictly mathematical. Rather, it involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies.

*Discounted Cash Flow Analysis.* Taking into account various factors including, but not limited to, BANKshares' recent performance, the current banking environment and the local economy in which BANKshares operates, Hovde utilized earnings estimates for a forward looking five-year period with the assistance of information and guidance provided by the management of BANKshares; BANKshares management developed the forward-looking projections, which formed the basis of the discounted cash flow analyses.

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In order to determine a value for BANKshares on a discounted cash flow basis, Hovde utilized three different methods of discounted cash flow analysis: (1) present value of future free cash flows into perpetuity, (2) present value of future free cash flows based off a price-to-LTM earnings takeout multiple of 17.1x, and (3) present value of future free cash flows based off a price-to-tangible common book value takeout multiple of 1.55x. In order to derive the terminal value in the takeout multiple methods, Hovde multiplied BANKshares projected 2018 earnings and tangible book value by their respective takeout multiples, as mentioned above. The LTM earnings takeout multiple was derived from the median LTM earnings multiple from Precedent Transactions Group C. The tangible common book value takeout multiple was also derived from the median tangible book value multiple from Precedent Transactions Group C.

These analyses yielded different implied values for BANKshares, which are outlined in the table below:

<b>Implied Value to BANKshares Based On:</b>	<b>Implied Transaction Value (Per Share)</b>	<b>Price-to-LTM Net Income Multiple</b>	<b>Price-to-Assets Multiple</b>	<b>Price-to-Tang. Book Value Multiple</b>	<b>Premium to Core Deposits Multiple</b>
Merger Agreement	\$ 5.49	18.4x <sup>(1)</sup>	11.9%	146.1%	5.6%
DCF Analysis Terminal Growth Model	\$ 3.28	11.0x <sup>(1)</sup>	7.1%	87.3%	(1.5%)
DCF Analysis Takeout Price-to-Earnings	\$ 4.26	14.3x <sup>(1)</sup>	9.2%	113.4%	1.6%
DCF Analysis Takeout Price-to-Tangible Book Value	\$ 4.55	15.3x <sup>(1)</sup>	9.9%	121.2%	2.6%

<sup>(1)</sup> Based on BANKshares adjusted net income, which is equivalent to the sum of net income and tax-effected core deposit intangible amortization expense

Hovde noted that while the discounted cash flow present value analysis is a widely used valuation methodology, it relies on numerous assumptions, including asset and earnings growth rates, terminal values and discount rates. Hovde's analysis does not purport to be indicative of the actual values or expected values of BANKshares common stock.

*Relative Contribution and Performance Analysis.* Hovde analyzed the relative contribution of BANKshares and Seacoast with regard to certain assets, liabilities, earnings, capital and other financial information to the pro forma company, which do not reflect purchase (acquisition) accounting adjustments, and compared the results to the implied pro forma ownership of the combined company resulting from the merger based on the exchange ratio. The information utilized in the analysis was based on BANKshares and Seacoast data as of December 31, 2013. The results of the Hovde analysis are set forth in the following table:

<b>Contribution</b>	<b>Seacoast</b>	<b>BANKshares</b>
2013 Net Income	62.2% <sup>(1)</sup>	37.8% <sup>(2)</sup>
Total Assets	77.6%	22.4%
Gross Loans	78.2%	21.8%
Net Loans	78.3%	21.7%
Deposits	78.6%	21.4%
Core Deposits <sup>(3)</sup>	79.3%	20.7%
Tangible Common Equity	78.7%	21.3%

Implied Pro Forma Ownership	78.6%	21.4%
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Notes:

- (1) *Excludes recapture of \$45 million valuation allowance on its net deferred tax assets*
- (2) *Based on BANKshares adjusted net income, which is calculated as net income + tax-effected core deposit intangible amortization expense*
- (3) *Core Deposits as defined as total deposits less CDs with a balance of above \$100,000, as well as all brokered deposits*

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*Other Factors and Analyses.* Hovde took into consideration various other factors and analyses, including but not limited to: current market environment; merger and acquisition environment; movements in the common stock valuations of selected publicly-traded banking companies; and movements in the S&P 500 Index.

*Material Relationships.* Hovde will receive compensation from BANKshares in connection with its services, which may include, without limitation, a fairness opinion fee that is contingent upon the issuance of its opinion letter and a completion fee that is contingent upon the consummation of the merger. Additionally, Hovde, or its affiliates have received compensation in the past, and may receive compensation from Seacoast in the future, in connection with certain other advisory services or engagements, which may include, without limitation, fees for general financial advisory or capital services, or fees which are contingent upon the consummation of corporate transactions. In particular, within the last two years Hovde received compensation for serving as placement agent for Seacoast in a placement of securities, and Hovde has been engaged by Seacoast to provide advisory services in connection with certain matters other than the acquisition of BANKshares in the merger. This engagement is unrelated to BANKshares, the merger and the subject matter of Hovde's fairness opinion letter to BANKshares. In the ordinary course of its business, Hovde and its affiliates and/or employees may trade and/or hold equity of BANKshares and/or Seacoast for their own accounts or for the accounts of customers and, accordingly, they may at any time hold long or short positions in such securities. Hovde does not believe that any such holdings are material in relation to the merger. Further, BANKshares has agreed to indemnify Hovde and its affiliates for certain liabilities that may arise out of Hovde's engagement. Except for the foregoing, during the past two years there have not been, and there are no mutual understandings contemplating in the future, any material relationships between Hovde and BANKshares or Seacoast.

*Conclusion.* Based upon the foregoing analyses and other investigations and assumptions set forth in its opinion, without giving specific weightings to any one factor or comparison, Hovde determined that the exchange ratio in connection with the merger is fair from a financial point of view to BANKshares' shareholders. **Each shareholder is encouraged to read Hovde's fairness opinion in its entirety. The full text of this fairness opinion is included as Appendix B to this joint proxy statement/prospectus.**

## **Opinion of Seacoast's Financial Advisor**

### ***Overview***

Pursuant to an engagement letter, dated as of January 15, 2014, Seacoast's board of directors retained Guggenheim Securities to act as its financial advisor with respect to Seacoast's possible acquisition of or merger with BANKshares. In selecting Guggenheim Securities as its financial advisor, Seacoast's board of directors considered, among other things, Guggenheim Securities' reputation as an internationally recognized investment banking, financial advisory and securities firm with experience advising companies in, among other industries, the financial services industry. Guggenheim Securities, as part of its investment banking, financial advisory and capital market businesses, is regularly engaged in the valuation and financial assessment of businesses and securities in connection with mergers and acquisitions, recapitalizations, spin-offs/split-offs, restructurings, securities offerings in both the private and public capital markets and valuations for corporate and other purposes.

At the April 21, 2014 meeting of Seacoast's board of directors, Guggenheim Securities delivered its oral opinion, which subsequently was confirmed in writing, to the effect that, as of April 21, 2014 and based on the matters considered, the procedures followed, the assumptions made and various limitations of and qualifications to the review undertaken, the exchange ratio in the merger was fair, from a financial point of view, to Seacoast.

The description of Guggenheim Securities' opinion is qualified in its entirety by the full text of the written opinion, which is attached as Appendix C to this joint proxy statement/prospectus and which you should read carefully and in



its entirety. Guggenheim Securities' written opinion sets forth the matters considered, the procedures followed, the assumptions made and various limitations of and qualifications to the review undertaken by Guggenheim Securities. Guggenheim Securities' written opinion, which was authorized for issuance by the Fairness Opinion and Valuation Committee of Guggenheim Securities, is necessarily based on economic, capital markets and other conditions, and the information made available to Guggenheim Securities, as of the date of such opinion. Guggenheim Securities has no responsibility for updating or revising its opinion based on facts, circumstances or events occurring after the date of the rendering of the opinion.

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In reading the discussion of Guggenheim Securities' opinion set forth below, you should be aware that:

such opinion was provided to Seacoast's board of directors (in its capacity as such) for its information and assistance in connection with its evaluation of the exchange ratio;

such opinion did not constitute a recommendation to Seacoast's board of directors with respect to the merger;

neither such opinion nor any materials provided in connection therewith constituted advice or a recommendation to any holder of Seacoast common stock as to how to vote in connection with the share issuance or otherwise;

such opinion did not address Seacoast's underlying business or financial decision to pursue the merger, the relative merits of the merger as compared to any alternative business or financial strategies that might exist for Seacoast or the effects of any other transaction in which Seacoast might engage;

such opinion addressed only the fairness, from a financial point of view, to Seacoast of the exchange ratio pursuant to the merger agreement;

Guggenheim Securities expressed no view or opinion as to any other term or aspect of the merger agreement or the merger, any term or aspect of any other agreement, transaction document or instrument contemplated by the merger agreement or to be entered into or amended in connection with the merger or the fairness, financial or otherwise, of the merger to the holders of any class of securities, creditors or other constituencies of Seacoast, BANKshares or any other party to the transaction contemplated by the merger agreement; and

Guggenheim Securities expressed no view or opinion as to the fairness, financial or otherwise, of the amount or nature of any compensation payable to or to be received by any of Seacoast's or BANKshares's directors, officers or employees, or any class of such persons, in connection with the merger relative to the exchange ratio or otherwise.

In the course of performing its reviews and analyses for rendering its opinion, Guggenheim Securities:

reviewed a draft of the merger agreement, dated as of April 18, 2014, and certain related transaction documents;

reviewed certain publicly available business and financial information regarding each of Seacoast and BANKshares;

reviewed certain non-public business and financial information regarding BANKshares' s business and prospects, including the budget for 2014, all as prepared and provided to Guggenheim Securities by BANKshares' s senior management;

reviewed certain non-public business and financial information regarding Seacoast' s and BANKshares' s respective businesses and prospects, including certain financial projections for each of Seacoast and BANKshares (which projections are referred to herein as the Management Projections ), all as prepared and provided to Guggenheim Securities by Seacoast' s senior management;

reviewed certain estimates of cost savings, restructuring charges, purchase accounting adjustments and other transaction adjustments (which estimates are referred to herein as the transaction adjustments ) expected to result from the merger, all as prepared and provided to Guggenheim Securities by Seacoast' s senior management;

discussed with Seacoast' s senior management their strategic and financial rationale for the merger as well as their views of Seacoast' s and BANKshares' s respective businesses, operations, historical and projected financial results and future prospects;

discussed with BANKshares' s senior management their views of BANKshares' s business, operations, historical and projected financial results and future prospects;

reviewed the historical prices, trading multiples and trading volume of the common shares of Seacoast;

compared (i) the financial performance of Seacoast and the trading multiples and trading activity of the common shares of Seacoast and (ii) the financial performance of BANKshares with corresponding data for certain companies which Guggenheim Securities deemed relevant in evaluating Seacoast and BANKshares, respectively;

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reviewed the valuation and financial metrics of certain mergers and acquisitions which Guggenheim Securities deemed relevant in evaluating the merger;

performed discounted dividend analyses based on the Management Projections and the transaction adjustments furnished to Guggenheim Securities by Seacoast;

reviewed the pro forma financial results, financial condition and capitalization of Seacoast giving effect to the merger; and

conducted such other studies, analyses, inquiries and investigations as Guggenheim Securities deemed appropriate.

With respect to the information used in arriving at its opinion, Guggenheim Securities notes that:

Guggenheim Securities relied upon and assumed the accuracy, completeness and reasonableness of all industry, business, financial, legal, regulatory, tax, accounting, actuarial and other information (including, without limitation, the Management Projections, transaction adjustments, other estimates and other forward-looking information) furnished by or discussed with Seacoast and BANKshares or obtained from reputable public sources, data suppliers and other third parties.

Guggenheim Securities (i) did not assume any responsibility, obligation or liability for the accuracy, completeness, reasonableness, achievability or independent verification of, and Guggenheim Securities did not independently verify, any such information (including, without limitation, the Management Projections, transaction adjustments, other estimates and other forward-looking information), (ii) expressed no view, opinion, representation, guaranty or warranty (in each case, express or implied) regarding the reasonableness or achievability of the Management Projections, transaction adjustments, other estimates and other forward-looking information or the assumptions upon which they are based and (iii) relied upon the assurances of Seacoast's and BANKshares' senior management (as the case may be) that they were unaware of any facts or circumstances that would make such information (including, without limitation, the Management Projections, transaction adjustments, other estimates and other forward-looking information) incomplete, inaccurate or misleading.

Specifically, with respect to (i) the Management Projections, transaction adjustments, other estimates and other forward-looking information furnished by or discussed with Seacoast, (a) Guggenheim Securities was advised by Seacoast's senior management, and Guggenheim Securities assumed, that the Management Projections, transaction adjustments, other estimates and other forward-looking information utilized in its analyses had been reasonably prepared on bases reflecting the best then-currently available estimates and judgments of Seacoast's senior management as to the expected future performance of Seacoast and BANKshares and the realization of the cost savings reflected in the transaction adjustments and (b) Guggenheim Securities assumed that the Management Projections, transaction adjustments, other estimates and other forward-looking information had been reviewed by Seacoast's Board of Directors with the understanding that such information would be used and relied upon by Guggenheim Securities in

connection with rendering its opinion, (ii) the estimates and other forward-looking information furnished by or discussed with BANKshares, Guggenheim Securities assumed that such estimates and other forward-looking information utilized in its analyses had been reasonably prepared on bases reflecting the best then-currently available estimates and judgments of BANKshares senior management as to the expected future performance of BANKshares and (iii) any financial projections, other estimates and/or other forward-looking information obtained by Guggenheim Securities from public sources, data suppliers and other third parties, Guggenheim Securities assumed that such information was reasonable and reliable.

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Guggenheim Securities also noted certain other considerations with respect to its engagement and its opinion:

Guggenheim Securities did not perform or obtain any independent appraisal or valuation of (i) the assets or liabilities (including any contingent, derivative or off-balance sheet assets and liabilities) of Seacoast or BANKshares, (ii) the collateral securing any such assets or liabilities or (iii) the solvency or fair value of Seacoast or BANKshares, nor was Guggenheim Securities furnished with any such appraisal or valuation.

Guggenheim Securities did not make an independent evaluation of and it rendered no opinion regarding the collectability of any assets or the future performance of any loans of Seacoast or BANKshares.

Guggenheim Securities did not make an independent evaluation of the adequacy of the allowance for loan and lease losses (which are referred to herein as ALLL ) for Seacoast or BANKshares, nor did it conduct any review of the credit files of Seacoast or BANKshares. Guggenheim Securities assumed that the respective ALLLs for Seacoast and BANKshares are adequate to cover such future loan and lease losses and will be adequate on a pro forma basis for the combined company resulting from the merger.

Guggenheim Securities assumed that there had been no material change in the assets, liabilities, financial condition, results of operations, business or prospects of either Seacoast or BANKshares since December 31, 2013.

Guggenheim Securities' professionals are not legal, regulatory, tax, consulting, accounting, appraisal or actuarial experts and Guggenheim Securities' opinion should not be construed as constituting advice with respect to such matters; accordingly, Guggenheim Securities relied on the assessments of Seacoast, BANKshares and their respective advisors with respect to such matters.

Guggenheim Securities further assumed that:

In all respects material to its analyses, (i) the final executed form of the merger agreement would not differ from the draft that Guggenheim Securities had earlier been provided, (ii) Seacoast and BANKshares will comply in all material respects with all terms of the merger agreement and (iii) the representations and warranties of Seacoast and BANKshares contained in the merger agreement were true and correct and all conditions to the obligations of each party to the merger agreement to consummate the merger would be satisfied without any waiver thereof;

All governmental, regulatory or other consents and approvals necessary for the consummation of the merger would be obtained without any adverse effect on Seacoast, BANKshares or on the expected benefits of the merger in any way material to Guggenheim Securities' analysis;

The merger will be consummated in a timely manner and in accordance with the terms of the merger agreement, without any limitations, restrictions, conditions, amendments or modifications, regulatory or otherwise that would have an adverse effect on Seacoast or BANKshares or the merger.

Guggenheim Securities expressed no view or opinion as to the price or range of prices at which the shares of common stock or other securities of Seacoast may trade at any time, including, without limitation, subsequent to the announcement or consummation of the merger.

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***Summary of Valuation and Financial Analyses***

*Overview of Valuation and Financial Analyses*

This *Summary of Valuation and Financial Analyses* presents a summary of the principal valuation and financial analyses performed by Guggenheim Securities and presented to Seacoast's board of directors in connection with Guggenheim Securities rendering its opinion. The summary is not a complete description of the valuation and financial analyses underlying the opinion or the presentation made by Guggenheim Securities to Seacoast's board of directors, but summarizes the principal valuation and financial analyses performed and presented in connection with such opinion.

Some of the valuation and financial analyses summarized below include summary data and information presented in tabular format. In order to understand fully such valuation and financial analyses, the summary data and tables must be read together with the full text of the summary. Considering the summary data and tables alone could create a misleading or incomplete view of Guggenheim Securities' valuation and financial analyses.

The preparation of a fairness opinion is a complex process and involves various judgments and determinations as to the most appropriate and relevant valuation and financial analyses and the application of those methods to the particular circumstances involved. A fairness opinion therefore is not readily susceptible to partial analysis or summary description, and taking portions of the valuation and financial analyses set out above, without considering such analysis as a whole, would in the view of Guggenheim Securities create an incomplete and misleading picture of the processes underlying the valuation and financial analyses considered in rendering Guggenheim Securities' opinion.

In arriving at its opinion, Guggenheim Securities:

based its valuation and financial analyses on assumptions that it deemed reasonable, including assumptions concerning general business and economic conditions, capital markets considerations and industry-specific and company-specific factors, all of which are beyond the control of Seacoast, BANKshares and Guggenheim Securities;

did not form a view or opinion as to whether any individual analysis or factor, whether positive or negative, considered in isolation, supported or failed to support its opinion;

considered the results of all of its valuation and financial analyses and did not attribute any particular weight to any one analysis or factor; and

ultimately arrived at its opinion based on the results of all of its valuation and financial analyses assessed as a whole and believes that the totality of the factors considered and the various valuation and financial analyses performed by Guggenheim Securities in connection with its opinion operated collectively to support its determination as to the fairness, from a financial point of view, of the exchange ratio pursuant to the merger.

With respect to the valuation and financial analyses performed by Guggenheim Securities in connection with rendering its opinion:



Such valuation and financial analyses, particularly those based on estimates and projections, are not necessarily indicative of actual values or actual future results, which may be significantly more or less favorable than suggested by these analyses.

None of the selected publicly traded companies used in the peer group financial benchmarking and trading valuation analysis described below is identical or directly comparable to Seacoast or BANKshares, and none of the selected precedent merger and acquisition transactions used in the precedent merger and acquisitions transactions analysis described below is identical or directly comparable to the merger; however, such companies and transactions were selected by Guggenheim Securities, among other reasons, because they represented or involved target companies which may be considered broadly similar, for purposes of Guggenheim Securities' valuation analyses, to Seacoast and BANKshares based on Guggenheim Securities' familiarity with the financial services sector in the United States.

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In any event, peer group financial benchmarking and trading valuation analysis and precedent merger and acquisition transactions analysis are not mathematical; rather, such analyses involve complex considerations and judgments concerning the differences in business, financial, operating and capital markets-related characteristics and other factors regarding the peer group companies and precedent merger and acquisition transactions to which Seacoast, BANKshares and the merger were compared.

Such valuation and financial analyses do not purport to be appraisals or to reflect the prices at which any securities may trade at the present time or at any time in the future.

*Certain Definitions*

Throughout this Summary of Valuation and Financial Analyses, the following financial terms are used in connection with Guggenheim Securities' various valuation and financial analyses:

BVPS: means book value per share.

Core pre-provision net income: means net income before provision expense, amortization expense and one-time income or expense.

DDA: means dividend discount analysis.

EPS: means the relevant company's earnings per share.

LTM: means latest twelve months.

NI: means net income.

NPA: means non-performing assets.

TA: means tangible assets.

TBVPS: means tangible book value per share.

TBVPS earnback: means the number of years needed to return to Seacoast's tangible book value prior to closing, using BANKshares's expected stand-alone earnings and transaction adjustments.

TCE: means tangible common equity.

*Recap of Merger Valuation*

Based on the merger exchange ratio of 0.4975 shares of Seacoast common stock for each share of BANKshares common and preferred stock outstanding and an illustrative stock price for Seacoast of \$11.00 per share (Seacoast's trailing 60-day volume weighted average share price was \$11.04 as of April 17, 2014, and the closing price on April 17, 2014 was \$11.03), Guggenheim Securities reviewed the implied value of the merger consideration to be paid to holders of BANKshares common and preferred stock. The implied value of the merger consideration, or transaction price, to be paid to the holders of BANKshares common and preferred stock was \$5.47 per share of BANKshares common stock and \$77.962 million in the aggregate, implying a multiple of 1.45x to BANKshares TBVPS.

*BANKshares Valuation Analyses*

*Summary of BANKshares Valuation Analyses.* In assessing the valuation of BANKshares in connection with rendering its opinion, Guggenheim Securities performed various valuation and financial analyses which are summarized in the table below and described in more detail elsewhere herein, including peer group financial benchmarking and trading valuation analysis, precedent merger and acquisition transaction analysis, and discounted dividend analysis.

**Table of Contents****Summary of BANKshares Valuation Analyses**

<b>Transaction Price per Share</b>	<b>\$ 5.47</b>
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<b>Selected Valuation Analyses</b>	<b>Reference Range for Valuation of BANKshares</b>	
	<b>Low</b>	<b>High</b>
<b>Peer Group Trading Analysis:</b>		
Price/TBVPS	\$ 3.76	\$ 4.88
<b>Precedent M&amp;A Transaction Analysis:</b>		
Price/TBVPS	\$ 4.88	\$ 7.14
Price/LTM Core Pre-Provision Net Income with Cost Savings	\$ 4.82	\$ 7.22
<b>Dividend Discount Analyses:</b>		
BANKshares Stand-Alone DDA Valuation	\$ 5.53	\$ 6.43
BANKshares Stand-Alone DDA Valuation with Transaction Adjustments	\$ 6.41	\$ 7.61

*Peer Group Financial Benchmarking and Trading Valuation Analysis.* Guggenheim Securities reviewed and analyzed trading data associated with a peer group of publicly traded banks that it deemed to be relevant. In doing so, Guggenheim Securities noted that BANKshares is not a publicly traded company. Guggenheim Securities imputed a hypothetical trading valuation for BANKshares based on its review of trading data associated with the referenced peer group.

The following publicly traded banks were used by Guggenheim Securities for purposes of its valuation analysis:

**Peer Group Companies**

Auburn National Bancorp	Jacksonville Bancorp Inc.
Bank of South Carolina Corp.	New Century Bancorp Inc.
Citizens Holding Co.	Old Point Financial Corp
Colony Bankcorp Inc.	Peoples Bancorp of NC Inc.
Community Bankers Trust Corp.	Peoples Financial Corp
Eastern Virginia Bankshares	Southcoast Financial Corp.
Fauquier Bankshares Inc.	Southern First Bancshares, Inc.
First Bancshares Inc.	Summit Financial Group Inc.
First Capital Bancorp Inc.	United Security Bancshares
First Community Corp.	Valley Financial Corp.
First South Bancorp Inc.	Xenith Bankshares Inc.

Guggenheim Securities calculated the following mean and median trading multiples for the selected peer group companies based on Wall Street consensus estimates and the most recent publicly available financial filings:

**Table of Contents****Summary of Peer Group Trading Multiples**

	Price to:									
	Assets (\$ mm)	Market Value (\$ mm)	LTM Core Pre- Provision NI	14 Est. EPS	15 Est. EPS	BVPS	TBVPS	LTM Core Pre- Provision NI/ TCE	TCE/ TA	NPA s/ Assets
<b>Median</b>	\$780	\$68	8.7x	14.0x	11.6x	1.08x	1.11x	12.6%	8.2%	2.7%
<b>Mean</b>	\$787	\$69	10.5x	16.0x	12.5x	1.09x	1.13x	13.3%	8.4%	2.8%

In performing its peer group trading valuation analysis:

Guggenheim Securities noted the peer group consisted of relatively small banks with limited research coverage and low market capitalizations and trading volumes. Owing to significant variability in earnings, and lack of reliable earnings forecasts for many banks in this peer group making earnings multiples less meaningful, in Guggenheim Securities' judgment the appropriate trading valuation reference range was 1.0x to 1.3x TBVPS.

Guggenheim Securities' analysis of the selected peer group companies resulted in an overall reference range of \$3.76 to \$4.88 per share for purposes of valuing BANKshares' common stock on a stand-alone public-market trading basis as compared to the implied transaction price of \$5.47 per share of BANKshares common stock.

*Precedent Merger and Acquisition Transaction Analysis.* Guggenheim Securities reviewed and analyzed the valuation and financial metrics of certain relevant precedent merger and acquisition transactions occurring since January 2013 and involving companies in the U.S. financial services sector that Guggenheim Securities deemed relevant for purposes of its valuation analysis and that had a transaction value of between \$50 million to \$125 million. The following precedent merger and acquisition transactions were reviewed and considered by Guggenheim Securities for purposes of its valuation analysis:

**Selected Precedent M&A Transactions**

<b>Date Announced</b>	<b>Acquiror</b>	<b>Target Company</b>
3/24/14	Simmons First National	Delta Trust
3/17/14	CBFH	MC Bancshares
3/11/14	Chemical Financial	Northwestern Bancorp
2/18/14	CVB Financial	American Security Bank
2/11/14	IBERIABANK	First Private Holdings
2/10/14	First Interstate	Mountain West Financial
1/23/14	HomeTrust Bancshares	Jefferson Bancshares
12/20/13	Provident Financial	Team Capital Bank
12/4/13	Banco de Sabadell, SA	JGB Bank

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11/1/13	NewBridge Bancorp	CapStone Bank
10/21/13	Heritage Oaks	Mission Community
9/12/13	Simmons First National	Metropolitan
9/10/13	Old National	Tower Financial
9/9/13	Cardinal Financial	United Financial
9/5/13	Stonegate	Florida Shores

**Table of Contents****Selected Precedent M&A Transactions**

<b>Date Announced</b>	<b>Acquiror</b>	<b>Target Company</b>
7/30/13	CenterState Banks	Gulfstream
7/15/13	Wilshire Bancorp	Saehan Bancorp
6/14/13	FNB	BCSB Bancorp
5/13/13	First Merchants	CFS Bancorp
2/19/13	FNB	PVF Capital
2/7/13	Renasant	First M&F
1/29/13	Lakeland Bancorp	Somerset Hills

Guggenheim Securities calculated the following mean and median data for the precedent merger and acquisition transactions:

**Summary of Precedent M&A Transactions**

	<b>Price/LTM Core Pre-Provision Net Income:</b>							<b>LTM Core Pre-Provision NI/ TCE</b>
	<b>Deal Value (\$ mm)</b>	<b>Price / TBVPS</b>	<b>Standalone</b>	<b>+Cost Savings</b>	<b>Core Deposit Premium</b>	<b>TCE/TA</b>	<b>NPAs/ Assets</b>	
<b>Median</b>	\$65.8	1.50x	22.7x	11.0x	6.7%	9.0%	2.2%	6.3%
<b>Mean</b>	\$78.4	1.50x	30.8x	13.5x	6.1%	9.1%	2.7%	7.1%

In performing its precedent merger and acquisition transactions analysis:

Guggenheim Securities noted that there may be individual company or transaction-related factors that contribute to the foregoing transaction data that are not publicly disclosed and that it is therefore unable to evaluate (e.g., balance sheet marks, earnings growth rate assumptions, potential transaction synergies).

In Guggenheim Securities' judgment, based on its review of data associated with precedent announced transactions which it deemed to be relevant, the appropriate reference range was 1.3x to 1.9x TBVPS or 10.0x to 15.0x LTM core pre-provision net income, including announced cost savings.

Guggenheim Securities' analysis of the selected relevant precedent merger and acquisition transactions resulted in reference ranges of \$4.88 to \$7.14 per share based on TBVPS and \$4.82 to \$7.22 per share based on LTM core pre-provision net income, including announced cost savings, for purposes of valuing BANKshares' common and preferred stock on a change-of-control basis, as compared to the implied transaction price of \$5.47 per share of BANKshares common and preferred stock.

*Dividend Discount Analyses.* Guggenheim Securities performed a dividend discount analyses of BANKshares based on stand-alone financial projections for BANKshares, and an estimate of its terminal/continuing value at the end of the projection horizon. Guggenheim Securities also performed a dividend discount analyses of BANKshares with the transaction adjustments associated with the merger. In doing so, Guggenheim Securities assumed a 9.5% Tier 1

common equity ratio.

In performing its illustrative dividend discount analyses:

Guggenheim Securities based its dividend discount analyses on five-year stand-alone financial projections for BANKshares and the transaction adjustments, all as prepared and provided by Seacoast's senior management.



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Guggenheim Securities estimated BANKshares' cost of equity to be within a range of 13.0%-15.0% based on, among other factors, (i) Guggenheim Securities' then-current estimate of the prospective US equity risk premium range, (ii) a review of observed and predicted betas for publicly-traded banks with assets of \$25 billion to \$250 billion; (iii) a review of observed and predicted betas for BANKshares' selected peer group companies, which Guggenheim Securities considered to be less meaningful due to more limited market trading activity, (iv) the then-prevailing yield on the 20-year US Treasury bond as a proxy for the risk-free rate, (v) an estimate of the appropriate size/liquidity premium and (vi) Guggenheim Securities' investment banking and capital markets judgment and experience in valuing companies similar to BANKshares.

In calculating BANKshares' terminal/continuing value for purposes of its dividend discount analyses, Guggenheim Securities used a range of terminal net income multiples of 13.0x to 15.0x.

Guggenheim Securities' dividend discount analyses resulted in an overall reference range of (i) \$5.53 to \$6.43 per share for purposes of valuing BANKshares' common and preferred stock on a stand-alone intrinsic-value basis and (ii) \$6.41 to \$7.61 per share for purposes of valuing BANKshares' common and preferred stock on an intrinsic-value basis including the transaction adjustments, as compared to the implied transaction price of \$5.47 per share of BANKshares common and preferred stock.

*Seacoast Valuation Analysis*

Guggenheim Securities performed a stand-alone dividend discount analyses of Seacoast based on financial projections for Seacoast, and an estimate of its terminal/continuing value at the end of the projection horizon. In performing its illustrative DDAs:

Guggenheim Securities based its dividend discount analyses on five-year financial projections for Seacoast prepared and provided by Seacoast's senior management, including an assumed 9.5% Tier 1 common equity ratio.

Guggenheim Securities estimated Seacoast's cost of equity to be within a range of 12.0-14.0% based on, among other factors, (i) Guggenheim Securities' then-current estimate of the prospective US equity risk premium range, (ii) a review of observed and predicted betas for Seacoast, (iii) a review of observed and predicted betas for publicly-traded banks with assets of \$25 billion to \$250 billion; (iv) a review of observed and predicted betas for Seacoast's selected peer group companies, which Guggenheim Securities considered to be less meaningful due to more limited market trading activity, (v) the then-prevailing yield on the 20-year US Treasury bond as a proxy for the risk-free rate, (vi) an estimate of the appropriate size/liquidity premium and (vii) Guggenheim Securities' investment banking and capital markets judgment and experience in valuing companies similar to Seacoast.

In calculating Seacoast's terminal/continuing value for purposes of its dividend discount analyses, Guggenheim Securities used a range of terminal net income multiples of 13.0x to 15.0x.

Guggenheim Securities' illustrative dividend discount analyses resulted in an overall reference range of \$11.90 to \$13.94 per share for purposes of valuing Seacoast's common stock on a stand-alone intrinsic-value basis, as compared to the illustrative stock price for Seacoast of \$11.00 per share used by Guggenheim Securities to calculate the implied transaction price.

*Other Financial Reviews and Analyses*

Guggenheim Securities performed various additional financial reviews and analyses as summarized below solely for reference purposes and to provide certain context for the various valuation and financial analyses in connection with its opinion.

*Seacoast Peer Group Trading Valuation Analysis.* Guggenheim Securities included in its materials selected trading data associated with a peer group of publicly traded banks that it deemed to be relevant. In Guggenheim Securities' judgment, such data was not significant to its analysis.

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*Seacoast Stock Price Trading History.* Guggenheim Securities reviewed Seacoast's stock price trading history over various timeframes:

Guggenheim Securities indicated that since April 15, 2013 through April 17, 2014, Seacoast's common stock generally had traded in a range of approximately \$8.50 to \$12.51 per share.

Seacoast's volume weighted average price is summarized in the following table

<b>Seacoast Volume Weighted Average Price</b>	
Price as of 4/17/2014	\$ 11.03
1 month	11.11
2 months	11.04
6 months	11.33
12 months	11.16
52-week high	12.51
52-week low	8.50

*Seacoast EPS and TBVPS Accretion/(Dilution) Analysis.* Guggenheim Securities analyzed the pro forma financial impact of the merger on Seacoast's projected EPS and TBVPS based on (i) financial projections for each of Seacoast and BANKshares and the transaction adjustments expected to result from the merger, all as prepared and provided by Seacoast's senior management, (ii) the exchange ratio of 0.4975 shares of Seacoast common stock for each share of BANKshares common and preferred stock and (iii) an illustrative stock price for Seacoast of \$11.00 per share. That analysis yielded the following results:

<i>(\$ in millions, except per share amounts)</i>	
Acquisition Price per Share	\$ 5.47
Total Consideration	77.96
<b>Seacoast Accretion / (Dilution):</b>	
2014 Earnings Per Share	6.5%
2015 Earnings Per Share	13.0
BV Per Share	5.9%
TBV Per Share	(4.9)
TBVPS Earnback	2.75 years

*Seacoast Illustrative DDA Accretion/(Dilution) Analysis.* Guggenheim Securities analyzed the illustrative pro forma valuation impact of the merger on Seacoast's stand-alone DDA valuation based on (i) the financial projections for each of Seacoast and BANKshares and the transaction adjustments expected to result from the merger, all as prepared and provided by Seacoast's senior management (ii) the merger exchange ratio of 0.4975, (iii) cost of equity assumptions consistent with Seacoast's stand-alone cost of equity reference range of 12.0%-14.0% and (iv) pro forma price to terminal net income multiples consistent with Seacoast's stand-alone price to terminal net income multiples reference range of 13.0x to 15.0x. Guggenheim Securities' illustrative DDA accretion/(dilution) analyses resulted in an overall estimate of accretion to Seacoast's stand-alone intrinsic value of 2.7%.

***Other Considerations***

Seacoast did not provide specific instructions to, or place any limitations on, Guggenheim Securities with respect to the procedures to be followed or factors to be considered in performing its valuation and financial analyses or providing its opinion. The type and amount of consideration payable in the merger were determined through negotiations between Seacoast and BANKshares and were approved by Seacoast's board of directors. The decision to enter into the merger agreement was solely that of Seacoast's board of directors. Guggenheim Securities' opinion was just one of the many factors taken into consideration by Seacoast's board of directors. Consequently, Guggenheim Securities' valuation and financial analyses should not be viewed as determinative of the decision of Seacoast's board of directors to approve the merger agreement and approve the issuance of the merger consideration in connection with the merger.

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Pursuant to the terms of Guggenheim Securities' engagement letter, Seacoast has agreed to pay Guggenheim Securities a transaction fee of \$800,000, of which \$50,000 became payable upon execution of such engagement letter, \$250,000 became payable upon the delivery of Guggenheim Securities' opinion and the balance of which is contingent on successful consummation of the merger. A portion of Guggenheim Securities' compensation was payable upon delivery of its fairness opinion and will be credited against the fee payable upon consummation of the merger. In addition, Seacoast has agreed to reimburse Guggenheim Securities for certain expenses and to indemnify it against certain liabilities arising out of its engagement.

Aside from its current engagement by Seacoast, Guggenheim Securities has not been previously engaged by Seacoast, nor has Guggenheim Securities been previously engaged by BANKshares, to provide investment banking and/or financial advisory services for which Guggenheim Securities received fees. Guggenheim Securities may seek to provide Seacoast and its affiliates with certain investment banking and financial advisory services unrelated to the merger in the future.

Guggenheim Securities and its affiliates engage in a wide range of financial services activities for its and their own accounts and the accounts of its and their customers, including: asset, investment and wealth management; investment banking; corporate finance; mergers and acquisitions; restructuring, merchant banking; fixed income and equity sales, trading and research; derivatives; foreign exchange; and futures. In the ordinary course of these activities, Guggenheim Securities or its affiliates may (i) provide such financial services to Seacoast, BANKshares, other participants in the merger or their respective affiliates, subsidiaries, investment funds and portfolio companies, for which services Guggenheim Securities or its affiliates has received, and may receive, compensation and (ii) directly or indirectly, hold long or short positions, trade and otherwise conduct such activities in or with respect to certain bank debt, debt or equity securities and derivative products of or relating to Seacoast, BANKshares, other participants in the merger or their respective affiliates, subsidiaries, investment funds and portfolio companies. Finally, Guggenheim Securities or its affiliates and its or their directors, officers, employees, consultants and agents may have investments in Seacoast, BANKshares, other participants in the merger or their respective affiliates, subsidiaries, investment funds and portfolio companies.

Consistent with applicable legal and regulatory guidelines, Guggenheim Securities has adopted certain policies and procedures to establish and maintain the independence of its research departments and personnel. As a result, Guggenheim Securities' research analysts may hold views, make statements or investment recommendations and publish research reports with respect to Seacoast, BANKshares, other participants in the merger or their respective affiliates, subsidiaries, investment funds and portfolio companies and the merger that differ from the views of Guggenheim Securities' investment banking personnel.

## **Material U.S. Federal Income Tax Consequences of the Merger**

The following discussion describes the material U.S. federal income tax consequences of the merger to U.S. holders (as defined below) of BANKshares stock that exchange their shares of BANKshares common and/or preferred stock for shares of Seacoast common stock in the merger. This discussion is based upon the Code, the regulations promulgated under the Code, and court and administrative rulings and decisions, all as in effect on the date of this joint proxy statement/prospectus. These laws may change, possibly retroactively, and any change could affect the accuracy of the statements and conclusions set forth in this discussion.

For purposes of this discussion, a U.S. holder means a beneficial owner of BANKshares common and/or preferred stock that is for U.S. federal income tax purposes (i) an individual citizen or resident of the United States, (ii) a corporation, or entity treated as a corporation, organized in or under the laws of the United States or any state thereof or the District of Columbia, (iii) a trust if (a) a court within the United States is able to exercise primary supervision

over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or (b) such trust has made a valid election to be treated as a U.S. person for U.S. federal income tax purposes, or (iv) an estate, the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source.

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If a partnership (including for this purpose any entity or arrangement treated as a partnership for U.S. federal income tax purposes) holds BANKshares common and/or preferred stock, the tax treatment of a partner generally will depend on the status of the partner and the activities of the partnership. Partners in a partnership holding BANKshares common and/or preferred stock should consult their own tax advisors.

This discussion addresses only those BANKshares stockholders that hold their shares of BANKshares common and/or preferred stock as a capital asset within the meaning of Section 1221 of the Code (generally, property held for investment). Further, this discussion does not address all aspects of U.S. federal income taxation that may be relevant to you in light of your particular circumstances or if you are subject to special treatment under the U.S. federal income tax laws, including if you are:

a financial institution;

a tax-exempt organization;

an S corporation or other pass-through entity (or an investor in an S corporation or other pass-through entity);

an insurance company;

a mutual fund;

a dealer or broker in stocks and securities, commodities or currencies;

a trader in securities that elects the mark-to-market method of accounting;

a holder of BANKshares stock that received such stock through the exercise of an employee stock option, through a tax qualified retirement plan or otherwise as compensation;

a person that is not a U.S. holder (as defined above);

a person that has a functional currency other than the U.S. dollar;

a holder of BANKshares stock that holds such stock as part of a hedge, straddle, constructive sale, conversion or other integrated transaction; or

a U.S. expatriate.

In addition, the discussion does not address any alternative minimum tax or any state, local or foreign tax consequences of the merger, nor does it address any tax consequences arising under the unearned income Medicare contribution tax pursuant to the Health Care and Education Reconciliation Act of 2010. The actual tax consequences of the merger to you may be complex. These consequences will depend on your individual situation. You should consult with your own tax advisor to determine the tax consequences of the merger to you.

*Tax Consequences of the Merger Generally.* The parties intend for the merger to qualify as a tax-free reorganization within the meaning of Section 368(a) of the Code. It is a condition to Seacoast's obligation to complete the merger that Seacoast receive an opinion from Alston & Bird LLP, dated the closing date of the merger, to the effect that the merger will qualify as a tax-free reorganization within the meaning of Section 368(a) of the Code. It is a condition to BANKshares's obligation to complete the merger that BANKshares receive an opinion, dated the closing date of the merger, to the effect that the merger will qualify as a tax-free reorganization within the meaning of Section 368(a) of the Code. The opinions of Alston & Bird LLP provided on behalf of Seacoast and the opinion of Hacker, Johnson & Smith, P.A. provided on behalf of BANKshares, will be based on representation letters provided by Seacoast and BANKshares and on customary factual assumptions. Neither of the opinions described above will be binding on the Internal Revenue Service or any court. BANKshares and Seacoast have not sought and will not seek any ruling from the Internal Revenue Service regarding any matters relating to the merger. There can be no assurance that the Internal Revenue Service will not assert, or that a court would not sustain, a position contrary to any of the conclusions set forth in this discussion.



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Provided the merger qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Code, upon exchanging your BANKshares common and/or preferred stock for Seacoast common stock, you generally will not recognize gain or loss, except with respect to any cash received in lieu of fractional shares of Seacoast common stock, which will be treated as described below.

The aggregate tax basis in the shares of Seacoast common stock that you receive in the merger, including any fractional share interests deemed received and sold for cash as described below, will be the same as your aggregate tax basis in the BANKshares common and/or preferred stock you surrender in exchange for shares of Seacoast common stock (including a fractional share deemed received and sold for cash, as described below). The holding period for the shares of Seacoast common stock that you receive in the merger (including a fractional share deemed received and sold for cash, as described below) will include your holding period for the shares of BANKshares common and/or preferred stock that you surrender in the exchange.

If holders of BANKshares common and/or preferred stock acquired different blocks of BANKshares common and/or preferred stock at different times or at different prices, any gain or loss will be determined separately with respect to each block of BANKshares common and/or preferred stock and such holders' basis and holding period in their shares of Seacoast stock may be determined with reference to each block of BANKshares common and/or preferred stock. Any such holders should consult their tax advisors regarding the manner in which cash and Seacoast common stock received in the merger should be allocated among different blocks of BANKshares common and/or preferred stock and regarding the computation of any gain or loss and identification of the bases or holding periods of the particular shares of Seacoast common stock received in the merger.

*Cash Instead of Fractional Shares.* If you receive cash instead of a fractional share of Seacoast common stock, you will be treated as having received the fractional share of Seacoast common stock pursuant to the merger and then as having sold that fractional share of Seacoast common stock for cash. As a result, you generally will recognize gain or loss equal to the difference between the amount of cash received and the tax basis allocated to such fractional share of Seacoast common stock. This gain or loss generally will be capital gain or loss, and will be long-term capital gain or loss if, as of the effective date of the merger, the holding period for the BANKshares common and/or preferred stock deemed surrendered in exchange for a fractional share of Seacoast common stock is greater than one year. The deductibility of capital losses is subject to limitations.

*Information Reporting and Backup Withholding.* In certain instances you may be subject to information reporting and backup withholding at a rate of 28% on any cash payments you receive. You generally will not be subject to backup withholding, however, if you:

furnish a correct taxpayer identification number, certify that you are not subject to backup withholding on the substitute Form W-9 or successor form included in the letter of transmittal you will receive and otherwise comply with all the applicable requirements of the backup withholding rules; or

provide proof that you are otherwise exempt from backup withholding.

Any amounts withheld under the backup withholding rules are not additional tax and will generally be allowed as a refund or credit against your U.S. federal income tax liability, provided you timely furnish the required information to the Internal Revenue Service.

*Exercise of Dissenters' Rights.* A U.S. Holder who receives cash pursuant to the exercise of dissenters' rights generally will recognize capital gain or loss measured by the difference between the cash received and its adjusted basis in its shares of BANKshares common and preferred stock.

**The preceding discussion is intended only as a summary of material U.S. federal income tax consequences of the merger. It is for general information purposes and is not tax advice. Nor is this summary a complete analysis or discussion of all potential tax effects that may be relevant to you. You are urged to consult your own tax advisor with respect to the tax consequences to you from the merger (or exercise of dissenters' rights), including tax return reporting requirements and the applicability and effect of federal, state, local, and foreign tax laws.**

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### **Accounting Treatment**

The merger will be accounted for using the acquisition method of accounting with Seacoast treated as the acquiror. Under this method of accounting, BANKshares' assets and liabilities will be recorded by Seacoast at their respective fair values as of the date of completion of the merger. Financial statements of Seacoast issued after the merger will reflect these values and will not be restated retroactively to reflect the historical financial position or results of operations of Seacoast.

### **Regulatory Approvals**

Under federal law, the merger must be approved (unless such requirement for approval has been waived) by the Board of Governors of the Federal Reserve System and the bank merger must be approved by the OCC. In addition, CapGen Capital Group III LP, and its general partner, CapGen Capital Group III LLC, are bank holding companies of Seacoast, and CapGen Capital Group LP and its general partner, CapGen Capital Group LLC, are bank holding companies of BANKshares, and each may require approvals (CapGen Approvals) of the Federal Reserve before we can complete the merger.

Once the Federal Reserve approves the merger (unless such requirement for approval has been waived) and the CapGen approvals have been obtained, the parties must wait for up to 30 days before completing the merger. With the concurrence of the U.S. Department of Justice and permission from the Federal Reserve, however, the merger may be completed on or after the fifteenth (15th) day after approval from the Federal Reserve (unless such requirement for approval has been waived). Similarly, after receipt of approval of the bank merger from the OCC, the parties must wait for up to 30 days before completing the bank merger. If, however, there are no adverse comments from the U.S. Department of Justice and Seacoast receives permission from the OCC to do so, the bank merger may be completed on or after the fifteenth (15th) day after approval from the OCC.

As of the date of this joint proxy statement/prospectus, all of the required regulatory applications have been filed and the OCC has approved the bank merger. There is no assurance as to whether the remaining regulatory approvals will be obtained or as to the dates of the approvals. There also can be no assurance that the remaining regulatory approvals received will not contain any condition that would increase any of the minimum regulatory capital requirements of Seacoast following the bank merger or have a material adverse effect. See *The Merger Agreement – Conditions to Completion of the Merger*.

### **Appraisal Rights for BANKshares Shareholders**

Holders of BANKshares common and/or preferred stock as of the record date are entitled to appraisal rights under the FBCA. Pursuant to Section 607.1302 of the FBCA, a BANKshares shareholder who does not wish to accept the consideration to be received pursuant to the terms of the merger agreement may dissent from the merger and elect to receive the fair value of his or her shares of BANKshares common and/or preferred stock immediately prior to the date of the special meeting to vote on the proposal to approve the merger agreement, excluding any appreciation or depreciation in anticipation of the merger unless exclusion would be inequitable. Under the terms of the merger agreement, if 5% or more of the outstanding shares of BANKshares stock validly exercise their appraisal rights, then Seacoast will not be obligated to complete the merger.

In order to exercise appraisal rights, a dissenting BANKshares shareholder must strictly comply with the statutory procedures of Sections 607.1301 through 607.1333 of the FBCA, which are summarized below. A copy of the full text of those Sections is included as Appendix D to this joint proxy statement/prospectus. BANKshares shareholders are urged to read Appendix D in its entirety and to consult with their legal advisors. Each BANKshares shareholder who

desires to assert his or her appraisal rights is cautioned that failure on his or her part to adhere strictly to the requirements of Florida law in any regard will cause a forfeiture of any appraisal rights.

*Procedures for Exercising Dissenters' Rights of Appraisal.* The following summary of Florida law is qualified in its entirety by reference to the full text of the applicable provisions of the FBCA, a copy of which is included as Appendix D to this joint proxy statement/prospectus.

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A dissenting shareholder who desires to exercise his or her appraisal rights must file with BANKshares, prior to the taking of the vote on the merger agreement, a written notice of intent to demand payment for his or her shares if the merger is effectuated. A vote against the merger agreement will not alone be deemed to be the written notice of intent to demand payment and will not be deemed to satisfy the notice requirements under the FBCA. A dissenting shareholder need not vote against the merger agreement, but cannot vote, or allow any nominee who holds such shares for the dissenting shareholder to vote, any of his or her shares of BANKshares common and/or preferred stock in favor of the merger agreement. A vote in favor of the merger agreement will constitute a waiver of the shareholder's appraisal rights. A shareholder's failure to vote against the merger agreement will not constitute a waiver of such shareholder's dissenters' rights. Such written notification should be delivered either in person or by mail (certified mail, return receipt requested, being the recommended form of transmittal) to:

The BANKshares, Inc.  
1031 W. Morse Blvd., Suite 323  
Winter Park, Florida 32789  
Attn: Thomas P. Abelman

All such notices must be signed in the same manner as the shares are registered on the books of BANKshares. If a BANKshares shareholder has not provided written notice of intent to demand fair value before the vote on the proposal to approve the merger agreement is taken at the special meeting, then the BANKshares shareholder will be deemed to have waived his or her appraisal rights.

Within 10 days after the completion of the merger, Seacoast must provide to each BANKshares shareholder who filed a notice of intent to demand payment for his or her shares a written appraisal notice and an election form that specifies, among other things:

the date of the completion of the merger;

Seacoast's estimate of the fair value of the shares of BANKshares common and preferred stock;

where to return the completed appraisal election form and the shareholder's stock certificates and the date by which each must be received by Seacoast or its agent, which date with respect to the receipt of the appraisal election form may not be fewer than 40, nor more than 60, days after the date Seacoast sent the appraisal election form to the shareholder (and shall state that the shareholder shall have waived the right to demand appraisal with respect to the shares unless such form is received by Seacoast by such specified date) and which with respect to the return of stock certificates must not be earlier than the date for receiving the appraisal election form;

that, if requested in writing, Seacoast will provide to the shareholder so requesting, within 10 days after the date set for receipt by Seacoast of the appraisal election form, the number of shareholders who return the forms by such date and the total number of shares owned by them; and

the date by which a notice from the BANKshares shareholder of his or her desire to withdraw his or her appraisal election must be received by Seacoast, which date must be within 20 days after the date set for receipt by Seacoast of the appraisal election form from the BANKshares shareholder.

The form must also contain Seacoast's offer to pay to the BANKshares shareholder the amount that it has estimated as the fair value of the shares of BANKshares common and/or preferred stock, and request certain information from the BANKshares shareholder, including:

the shareholder's name and address;

the number of shares as to which the shareholder is asserting appraisal rights;

that the shareholder did not vote for the merger;

whether the shareholder accepts the offer of Seacoast to pay its estimate of the fair value of the shares of BANKshares common and/or preferred stock to the shareholder; and

if the shareholder does not accept the offer of Seacoast, the shareholder's estimated fair value of the shares of BANKshares common and/or preferred stock and a demand for payment of the shareholder's estimated value plus interest.

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A dissenting shareholder must execute and submit the certificate(s) representing his or her shares and the appraisal election form, and in the case of certificated shares deposit the shareholder's certificates, by the specified date. Any dissenting shareholder failing to return a properly completed appraisal election form and his or her stock certificates within the period stated in the form will lose his or her appraisal rights and be bound by the terms of the merger agreement. Upon returning the appraisal election form, a dissenting shareholder will be entitled only to payment pursuant to the procedure set forth in the applicable sections of the FBCA and will not be entitled to vote or to exercise any other rights of a shareholder, unless the dissenting shareholder withdraws his or her demand for appraisal within the time period specified in the appraisal election form.

A dissenting shareholder who has delivered the appraisal election form and his or her BANKshares common and/or preferred stock certificates may decline to exercise appraisal rights and withdraw from the appraisal process by giving written notice to Seacoast within the time period specified in the appraisal election form. Thereafter, a dissenting shareholder may not withdraw from the appraisal process without the written consent of Seacoast. Upon such withdrawal, the right of the dissenting shareholder to be paid the fair value of his or her shares will cease, and he or she will be reinstated as a shareholder and will be entitled to receive the merger consideration.

If the dissenting shareholder accepts the offer of Seacoast in the appraisal election form to pay Seacoast's estimate of the fair value of the shares of BANKshares common and/or preferred stock, payment for the shares of the dissenting shareholder is to be made within 90 days after the receipt of the appraisal election form by Seacoast or its agent. Upon payment of the agreed value, the dissenting shareholder will cease to have any interest in such shares.

A shareholder must demand appraisal rights with respect to all of the shares registered in his or her name, except that a record shareholder may assert appraisal rights as to fewer than all of the shares registered in the record shareholder's name but which are owned by a beneficial shareholder, if the record shareholder objects with respect to all shares owned by the beneficial shareholder. A record shareholder must notify BANKshares in writing of the name and address of each beneficial shareholder on whose behalf appraisal rights are being asserted. A beneficial shareholder may assert appraisal rights as to any shares held on behalf of the beneficial shareholder only if the beneficial shareholder submits to BANKshares the record shareholder's written consent to the assertion of such rights before the date specified in the appraisal election form, and does so with respect to all shares that are beneficially owned by the beneficial shareholder.

A shareholder who is dissatisfied with Seacoast's estimate of the fair value of the shares of Seacoast common stock must notify Seacoast of the shareholder's estimate of the fair value of the shares and demand payment of that estimate plus interest in the appraisal election form within the time period specified in the form. A shareholder who fails to notify Seacoast in writing of the shareholder's demand to be paid its stated estimate of the fair value of the shares plus interest within the required time period waives the right to demand payment and will be entitled only to the payment offered by Seacoast in the appraisal election form.

Section 607.1330 of the FBCA addresses what should occur if a dissenting shareholder fails to accept the offer of Seacoast to pay the value of the shares as estimated by Seacoast, and Seacoast fails to comply with the demand of the dissenting shareholder to pay the value of the shares as estimated by the dissenting shareholder, plus interest.

If a dissenting shareholder refuses to accept the offer of Seacoast to pay the value of the shares as estimated by Seacoast, and Seacoast fails to comply with the demand of the dissenting shareholder to pay the value of the shares as estimated by the dissenting shareholder, plus interest, then within 60 days after receipt of a written demand from any dissenting shareholder, Seacoast shall, or at its election at any time within such period of 60 days may, file an action in any court of competent jurisdiction in the county in Florida where the registered office of Seacoast, maintained pursuant to Florida law, is located requesting that the fair value of such shares be determined by the court.





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If Seacoast fails to institute a proceeding within the above-prescribed period, any dissenting shareholder may do so in the name of Seacoast. All dissenting shareholders whose demands remain unsettled shall be made parties to the proceeding as in an action against their shares and a copy of the initial pleading will be served on each dissenting shareholder as provided by law. The shareholders demanding appraisal rights are entitled to the same discovery rights as parties in other civil proceedings. There shall be no right to a jury trial.

Seacoast is required to pay each dissenting shareholder the amount found to be due within 10 days after final determination of the proceedings, which amount may, in the discretion of the court, include a fair rate of interest, which will also be determined by the court. Upon payment of the judgment, the dissenting shareholder ceases to have any interest in such shares.

Section 607.1331 of the FBCA provides that the costs of a court appraisal proceeding, including reasonable compensation for, and expenses of, appraisers appointed by the court, will be determined by the court and assessed against Seacoast, except that the court may assess costs against all or some of the dissenting shareholders, in amounts the court finds equitable, to the extent that the court finds such shareholders acted arbitrarily, vexatiously or not in good faith with respect to their appraisal rights. The court also may assess the fees and expenses of counsel and experts for the respective parties, in amounts the court finds equitable, against: (i) Seacoast and in favor of any or all dissenting shareholders if the court finds Seacoast did not substantially comply with the notification provisions set forth in Sections 607.1320 and 607.1322 of the FBCA; or (ii) either Seacoast or a dissenting shareholder, in favor of any other party, if the court finds that the party against whom the fees and expenses are assessed acted arbitrarily, vexatiously, or not in good faith with respect to the appraisal rights. If the court in an appraisal proceeding finds that the services of counsel for any dissenting shareholder were of substantial benefit to other dissenting shareholders, and that the fees for those services should not be assessed against Seacoast, the court may award to such counsel reasonable fees to be paid out of the amounts awarded the dissenting shareholders who were benefited. To the extent that Seacoast fails to make a required payment when a dissenting shareholder accepts Seacoast's offer to pay the value of the shares as estimated by Seacoast, the dissenting shareholder may sue directly for the amount owed and, to the extent successful, shall be entitled to recover from Seacoast all costs and expenses of the suit, including counsel fees.

For a discussion of tax consequences with respect to dissenting shares, see [The Merger](#) [Material U.S. Federal Income Tax Consequences of the Merger](#).

**BECAUSE OF THE COMPLEXITY OF THE PROVISIONS OF FLORIDA LAW RELATING TO DISSENTERS' APPRAISAL RIGHTS, SHAREHOLDERS WHO ARE CONSIDERING DISSENTING FROM THE MERGER ARE URGED TO CONSULT THEIR OWN LEGAL ADVISORS.**

### **Board of Directors and Management of Seacoast Following the Merger**

The officers of Seacoast immediately prior to the effective time of the merger will be the officers of the surviving company and will hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal. The Seacoast board of directors will be increased by one, with one individual who is currently a director of BANKshares, to be identified by Seacoast in its sole discretion, and will serve on the board of directors of the surviving company and will serve as the Seacoast board of directors until his successor is duly elected and qualified, or his earlier death, resignation or removal.

Information regarding the executive officers and directors of Seacoast is contained in documents filed by Seacoast with the SEC and incorporated by reference into this joint proxy statement/prospectus, including Seacoast's Annual Report on Form 10-K for the year ended December 31, 2013 and its definitive proxy statement on Schedule 14A for its 2014 annual meeting, filed with the SEC on March 17, 2014 and April 8, 2014, respectively. See [Where You Can](#)

Find More Information and Documents Incorporated by Reference.

**Table of Contents****Interests of BANKshares Directors and Executive Officers in the Merger**

In the merger, the directors and executive officers of BANKshares will receive the same merger consideration for their BANKshares shares as the other BANKshares shareholders. In considering the recommendation of the BANKshares board of directors that you vote to approve the merger agreement, you should be aware that some of the executive officers and directors of BANKshares may have interests in the merger and may have arrangements, as described below, that may be considered to be different from, or in addition to, those of BANKshares shareholders generally. The BANKshares board of directors was aware of these interests and considered them, among other matters, in reaching its decision to adopt and approve the merger agreement and to recommend that BANKshares shareholders vote in favor of approving the merger agreement. See *The Merger Background of the Merger* and *The Merger*

*BANKshares s Reasons for the Merger and Recommendations of the Board of Directors of BANKshares.* BANKshares s shareholders should take these interests into account in deciding whether to vote **FOR** the proposal to adopt the merger agreement. These interests are described in more detail below, and certain of them are quantified in the narrative below.

**Treatment of BANKshares Equity Awards**

*Stock Units.* All outstanding awards, grants, units, or similar rights, or BANKshares Equity Awards, to purchase shares of BANKshares common stock that is outstanding will either (i) vest in accordance with its terms, (ii) be exercised in accordance with its terms, or (iii) terminate. Following the effective time of the merger, no holder of any BANKshares Equity Award will have any right to acquire any capital stock of Seacoast or BANKshares, except with respect to the common stock of BANKshares which such person received or became entitled to receive in accordance with the vesting or exercise of such BANKshares Equity Award prior to the effective time, which will be converted into the right to receive the number of shares of Seacoast common stock equal to the exchange ratio.

All of the outstanding BANKshares equity awards are restricted stock awards that do not require any cash payment by the recipient to BANKshares in order to receive the subject shares. Such awards are subject to certain performance criteria and, normally, to the passage of time. One hundred percent of the unvested restricted stock awards will vest in accordance with the terms of the plan as a result of the change in control resulting from the merger.

The table which follows reflects securities authorized for issuance under equity compensation plans.

**Securities Authorized For Issuance Under Equity Compensation Plans**

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of Securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity Compensation plans approved by security holders	None	None	None

Equity compensation plans  
not approved by security  
holders

128,860

\$-none

368,870

Total

128,860

\$-none

368,870

Refer to the notes to the consolidated audited financial statements for additional information concerning the restricted stock awards. Amounts shown are as of December 31, 2013.

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### **Separation Agreement, Waiver and Release**

*Separation Agreement, Waiver and Release with BANKshares and BankFIRST.* As a condition to Seacoast's obligation to consummate the merger, BANKshares, BankFIRST and Donald J. McGowan, President and Chief Executive Officer of BANKshares and BankFIRST, have agreed to enter into a Separation Agreement, Waiver and Release, or the Separation Agreement, to be effective following the effective date of the merger. Pursuant to the Separation Agreement, Mr. McGowan will resign from employment with BANKshares and from the boards of directors and/or managers of any BANKshares affiliates, effective immediately after the effective time of the merger. In consideration of Mr. McGowan's continued compliance with certain obligations under his employment agreement with BANKshares and certain other agreements and obligations, as well as Mr. McGowan's release of all claims and covenant not to sue, BANKshares agrees to make certain change in control payments, accrued benefits payments and non-competition payments to Mr. McGowan. Mr. McGowan will be entitled to a change in control payment in the amount of \$920,000. In addition, he will be entitled to his 2014 Executive Incentive Program payment pro-rated to the date of termination, payment for any accrued and unused vacation time, and the payment of COBRA or Medicare health and dental benefits for 18 months following his termination.

### **Director Restrictive Covenant Agreement; Claims Letters**

Each member of the BANKshares and BankFIRST boards of directors (excluding Mr. McGowan) have entered into a restrictive covenant agreement, covering a two year period commencing with the effective time of the merger, with Seacoast in the form attached as Exhibit D to the merger agreement attached as Appendix A to this document. Mr. McGowan did not execute a restrictive covenant agreement because he was already bound by an existing agreement. In addition, each of the members of the BANKshares and BankFIRST boards of directors have entered into a claims letter in the form attached as Exhibit C to the merger agreement attached as Appendix A to this document, by which they have agreed to release certain claims against BANKshares, effective as of the effective time of the merger.

### **Indemnification and Insurance**

As described under The Merger Agreement Indemnification and Directors and Officers Insurance, after the effective time of the merger, Seacoast will indemnify and defend the present and former directors, officers and employees of BANKshares and its subsidiaries against claims pertaining to matters occurring at or prior to the closing of the merger as permitted by BANKshares's articles of incorporation, bylaws and any existing indemnification agreement. Seacoast also has agreed, for a period of six years after the effective time of the merger, to provide coverage to present and former directors and officers of BANKshares pursuant to BANKshares's existing directors and officers liability insurance. This insurance policy may be substituted, but must contain at least the same coverage and amounts, and contain terms no less advantageous than the coverage currently provided by BANKshares. In no event shall Seacoast be required to expend for the tail insurance a premium amount in excess of 250% of the annual premiums paid by BANKshares for its directors and officers liability insurance in effect as of the date of the merger agreement.

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**THE MERGER AGREEMENT**

*The following is a summary of the material provisions of the merger agreement. This summary is qualified in its entirety by reference to the merger agreement, a copy of which is included as Appendix A to this joint proxy statement/prospectus and is incorporated herein by reference. You should read the merger agreement carefully and in its entirety, as it is the legal document governing the merger.*

**The Merger**

The boards of directors of Seacoast and BANKshares have each approved and adopted the merger agreement, which provides for the merger of BANKshares with and into Seacoast, with Seacoast as the surviving company in the merger. Each share of Seacoast common stock outstanding immediately prior to the effective time of the merger will remain outstanding as one share of Seacoast common stock. Each share of BANKshares common and preferred stock outstanding immediately prior to the effective time of the merger (excluding certain shares held by BANKshares, Seacoast and their wholly-owned subsidiaries and dissenting shares) will be converted into the right to receive 0.4975 shares of Seacoast common stock.

All shares of Seacoast common stock received by BANKshares shareholders in the merger will be freely tradable, except that shares of Seacoast common stock received by persons who become affiliates of Seacoast for purposes of Rule 144 under the Securities Act may be resold by them only in transactions permitted by Rule 144, or as otherwise permitted under the Securities Act.

The merger agreement also provides that immediately after the effective time of the merger, BankFIRST, a Florida state-chartered bank and wholly-owned subsidiary of BANKshares, will merge with and into Seacoast National Bank, or SNB, a national banking association and wholly owned subsidiary of Seacoast, with SNB as the surviving bank of such merger. The terms and conditions of the merger of BankFIRST and SNB will be set forth in a separate merger agreement (referred to as the bank merger agreement), the form of which is attached as an Exhibit A to the merger agreement, included as Appendix A to this joint proxy statement/prospectus. We refer to the merger of BankFIRST and SNB as the bank merger.

**Closing and Effective Time of the Merger**

Unless both Seacoast and BANKshares otherwise agree, the closing of the merger will take place on the date when the effective time is to occur, which is to occur on a mutually agreeable date after the satisfaction or waiver of all closing conditions. Simultaneously with the closing of the merger, Seacoast will file articles of merger with the Secretary of State of the State of Florida. The merger will become effective at such time as the articles of merger are filed or such other time as may be specified in the articles of merger.

We currently expect that the merger will be completed in the fourth quarter of 2014, subject to the approval of the merger agreement and the issuance of Seacoast common stock in the merger by BANKshares and Seacoast shareholders, respectively, and other conditions. However, completion of the merger could be delayed if there is a delay in satisfying any other conditions to the merger. No assurance is made as to whether, or when, Seacoast and BANKshares will complete the merger. See The Merger Agreement Conditions to Completion of the Merger.

**Merger Consideration**

Under the terms of the merger agreement, each share of BANKshares common and preferred stock outstanding immediately prior to the effective time of the merger (excluding certain shares held by BANKshares, Seacoast and

their wholly-owned subsidiaries and dissenting shares described below) will be converted into the right to receive 0.4975 shares of Seacoast common stock, or the exchange ratio.

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No fractional shares of Seacoast common stock will be issued in connection with the merger. Instead, Seacoast will make to each BANKshares shareholder who would otherwise receive a fractional share of Seacoast common stock a cash payment (rounded to the nearest whole cent) equal to: (i) the fractional share amount multiplied by (ii) the average closing price per share of Seacoast common stock on the NASDAQ Global Select Market for the five trading day period ending on the trading day preceding the date of the closing of the merger. We refer to the stock consideration and cash in lieu of any fractional shares, collectively, as the merger consideration.

A BANKshares shareholder also has the right to obtain the fair value of his or her shares of BANKshares common and/or preferred stock in lieu of receiving the merger consideration by strictly following the appraisal procedures under the FBCA. Shares of BANKshares common and/or preferred stock outstanding immediately prior to the effective time of the merger and which are held by a shareholder who does not vote to approve the merger agreement and who properly demands the fair value of such shares pursuant to, and who complies with, the appraisal procedures under the FBCA are referred to as dissenting shares. See The Merger Appraisal Rights for BANKshares Shareholders.

If Seacoast or BANKshares change the number of shares of Seacoast common stock or BANKshares common or preferred stock outstanding prior to the effective time of the merger as a result of a reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or similar recapitalization with respect to the Seacoast common stock or BANKshares common or preferred stock and the record date for such corporate action is prior to the effective time of the merger, then the merger consideration shall be appropriately and proportionately adjusted.

Based upon the closing sale price of the Seacoast common stock on the NASDAQ Global Select Market of \$10.31 on July 25, 2014, the last practicable trading date prior to the printing of this joint proxy statement/prospectus, each common and preferred share of BANKshares will be entitled to be exchanged for total merger consideration with a value equal to approximately \$5.13 per share.

The value of the shares of Seacoast common stock to be issued to BANKshares shareholders in the merger will fluctuate between now and the closing date of the merger. We make no assurances as to whether or when the merger will be completed, and you are advised to obtain current sale prices for the Seacoast common stock. See Risk Factors Because the sale price of the Seacoast common stock will fluctuate, you cannot be sure of the value of the merger consideration that you will receive in the merger until the closing.

## **Exchange of Stock Certificates**

Seacoast has appointed as the exchange agent under the merger agreement its transfer agent, Continental Stock Transfer and Trust Company. Promptly (and within five business days) after the effective time of the merger, the exchange agent will mail to each holder of record of BANKshares common and preferred stock a letter of transmittal and instructions for use in exchanging such holder's BANKshares stock certificates for the merger consideration (including cash in lieu of any fractional Seacoast shares) and any dividends or distributions to which such holder is entitled pursuant to the merger agreement. BANKshares shareholders should not send in their stock certificates until they receive the letter of transmittal and instructions.

Upon surrender to the exchange agent of the certificate(s) representing his or her shares of BANKshares common and/or preferred stock, accompanied by a properly completed letter of transmittal, a BANKshares shareholder will be entitled to receive after the effective time of the merger the merger consideration (including any cash in lieu of fractional shares). Until surrendered, each such certificate will represent after the effective time of the merger, for all purposes, only the right to receive, without interest, the merger consideration (including any cash in lieu of fractional shares) and any dividends or distributions to which such holder is entitled pursuant to the merger agreement. Any



holder of book-entry shares will not be required to deliver a certificate or an executed letter of transmittal to receive the merger consideration. Instead, a holder of book-entry shares will automatically at the effective time of the merger be entitled to receive the merger consideration, which will be paid as soon as practicable by the exchange agent.

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No dividends or other distributions with respect to Seacoast common stock after completion of the merger will be paid to the holder of any unsurrendered BANKshares stock certificates with respect to the shares of Seacoast common stock represented by those certificates until those certificates have been properly surrendered. Subject to applicable abandoned property, escheat or similar laws, following the proper surrender of any such previously unsurrendered BANKshares stock certificate, or payment of the merger consideration in respect of book-entry shares, the holder of the certificate or book-entry shares will be entitled to receive, without interest: (i) the amount of unpaid dividends or other distributions with a record date after the effective time of the merger payable with respect to the whole shares of Seacoast common stock represented by that certificate or book-entry shares; and (ii) at the appropriate payment date, the amount of dividends or other distributions payable with respect to shares of Seacoast common stock represented by that certificate or book-entry shares with a record date after the effective time of the merger (but before the date on which the certificate is surrendered) and with a payment date subsequent to the issuance of the shares of Seacoast common stock issuable in exchange for that certificate or book-entry shares.

Shares of Seacoast common stock and cash in lieu of any fractional shares may be issued or paid in a name other than the name in which the surrendered BANKshares stock certificate is registered if: (i) the certificate surrendered is properly endorsed or otherwise in a proper form for transfer; and (ii) the person requesting the payment or issuance pays any transfer or other similar taxes due or establishes to the satisfaction of Seacoast that such taxes have been paid or are not applicable.

After the effective time of the merger, there will be no transfers on the stock transfer books of BANKshares other than to settle transfers of shares of BANKshares common and/or preferred stock that occurred prior to the effective time. If, after the effective time of the merger, certificates for BANKshares common or preferred stock are presented for transfer to the exchange agent, the certificates will be cancelled and exchanged for the merger consideration (including cash in lieu of any fractional Seacoast shares).

In the event any BANKshares stock certificate is lost, stolen or destroyed, in order to receive the merger consideration (including cash in lieu of any fractional shares), the holder of that certificate must provide an affidavit of that fact and, if reasonably required by Seacoast or the exchange agent, post a bond in such amount as Seacoast determines is reasonably necessary to indemnify it against any claim that may be made against it with respect to that certificate.

## **Conduct of Business Pending the Merger**

Pursuant to the merger agreement, BANKshares and Seacoast have agreed to certain restrictions on their activities until the effective time of the merger. In general, each party has agreed that, except as otherwise permitted by the merger agreement, or as required by applicable law or a governmental entity, or with the prior written consent of the other party, it will:

conduct its business in the ordinary course consistent with past practice;

use reasonable best efforts to maintain and preserve intact its business organization, employees and advantageous business relationships;

maintain its books, accounts and records in the usual manner on a basis consistent with that previously employed; and

take no action that is intended to or would reasonably be expected to adversely affect or materially delay the receipt of regulatory or governmental approvals required for the transactions contemplated by the merger agreement or to perform their covenants and agreements or to consummate the transactions contemplated by the merger agreement.

BANKshares has also agreed that except as otherwise permitted by the merger agreement, as required by applicable laws or a governmental entity, or with the prior written consent of Seacoast (not to be unreasonably withheld or delayed) it will not, and will not permit any of its subsidiaries, to do any of the following:

amend its organizational documents or any resolution or agreement concerning indemnification of its directors or officers;

adjust, split, combine, subdivide or reclassify any capital stock;

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make, declare, set aside or pay any dividend or make any other distribution on, or directly or indirectly redeem, purchase or otherwise acquire, any shares of its capital stock or any securities or obligations convertible into or exchangeable for any shares its capital stock;

grant any securities or obligations convertible into or exercisable for or giving any person any right to subscribe for or acquire, or any options, calls, restricted stock, deferred stock awards, stock units, phantom awards, dividend equivalents, or commitments relating to, or any stock appreciation right or other instrument;

issue, sell, pledge, dispose of, grant, transfer, lease, license, guarantee, encumber or authorize the issuance, sale, pledge, disposition, grant, transfer, lease, license, guarantee or encumbrance, its capital stock;

make any investment in any other person, other than in the ordinary course of business;

charge off or sell any of BANKshares' s portfolio of loans, discounts or financing leases or sell any asset held as OREO or other foreclosed assets for an amount that is more than \$100,000 less than its book value;

terminate or allow, after the use of reasonable best efforts, to be terminated, any of the policies of insurance maintained on BANKshares' s business or property, cancel any material indebtedness owing to it or any claim that BANKshares may possess or waive any right of substantial value or discharge or satisfy any material noncurrent liability;

enter into any new line of business or change its lending, investment, underwriting, risk and asset liability management and other banking and operating policies other than as required by law or any regulatory agreement or order;

lend any money or pledge any of its credit in connection with any aspect of its business (except in the ordinary course of business consistent with past practices);

mortgage or otherwise subject to any lien, encumbrance or other liability any of its assets (except in the ordinary course of business consistent with past practices);

sell, assign or transfer any of its assets in excess of \$50,000 in the aggregate (except in the ordinary course of business consistent with past practices);

incur any material liability, commitment, indebtedness or obligation or cancel, release or assign any indebtedness of any person or any claims against any person (except (i) in the ordinary course of business or (ii) pursuant to contracts in force as of the date of the merger agreement and disclosed therein);

transfer, agree to transfer or grant, or agree to grant a license to, any of BANKshares' s material intellectual property;

incur any indebtedness for borrowed money (other than short-term indebtedness incurred to refinance short term indebtedness) or assume, guarantee, endorse or otherwise become responsible for the obligations of any other person;

restructure or change its investment securities portfolio or its gap position, through purchases, sales or otherwise, or the manner in which the portfolio is classified or reported;

terminate or waive any material provision of any contract other than normal renewals of contracts without materially adverse changes of terms (and other than in the ordinary course of business);

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other than in the ordinary course of business and consistent with past practice or as required by benefit plans and contracts in effect as of the date of the merger agreement, (i) increase in any manner the compensation or fringe benefits of any director, officer or employee, whether under a benefit plan or otherwise, (ii) pay any pension or retirement allowance not required by any existing benefit plan or contract to any director, officer or employee, (iii) become a party to, amend or commit itself to any benefit plan or contract or employment agreement with or for the benefit of any director, officer or employee, (iv) accelerate the vesting of, or the lapsing of restrictions with respect to, rights pursuant to any BANKshares stock plan or (v) make any changes to a benefit plan that are not required by law;

settle any litigation, except in the ordinary course of business;

revalue any of its or its subsidiaries' assets or change any method of accounting or accounting practice used by it or any of its subsidiaries, other than changes required by GAAP or the FDIC or any regulatory authority;

file or amend any tax return except in the ordinary course of business or settle or compromise any tax liability or make, change or revoke any tax election or change any method of tax accounting, except as required by applicable law;

knowingly take, or knowingly omit to take, any action that is reasonably likely to result in any of the conditions to the merger not being satisfied, except as may be required by applicable law;

merge or consolidate BANKshares or any of its subsidiaries with any other person;

acquire assets outside of the ordinary course of business consistent with past practices from any other person with a value or purchase price in excess of \$50,000, other than purchase obligations pursuant to contracts in effect prior to the execution of the merger agreement and set forth in the merger agreement;

enter into any contract that is material and would have been material had it been entered into prior to the execution of the merger agreement;

make any changes in the mix, rates, terms or maturities of the BankFIRST's deposits or other liabilities, except in a manner and pursuant to policies consistent with past practice and competitive factors in the market place;

open any new branch or deposit taking facility or close or relocate any existing branch or facility;

make any extension of credit that, when added to other extensions of credit to a borrower and its affiliates, would exceed its applicable regulatory limits or make any loans, or enter into any commitments to make loans, which vary other than in immaterial respects from its written loan policies (subject to certain exceptions and thresholds and provided that BankFIRST may extend or renew credit or loans in the ordinary course of business consistent with past lending practices or in connection with the workout or renegotiation of current loans);

take any action that at the time of taking such action is reasonably likely to prevent, or would materially interfere with, the consummation of the merger;

knowingly take any action that would prevent or impede the merger and the bank merger from qualifying as a reorganization under the Internal Revenue Code; or

agree or commit to take any of the actions set forth above.

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### **Regulatory Matters**

This joint proxy statement/prospectus forms part of a Registration Statement on Form S-4 which Seacoast has filed with the SEC. Seacoast has agreed to use all reasonable efforts to cause the Registration Statement to be declared effective.

Each of Seacoast and BANKshares has agreed to use all reasonable best efforts to obtain all necessary state securities law or blue sky permits and approvals required to carry out the transactions contemplated by the merger agreement, and each of Seacoast and BANKshares has agreed to furnish all information concerning it and the holders of its capital stock as may be reasonably requested in connection with any such action.

Seacoast and BANKshares have agreed to cooperate with each other and use all respective reasonable best efforts to promptly prepare and file all necessary documentation, to effect all applications, notices, petitions and filings, to obtain as promptly as practicable all permits, consents, approvals and authorizations of all third parties and regulatory and governmental entities that are necessary or advisable to consummate the transactions contemplated by the merger agreement (including the merger and the bank merger) and to comply with the terms and conditions of all such permits, consents, approvals and authorizations.

Seacoast and BANKshares will consult with each other with respect to the obtaining of all regulatory consents and other material consents advisable to consummate the transactions contemplated by the merger agreement, and each party will keep the other apprised of the status of material matters relating to the completion of the transactions contemplated by the merger agreement.

Seacoast and BANKshares have agreed to promptly deliver to each other copies of applications filed with all governmental authorities and copies of written communications delivered and received by such party from any governmental authorities with respect to the transactions contemplated by the merger agreement. Additionally, each of Seacoast and BANKshares has agreed to cooperate fully with and furnish information to the other party, and obtain all consents of, and give all notices to and making all filings with, all governmental authorities and other third parties that may be or become necessary for the performance of its obligations under the merger agreement and the consummation of the other transactions contemplated by the merger agreement.

In connection with seeking regulatory approval for the merger, Seacoast is not required to agree to any condition or consequence that would, after the effective time of the merger, have a material adverse effect on Seacoast or any its subsidiaries, including BANKshares.

### **NASDAQ Listing**

Seacoast has agreed to cause the shares of Seacoast common stock to be issued to the holders of BANKshares common and preferred stock in the merger to be authorized for listing on the NASDAQ Global Select Market, subject to official notice of issuance, prior to the effective time of the merger.

### **Employee Matters**

Following the effective time of the merger, Seacoast has agreed to maintain employee benefit plans and compensation opportunities for employees of BANKshares and its subsidiaries on the closing date of the merger (referred to below as covered employees ) that provide employee benefits and compensation opportunities which, in the aggregate, are substantially comparable to the employee benefits and compensation opportunities that are available to similarly situated employees of Seacoast or its subsidiaries (provided that in no event are covered employees eligible to



participate in any closed or frozen plan of Seacoast or its subsidiaries). Seacoast will give the covered employees full credit for their prior service with BANKshares and its subsidiaries for purposes of eligibility (including initial participation and eligibility for current benefits) and vesting under any qualified or non-qualified employee benefit plan maintained by Seacoast in which covered employees may be eligible to participate and for all purposes under any welfare benefit plans, vacation plans, and similar arrangements maintained by Seacoast.

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With respect to any Seacoast health, dental, vision or other welfare plan in which any covered employee is eligible to participate following the closing date of the merger, Seacoast or its applicable subsidiary must use its commercially reasonable best efforts to (i) cause any pre-existing condition limitations or eligibility waiting periods under such plan to be waived with respect to the covered employee to the extent the condition was, or would have been, covered under the BANKshares benefit plan in which the covered employee participated immediately prior to the effective time of the merger; and (ii) recognize any health, dental, vision or other welfare expenses incurred by the covered employee in the year that includes the closing date of the merger for purposes of any applicable deductible and annual out-of-pocket expense requirements.

If, within 6 months after the effective time of the merger, any covered employee is terminated by Seacoast or its subsidiaries other than for cause or as a result of unsatisfactory job performance, then Seacoast will pay severance to the covered employee in an amount equal as set forth in the severance policies of Seacoast and its subsidiaries as then in effect. Any severance to which a covered employee may be entitled in connection with a termination occurring more than 6 months after the effective time of the merger will be as set forth in the severance policies of Seacoast and its subsidiaries as then in effect.

## **Indemnification and Directors and Officers Insurance**

From and after the effective time of the merger, Seacoast has agreed to indemnify, defend and hold harmless the present and former directors and officers of BANKshares and its subsidiaries against any liability, judgments, fines and amounts paid in settlement and incurred in connection with any threatened or actual claim, action, suit, proceeding or investigation arising out of or pertaining to the facts that such person is or was a director, officer or employee of BANKshares, or the merger or the transactions contemplated by the merger agreement, to the greatest extent as such persons are indemnified or have the right to advancement of expenses pursuant to the organizational documents of BANKshares or its subsidiaries and indemnification agreements, if any, and the FBCA.

For a period of six years after the effective time of the merger, Seacoast will provide director's and officer's liability insurance that serves to reimburse the present and former officers and directors of BANKshares or its subsidiaries with respect to claims against them arising from facts or events occurring at or before the effective time of the merger (including the transactions contemplated by the merger agreement). The directors' and officers' liability insurance will contain at least the same coverage and amounts, and contain terms and conditions no less advantageous to the indemnified person as the coverage currently provided by BANKshares; provided, however, that Seacoast may substitute policies of at least the same coverage and amounts containing terms and conditions that are not less advantageous than such BANKshares policy. In no event shall Seacoast be required to expend for the tail insurance a premium amount in excess of 250% of the annual premiums paid by BANKshares for its directors' and officers' liability insurance in effect as of the date of the merger agreement.

## **Third Party Proposals**

BANKshares has agreed that, from the date of the merger agreement until the effective time of the merger or, if earlier, the termination of the merger agreement, it will not, and will cause its subsidiaries and their officers, directors, and employees and representatives not to: initiate, solicit, encourage or knowingly facilitate inquiries or proposals with respect to, or engage or participate in any negotiations concerning, or provide to any person any confidential or nonpublic information or data or have or participate in any discussions with any person relating to, any tender or exchange offer, proposal for a merger or consolidation or other business combination involving BANKshares or any of its significant subsidiaries in which any third-party would acquire more than 15% of the voting power of BANKshares or the surviving entity in such merger or business combination, or any proposal to acquire more than 15% of the voting power in, or more than 15% of the fair market value of the business, assets or deposits of,

BANKshares and its significant subsidiaries taken as a whole (referred to as an acquisition proposal ).

However, the merger agreement provides that at any time prior to the approval of the merger agreement by the BANKshares shareholders, if BANKshares receives an unsolicited acquisition proposal that does not violate

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the no shop provisions in the merger agreement and BANKshares board of directors concludes in good faith that there is a reasonable likelihood that such proposal constitutes or is reasonably likely to result in a superior proposal (as defined below), then BANKshares may: (i) enter into a confidentiality agreement with the third party making the acquisition proposal with terms and conditions no less favorable to BANKshares than the confidentiality agreement entered into by BANKshares and Seacoast prior to the execution of the merger agreement; (ii) furnish non-public information or data to the third party making the acquisition proposal pursuant to such confidentiality agreement; and (iii) participate in such negotiations or discussions with the third party making the acquisition proposal regarding such proposal, if the BANKshares board of directors determines in good faith (and based upon the written advice of its outside counsel) that failure to take such actions would result in a violation of its fiduciary duties under applicable law. BANKshares must promptly advise Seacoast in writing within 2 business days following receipt of any acquisition proposal and the substance of such proposal and must keep Seacoast apprised of any related developments, discussions and negotiations on a current basis.

A superior proposal means any bona fide, unsolicited, written acquisition proposal for at least a majority of the outstanding shares of BANKshares capital stock on terms that the BANKshares board of directors determines in good faith to be more favorable to the shareholders of that party from a financial point of view than the merger and the other transactions contemplated by the merger agreement (including taking into account any adjustment to the terms, if any, proposed by Seacoast in response to such proposal), (i) after receiving the written advice of its financial advisor, (ii) after taking into account the likelihood of consummation of such transaction on the terms set forth therein and (iii) after taking into account all legal (with the written advice of outside counsel), financial (including the financing terms of any such proposal), regulatory and other aspects of the proposal and any other relevant factors permitted under applicable law.

The merger agreement generally prohibits the BANKshares board of directors from making a change in recommendation (*i.e.*, from withdrawing or modifying in a manner adverse to Seacoast the recommendation of the BANKshares board of directors set forth in this joint proxy statement/prospectus that the BANKshares shareholders vote to approve the merger agreement, or from making or causing to be made any third party or public communication proposing or announcing an intention to withdraw or modify in a manner adverse to Seacoast such recommendation). At any time prior to the approval of the merger agreement by the BANKshares shareholders, however, the BANKshares board of directors may effect a change in recommendation in response to a bona fide written unsolicited acquisition proposal that the BANKshares board of directors concludes in good faith (and based upon the written advice of its outside counsel and after consultation with its financial advisor) constitutes a superior proposal and if the board concludes that the failure to accept such superior proposal would or would be reasonably likely to result in a violation of its fiduciary obligations to shareholders then the board may terminate the merger agreement and enter into a definitive agreement with respect to such superior proposal. The BANKshares board of directors may not make a change in recommendation, or terminate the merger agreement to pursue a superior proposal, unless: (i) BANKshares has not breached any of the provisions of the merger agreement relating to third party acquisition proposals in any respect; (ii) the BANKshares board of directors determines in good faith (after consultation with counsel and its financial advisors) that such superior proposal continues to be a superior proposal (after taking into account all adjustments to the terms of the merger agreement offered by Seacoast); (iii) BANKshares has given Seacoast at least 4 days prior written notice of its intention to take such action and before making such change in recommendation and has contemporaneously provided a copy of the relevant proposed transaction agreements with the person making such superior proposal; and (iv) BANKshares has negotiated in good faith with Seacoast during the notice period (to the extent Seacoast wishes to negotiate) to enable Seacoast to revise the terms of the merger agreement so that such superior proposal no longer constitutes a superior proposal.

If the BANKshares board of directors makes a change in recommendation, or if BANKshares terminates the merger agreement to enter into an agreement with respect to a superior proposal, BANKshares could be required to pay

Seacoast a termination fee of \$4.0 million in cash. See The Merger Agreement Termination, and The Merger Agreement Termination Fee.

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Seacoast is also required to include in this joint proxy statement/prospectus its recommendation that Seacoast shareholders approve the issuance of Seacoast common stock to be issued in the merger.

**Representations and Warranties**

The merger agreement contains generally customary representations and warranties of Seacoast and BANKshares relating to their respective businesses. The representations and warranties of each of Seacoast and BANKshares have been made solely for the benefit of the other party, and these representations and warranties should not be relied on by any other person. In addition, these representations and warranties:

have been qualified by information set forth in confidential disclosure schedules in connection with signing the merger agreement the information contained in these schedules modifies, qualifies and creates exceptions to the representations and warranties in the merger agreement;

will not survive consummation of the merger;

may be intended not as statements of fact, but rather as a way of allocating the risk to one of the parties to the merger agreement if those statements turn out to be inaccurate;

are in some cases subject to a materiality standard described in the merger agreement which may differ from what may be viewed as material by you; and

were made only as of the date of the merger agreement or such other date as is specified in the merger agreement.

The representations and warranties made by Seacoast and BANKshares to each other primarily relate to:

corporate organization, existence, power and authority;

capitalization;

ownership of subsidiaries;

corporate authorization to enter into the merger agreement and to consummate the merger;

absence of any breach of organizational documents, violation of law or breach of agreements as a result of the merger;

regulatory approvals required in connection with the merger;

reports filed with governmental entities, including, in the case of Seacoast, the SEC;

financial statements;

absence of a material adverse effect on each party since December 31, 2013;

compliance with laws and the absence of regulatory agreements;

absence of material contract defaults;

accuracy of the information supplied by each party for inclusion or incorporation by reference in this joint proxy statement/prospectus;

fees paid to financial advisors;

transactions with affiliates;

litigation;

loan matters;

tax matters; and

Community Reinvestment Act compliance.

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BANKshares has also made representations and warranties to Seacoast with respect to:

the inapplicability to the merger of state takeover laws;

employee benefit plans and labor matters;

environmental matters;

intellectual property;

derivative instruments and transactions;

administration of fiduciary accounts;

maintenance of insurance policies;

ownership and other property rights;

liquidity of investment portfolio;

accuracy of books and records; and

absence of actions or omissions by present or former directors, officers, employees or agents that would give rise to a claim for indemnification.

Certain of the representations and warranties of BANKshares and Seacoast are qualified as to materiality or material adverse effect. For purposes of the merger agreement, the term material adverse effect means, with respect to BANKshares and Seacoast, any change, event, development, violation, inaccuracy or circumstance the effect, individually or in the aggregate, of which is or is reasonably likely to have, a material adverse impact on (i) the condition (financial or otherwise), property, business, assets (tangible or intangible) or results of operations or prospects of such party taken as a whole, or (ii) prevents or materially impairs, or would be reasonably likely to prevent or materially impair, the ability of such party to perform its obligations under the merger agreement or to timely consummate the merger, the bank merger or the other transactions contemplated by the merger agreement. The definition of material adverse effect excludes: (A) changes in GAAP or regulatory accounting requirements for the financial services industry; (B) changes in laws, rules or regulations of general applicability to companies in the industry in which such party and its subsidiaries operate; and (C) changes in general economic or market conditions in the United States generally affecting other companies in the industry in which such party and its subsidiaries operate,



except, with respect to (A) through (C), if the effects of such changes are disproportionately adverse to the business, assets, operations, prospectus, condition (financial or otherwise) or results of operations of such party and its subsidiaries, as compared to other companies in the industry in which such party and its subsidiaries operate; or for purposes of (ii) above, the impact of actions and omissions of a party or any of its subsidiaries taken with the prior informed consent of the other party.

### **Conditions to Completion of the Merger**

*Mutual Closing Conditions.* The obligations of Seacoast and BANKshares to complete the merger are subject to the satisfaction of the following conditions:

the approval of the merger agreement by BANKshares shareholders and the approval of the Seacoast share issuance by Seacoast shareholders;

all regulatory approvals from the Federal Reserve, the OCC, and any other regulatory approval required to consummate the merger and the bank merger shall have been obtained and remain in full force and effect and all statutory waiting periods shall have expired, and such approvals or consents shall not be subject to any conditions or consequences that would have a material adverse effect on Seacoast or any of its subsidiaries after the effective time of the merger;

the absence of any order, injunction or decree issued by any court or agency of competent jurisdiction or other law preventing or making illegal the consummation of the merger, the bank merger or the other transactions contemplated by the merger agreement;

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the effectiveness of the Registration Statement on Form S-4, of which this joint proxy statement/prospectus is a part, under the Securities Act of 1933, as amended, or the Securities Act, and no order suspending such effectiveness having been issued or threatened;

the authorization for listing on the Nasdaq Global Select Market of the shares of Seacoast common stock to be issued in the merger;

the accuracy of the other party's representations and warranties in the merger agreement on the date of the merger agreement and as of the effective time of the merger (or such other date specified in the merger agreement) other than, in most cases, inaccuracies that would not reasonably be likely to have a material adverse effect on such party;

the performance in all material respects by the other party of its respective obligations under the merger agreement;

the receipt of corporate authorizations and other certificates;

the absence of any event which is expected to have or result in a material adverse effect on the other party;

receipt by each party of an opinion as to the effect that the merger will qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code; and

the maintenance by both parties of certain minimum consolidated tangible shareholders' equity amounts. *Additional Closing Conditions for the Benefit of Seacoast.* In addition to the mutual closing conditions, Seacoast's obligation to complete the merger is subject to the satisfaction or waiver of the following conditions:

the receipt of certified resolutions of BANKshares' board of directors and shareholders authorizing the merger agreement, certain incumbency and other officers' certificates and a certificate of good standing;

the receipt of all consents required as a result of the transactions contemplated by the merger agreement pursuant to BANKshares' material contracts;

BANKshares' consolidated tangible shareholders' equity as of the close of business on the business day prior to the closing of the merger shall be an amount not less than \$54.598 million;

all outstanding BANKshares Equity Awards shall have been vested, exercised or terminated; and

the receipt of a FIRPTA certificate.

*Additional Closing Conditions for the Benefit of BANKshares.* In addition to the mutual closing conditions, BANKshares' obligation to complete the merger is subject to the requirement that Seacoast's consolidated tangible shareholders' equity as of the close of business on the 5<sup>th</sup> business day prior to the closing of the merger is an amount not less than \$235.936 million.

### **Termination**

The merger agreement may be terminated at any time prior to the effective time of the merger, whether before or after the approval of the merger agreement by BANKshares shareholders, as follows:

by the mutual consent of the board of directors of BANKshares and the board of directors or executive committee of the board of directors of Seacoast; or

by the board of directors of either party in the event of the breach of any representation, warranty, covenant or agreement by the other party that would prevent any closing condition from being satisfied and such breach cannot be or has not been cured within 30 days of written notice of such breach (provided that the right to cure may not extend beyond December 31, 2014, which we refer to as the Outside Date); or

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by the board of directors of either party under the following circumstances: (i) if any required regulatory approval has been denied by final, non-appealable action; (ii) in the event that approval by the shareholders of Holding is not obtained at a meeting at which a vote was taken; or (iii) in the event that approval by the shareholders of SBC is not obtained at a meeting at which a vote was taken; or

by the board of directors of either party if the merger is not consummated by the Outside Date; provided, that neither party has the right to terminate the merger agreement if the failure of such party to perform or comply with its obligations under the merger agreement was the cause of the failure of the merger to be consummated by the Outside Date; or

by the board of directors of Seacoast in the event that (i) BANKshares has withdrawn, qualified or modified its recommendation in a manner adverse to Seacoast or has resolved to do so, (ii) BANKshares has failed to substantially comply with the terms of the no-shop covenant or its obligations under the merger agreement by failing to call, give notice of, convene and hold a shareholders meeting, or (iii) the board of directors of BANKshares has recommended, endorsed, accepted or agreed to an acquisition proposal; or

by the board of directors of BANKshares in the event that (i) the board of directors of BANKshares has determined, in accordance with the terms of the merger agreement, that a superior proposal has been made with respect to it and has not been withdrawn and the board of directors of Holding has accepted or agreed to an acquisition proposal, and (ii) neither BANKshares nor any of its representatives has failed to comply in all material respects with the terms of the no-shop covenant; or

by the board of directors of Seacoast if holders of more than 5% in the aggregate of the shares of BANKshares common and/or preferred stock shall have voted its shares against the merger agreement or the merger at any shareholder meeting and have given notice of their intention to exercise their dissenters' right in accordance with Florida law.

**Termination Fee**

BANKshares will owe Seacoast a \$4 million termination fee if:

Seacoast terminates the merger agreement (i) as a result of a willful breach of a covenant, or agreement by BANKshares; (ii) because BANKshares has withdrawn, qualified or modified its recommendation to shareholders in a manner adverse to Seacoast; or (iii) because BANKshares has failed to substantially comply with the no-shop covenant or its obligations under the merger agreement by failing to hold a special meeting of BANKshares shareholders; and

BANKshares receives or there is a publicly announced third party acquisition proposal that has not been formally withdrawn or abandoned prior to the termination of the merger agreement; and

within 12 months of the termination of the merger agreement, BANKshares either consummates a third party acquisition proposal or enters into a definitive agreement or letter of intent with respect to a third party acquisition proposal; or

Seacoast terminates the merger agreement as a result of the board of directors of BANKshares recommending, endorsing, accepting or agreeing to a third party acquisition proposal; or

BANKshares terminates the merger agreement because a superior proposal has been made and has not been withdrawn and BANKshares has accepted or agreed to an acquisition proposal (and none of BANKshares nor its representatives has failed to comply in all material respects with the terms of merger agreement including third party acquisition proposals).

Except in the case of a willful breach of the merger agreement, the payment of the termination fee will fully discharge BANKshares from any losses that may be suffered by Seacoast arising out of the termination of the merger agreement.

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**Waiver; Amendment**

The merger agreement may be amended by the parties, by action taken or authorized by their respective boards of directors, at any time before or after approval of the matters presented in connection with the merger by BANKshares and Seacoast, in writing signed on behalf of each of the parties, provided that after any approval of the transactions contemplated by the merger agreement by the BANKshares or Seacoast shareholders, there may not be, without further approval of the BANKshares and Seacoast shareholders, any amendment of the merger agreement that requires further approval under applicable law.

At any time prior to the effective time of the merger, the parties, by action taken or authorized by their respective boards of directors, may, to the extent legally allowed: (i) extend the time for the performance of any of the obligations or other acts of the other party; (ii) waive any inaccuracies in the representations and warranties contained in the merger agreement on the part of the other party; or (iii) waive compliance with any of the agreements or conditions contained in the merger agreement on the part of the other party. Any agreement on the part of a party to any extension or waiver must be in writing signed on behalf of such party. Any such extension or waiver or failure to insist on strict compliance with an obligation, covenant, agreement or condition will not operate as a waiver of any subsequent or other failure.

**Expenses**

Regardless of whether the merger is completed, all expenses incurred in connection with the merger, the bank merger, the merger agreement and other transactions contemplated thereby will be paid by the party incurring the expenses, except that BANKshares and Seacoast will bear equally the costs and expenses of printing and mailing this joint proxy statement/prospectus and Seacoast has paid the filing fee for the Registration Statement on Form S-4 of which this joint proxy statement/prospectus is a part and will pay any other filings fees with the SEC in connection with the merger.

Table of Contents**COMPARISON OF SHAREHOLDERS RIGHTS**

Seacoast and BANKshares are each incorporated under the laws of the State of Florida and, accordingly, the rights of their shareholders are governed by Florida law and their respective articles of incorporation and bylaws. After the merger, the rights of former shareholders of BANKshares who receive shares of Seacoast common stock in the merger will be determined by reference to Seacoast's articles of incorporation and bylaws and Florida law. Set forth below is a description of the material differences between the rights of BANKshares shareholders and Seacoast shareholders.

	<b>BANKSHARES</b>	<b>SEACOAST</b>
<b>Capital Stock</b>	<p> Holders of BANKshares stock are entitled to all the rights and obligations provided to capital shareholders under the FBCA and BANKshares' articles of incorporation and bylaws.</p>	<p> Holders of Seacoast capital stock are entitled to all the rights and obligations provided to capital shareholders under the FBCA and Seacoast's articles of incorporation and bylaws.</p>
<b>Authorized</b>	<p> BANKshares' authorized capital stock consists of 30,000,000 shares of common stock, par value \$0.01 per share, and 10,000,000 shares of preferred stock, par value \$0.01 per share (1,476,666 of which are designated as Convertible Perpetual Preferred Stock, Series A).</p>	<p> Seacoast's authorized capital stock consists of 60,000,000 shares of common stock, par value \$0.10 per share, and 4,000,000 shares of preferred stock, stated value \$0.10 per share (2,000 of which are designated as Fixed Rate Cumulative Perpetual Preferred Stock, Series A and 50,000 of which are designated as Mandatorily Convertible Noncumulative Nonvoting Preferred Stock, Series B).</p>
<b>Outstanding</b>	<p> As of July 25, 2014, there were 12,761,799 shares of BANKshares common stock outstanding, and 1,476,666 shares of preferred stock outstanding.</p>	<p> As of July 25, 2014, there were 26,044,056 shares of Seacoast common stock outstanding and no shares of Seacoast preferred stock outstanding.</p>
<b>Voting Rights</b>	<p> Holders of BANKshares generally are entitled to one vote per share in the election of directors and on all matters submitted to a vote at a meeting of shareholders. Holders of Series A Preferred Stock do not have voting rights, except as provided by law, and except that they are entitled to vote upon certain merger, consolidation or share exchange transactions (in which event they will have one vote for each share of Series A Preferred) and will vote as a separate single class.</p>	<p> Holders of Seacoast common stock generally are entitled to one vote per share in the election of directors and on all matters submitted to a vote at a meeting of shareholders.</p>
<b>Cumulative Voting</b>	<p> No shareholder has the right of cumulative voting in the election of directors.</p>	<p> No shareholder has the right of cumulative voting in the election of directors.</p>





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**Stock Transfer**

None.

None.

**Restrictions**

**Dividends**

Under the FBCA, a corporation may make a distribution, unless after giving effect to the distribution:

Holder s of Seacoast common stock are subject to the same provisions of the FBCA.

The corporation would not be able to pay its debts as they come due in the usual course of business; or

The corporation s assets would be less than the sum of its total liabilities plus the amount that would be needed, if the corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution.

In addition, under Federal Reserve policy adopted in 2009, a bank holding company should consult with the Federal Reserve and eliminate, defer or significant reduce its dividends if:

its net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends;

its prospective rate of earnings retention is not consistent with its capital needs and overall current and prospective financial condition; or

it will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios.

**Number of  
Directors**

BANKshares' bylaws provide that the number of directors serving on the BANKshares board of directors shall be such number as determined from time to time by the board of directors.

Seacoast's bylaws provide that the number of directors serving on the Seacoast board of directors shall be such number as determined from time to time by the board of directors, but in no event shall be fewer than three directors nor greater than fourteen directors.

There are currently eight directors serving on the BANKshares board of directors.

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BANKshares directors are elected annually and each director holds office for the term for which he or she is elected and until his or her successor is elected and qualified, subject to such director's death, resignation or removal.

There are currently fourteen directors serving on the Seacoast board of directors.

The Seacoast board of directors is divided into three classes, with the members of each class of directors serving staggered three-year terms and with approximately one-third of the directors being elected annually. As a result, it would take a dissident shareholder or shareholder group at least two annual meeting of shareholders to replace a majority of the directors of Seacoast. Each director holds office for the term for which he or she is elected and until his or her successor is elected and qualified, subject to such directors' death, resignation or removal.

**Election of  
Directors**

Under the FBCA, unless otherwise provided in the articles of incorporation, directors are elected by a plurality of the votes cast by the holders of the shares entitled to vote in an election of directors at a meeting at which a quorum is present. BANKshares' articles of incorporation do not otherwise provide for the vote required to elect directors.

Seacoast directors are similarly elected in accordance with FBCA and its articles of incorporation do not otherwise provide for the vote required to elect directors.

However, notwithstanding the plurality standard, in an uncontested election for directors, Seacoast's Corporate Governance Guidelines provide that if any director nominee receives a greater number of votes withheld from his or her election than votes for such election, then the director will promptly tender his or her resignation to the board of directors following certification of the shareholder vote, with such resignation to be effective upon acceptance by the board of directors. Seacoast's Compensation and Governance Committee would then review and make a recommendation to the board of directors as to whether the board should accept the resignation, and the board of directors would ultimately decide whether to accept the resignation.

**Removal of  
Directors**

BANKshares bylaws provide that at any meeting of shareholders called expressly

Seacoast s bylaws provide that directors may be removed only for cause upon the

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for that purpose, directors may be removed, with or without cause.

affirmative vote of (1) 66 2/3% of all shares of common stock entitled to vote and (2) holders of a majority of the outstanding common stock that are not beneficially owned or controlled, directly or indirectly, by any person (i) who is the beneficial owner of 5% or more of the common stock or (ii) who is an affiliate of Seacoast and at any time within the past five years was the beneficial owner of 5% or more the company's then outstanding common stock ( Independent Majority of Shareholders ).

**Vacancies on the Board of Directors**

BANKshares' bylaws provide that vacancies in the BANKshares board of directors may be filled by the affirmative vote of the majority of the remaining directors (even if less than a quorum). A director appointed to fill a vacancy shall hold office only until the next election of directors by the shareholders.

Seacoast's bylaws provide that vacancies in the Seacoast's board of directors may be filled by the affirmative vote of (1) 66 2/3% of all directors and (2) majority of the Continuing Directors (defined as a director who either (i) was first elected as a director of Seacoast prior to February 28, 2003 or (ii) was designated as a Continuing Directors by a majority vote of the Continuing Directors), even if less than a quorum exists.

**Action by Written Consent**

BANKshares' bylaws provide that BANKshares shareholders may act by written consent if the holders of shares having not less than a minimum number of votes with respect to each voting group that would be necessary to take such action at a meeting at which all shares entitled to vote on the action were present and voted.

Seacoast's bylaws do not explicitly provide for shareholders to act by written consent.

Therefore, FCBA provides that shareholders may act by written consent if the holders of shares having not less than a minimum number of votes with respect to each voting group that would be necessary to take such action at a meeting at which all shares entitled to vote on the action were present and voted.

**Advance Notice requirements for Shareholder**

Neither BANKshares' articles of incorporation nor BANKshares' bylaws provide a means for shareholders to nominate candidates for election as BANKshares directors.

Any Seacoast shareholder entitled to vote generally on the election of directors may recommend a candidate for nomination as a director. A shareholder may recommend a director nominee by submitting the name and qualifications of the candidate the shareholder wishes to recommend to

**Nominations and Other Proposals**

Seacoast's Compensation and Governance  
Committee, c/o Seacoast Banking  
Corporation of Florida, 815 Colorado  
Avenue, P. O. Box 9012, Stuart, Florida  
34995.

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		<p>To be considered, recommendations with respect to an election of directors to be held at an annual meeting must be received not less than 60 days nor more than 90 days prior to the anniversary of Seacoast's last annual meeting of shareholders (or, if the date of the annual meeting is changed by more than 20 days from such anniversary date, within 10 days after the date that Seacoast mails or otherwise gives notice of the date of the annual meeting to shareholders), and recommendations with respect to an election of directors to be held at a special meeting called for that purpose must be received by the 10th day following the date on which notice of the special meeting was first mailed to shareholders.</p>
<b>Notice of Shareholder Meeting</b>	<p>Notice of each shareholder meeting must be given to each shareholder to vote not less than 10, nor more than 60 days before the date of the meeting.</p>	<p>Seacoast's bylaws have similar notice provisions.</p>
<b>Amendments to Charter</b>	<p>BANKshares' articles of incorporation may be amended in accordance with the FBCA. Under the FBCA, amendments to a corporation's articles of incorporation must be approved by a corporation's board of directors and holders of a majority of the outstanding stock of a corporation entitled to vote thereon and, in cases in which class voting is required, by holders of a majority of the outstanding shares of such class. The board of directors must recommend the amendment to the shareholders, unless the board of directors determines that, because of a conflict of interest or other special circumstances, it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.</p>	<p>Seacoast's articles of incorporation have similar amendment provisions, except that the affirmative vote of (1) 66 2/3% of all of shares outstanding and entitled to vote, voting as classes, if applicable, and (2) Independent Majority of Shareholders will be required to approve any change of Articles VI ( Board of Directors ), VII ( Provisions Relating to Business Combinations ), IX ( Shareholder Proposals ) and X ( Amendment of Articles of Incorporation ) of the articles of incorporation.</p>
<b>Amendments to Bylaws</b>	<p>BANKshares' bylaws may be amended by the directors. Under the FBCA, BANKshares' shareholders, by majority vote</p>	<p>Seacoast's bylaws may be amended by a vote of (1) 66 2/3% of all directors and (2) majority of the Continuing Directors. In</p>

of all of the shares having voting power,  
may amend or repeal by the bylaws even  
though they may also be

addition, the shareholders may also amend  
the bylaws by the affirmative vote of (1)  
66 2/3% of all



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amended or repealed by the BANKshares board of directors. shares of common stock entitled to vote and (2) Independent Majority of Shareholders.

**Special Meeting of Shareholders**

BANKshares bylaws provide that special meetings of the shareholders may be called by the BANKshares board of directors or by the Chairman or the President of BANKshares or when requested in writing by the holders of at least one-half of all the votes entitled to be cast at such meeting. A meeting requested by shareholders must be called for a date not less than 10 nor more than sixty 60 days after the shareholder request for such meeting. The call for a special meeting of shareholders shall be issued by the Secretary, unless the Chairman, the President, board of directors or the shareholders requesting the calling of the meeting designate another person to do so.

Under the FBCA, Seacoast s shareholders, by majority vote of all of the shares having voting power, may amend or repeal the bylaws even though they may also be amended or repealed by the Seacoast board of directors.

Seacoast s bylaws have similar provisions, except that special meetings may also be called and issued by the chief executive officer.

**Quorum**

A majority of the shares entitled to vote, represented in person or by proxy, constitutes a quorum at any shareholder meeting.

Seacoast s bylaws have a similar provision.

**Proxy**

Under the FBCA and BANKshares bylaws, a proxy is valid for 11 months unless a longer period is expressly provided in the appointment form.

Seacoast s bylaws have a similar provision.

**Preemptive Rights**

Under the FBCA, shareholders do not have preemptive rights unless the corporation s articles of incorporation provide otherwise. BANKshares articles of incorporation do not provide for preemptive rights.

Seacoast s shareholders similarly do not have preemptive rights.

**Shareholder Rights  
Plan/Shareholders  
Agreement**

BANKshares does not have a rights plan. Neither BANKshares nor BANKshares shareholders are parties to a shareholders agreement with respect to BANKshares s capital stock.

Seacoast does not have a rights plan. Neither Seacoast nor Seacoast shareholders are parties to a shareholders agreement with respect to Seacoast s capital stock.

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<b>Indemnification of Directors and Officers</b>	BANKshares bylaws provide that BANKshares may indemnify its current and former directors, officers, employees and agents in accordance with that provided under the FBCA.	Seacoast s bylaws provide that Seacoast may indemnify its current and former directors, officers, employees and agents in accordance with that provided under the FBCA.
<b>Certain Business Combination Restrictions</b>	BANKshares articles of incorporation do not contain any provision regarding business combinations between BANKshares and significant shareholders.	Seacoast s articles of incorporation do not contain any provision regarding business combinations between Seacoast and significant shareholders.
<b>Prevention of Greenmail</b>	BANKshares articles of incorporation do not contain a provision designed to prevent greenmail.	Seacoast s articles of incorporation do not contain a provision designed to prevent greenmail.
<b>Fundamental Business Transactions</b>	BANKshares articles of incorporation do not contain any provisions regarding shareholder approval of any merger, share exchange or sale, lease, exchange or other transfer of all or substantially all of the corporation s assets.	Seacoast s articles of incorporation provides that Seacoast needs the affirmative vote of 66 2/3% of all shares of common stock entitled to vote for the approval of any merger, share exchange or sale, lease, exchange or other transfer of all or substantially all of the corporation s assets where Seacoast will not be the surviving entity.
<b>Non-Shareholder Constituency Provision</b>	BANKshares articles of incorporation do not contain a provision that expressly permits the board of directors to consider constituencies other than the shareholders when evaluating certain offers.	Seacoast s articles of incorporation do not contain a provision that expressly permits the board of directors to consider constituencies other than the shareholders when evaluating certain offers.
<b>Dissenters Rights</b>	Under the FBCA, a shareholder generally has the right to dissent from any merger to which the corporation is a party, from any sale of all assets of the corporation, or from any plan of exchange and to receive fair value for his or her shares. See The Merger Appraisal Rights for BANKshares Shareholders and Appendix D.	Under the FBCA, dissenters rights are not available to holders of shares of any class or series of shares which is designated as a national market system security or listed on an interdealer quotation system by the National Association of Securities Dealers, Inc. Accordingly, holders of Seacoast common stock are not entitled to exercise dissenters rights under the FBCA.

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**BUSINESS OF BANKSHARES**

**General**

The BANKshares, Inc. ( BANKshares ) was incorporated under the laws of the State of Florida in 2011, is a registered bank holding company under the BHC Act, and owns substantially all the outstanding shares of its subsidiary, BankFIRST. BANKshares operates as a one-bank holding company and its only business activity is the operations of its subsidiary bank, BankFIRST. BankFIRST is a Florida chartered commercial bank which offers its commercial and retail customers a variety of community banking products and services through its 12 banking offices located in five counties in Florida.

At March 31, 2014, BANKshares had total consolidated assets of \$674.1 million, total consolidated loans of \$371.8 million and total consolidated deposits of \$506.2 million. Total stockholders equity at March 31, 2014 was \$131.1 million.

At March 31, 2014, 60.8% of BANKshares loan portfolio was collateralized by non-farm nonresidential commercial real estate (67.9% of which is owner occupied), 15.1% in Commercial and Industrial ( C&I ), 9.4% single family residential, 8.4% construction and land, and the remaining in consumer and other. BANKshares deposit mix is 39.0% non-interest bearing demand deposits, 42.5% money market, NOW and regular savings, and 18.5% time deposits.

BANKshares executive offices are located at 1031 West Morse Blvd. Suite 323, Winter Park, Florida 32789. BANKshares telephone number is 407-599-7788 and its website is [www.bankfirst.com](http://www.bankfirst.com).

The information on BANKshares website is not part of this joint proxy statement/prospectus, and the reference to BANKshares website address does not constitute incorporation by reference of any information on that website into this joint proxy statement/prospectus.

Additional information about BANKshares is included below, as well as in the section BANKshares Management s Discussion and Analysis of Financial Condition and Results of Operations.

**Business**

Historically, BANKshares market areas have been served both by large banks headquartered out of state as well as a number of community banks offering a higher level of personal attention, recognition and service. The large banks have generally applied a transactional business approach, based upon volume considerations, to the market while community banks have traditionally offered a more service relationship approach.

BANKshares primary market focus is on small business owners and operators including professional practices (e.g., law firms, medical practices, accountants, engineers and title companies), business owners (e.g., manufacturers, wholesalers and distributors), not for profit organizations (e.g., charitable, religious and social welfare), and individuals associated with these businesses including investors and executives.

BANKshares has actively pursued its targeted markets for deposits, particularly small businesses and professionals. BANKshares endeavors to offer leading edge technology to the marketplace. Such technology includes on line banking including corporate cash management, remote deposit capture, debit cards and voice response account information systems. The goal is to provide a high tech high touch experience.

BANKshares provides a range of consumer and commercial banking services to individuals, businesses and industries. The basic services offered by BANKshares include: demand interest bearing and noninterest bearing accounts, money market deposit accounts, NOW accounts, time deposits, safe deposit services, credit cards, debit cards, direct deposits, notary services, money orders, night depository, travelers checks, cashier s checks,

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domestic collections, savings bonds, automated teller services, drive-in tellers, banking by mail and the full range of consumer loans, both collateralized and uncollateralized. In addition, BANKshares makes secured and unsecured commercial and real estate loans and issues stand-by letters of credit. BANKshares provides debit cards which serve as automated teller machine (ATM) cards and is a member of the NYCE ATM network thereby permitting customers to utilize the convenience of BANKshares ATM network and NYCE member machines nationwide.

The revenues of BANKshares are primarily derived from interest on, and fees received in connection with, real estate and other loans, interest and dividends from investment securities, service charge income generated from demand accounts, gain on the sale of residential loans, ATM fees, and fees generated through other services. The principal sources of funds for BANKshares lending activities are its deposits (both commercial and consumer deposits), loan repayments, and proceeds from amortization and maturities of investment securities. The principal expenses of BANKshares are the interest paid on deposits, and operating and general administrative expenses.

As is the case with banking institutions generally, BANKshares operations are materially and significantly influenced by general economic conditions and by related monetary and fiscal policies of financial institution regulatory agencies, including the Federal Reserve and the FDIC. Deposit flows and costs of funds are influenced by interest rates on competing investments and general market rates of interest. Lending activities are affected by the demand for financing of real estate and other types of loans, which in turn is affected by the interest rates at which such financing may be offered and other factors affecting local demand and availability of funds. BANKshares faces strong competition in the attraction of deposits (the primary source of lendable funds) and in the origination of loans. See Competition below.

## **Banking Services**

*Commercial Banking.* BANKshares focuses its commercial loan originations on small and mid-sized business (generally up to \$25 million in annual sales) and such loans are usually accompanied by significant related deposits. Commercial underwriting is driven by cash flow analysis supported by collateral analysis and review. Commercial loan products include commercial real estate construction and term loans; working capital loans and lines of credit; demand, term and time loans; and equipment, inventory and accounts receivable financing. BANKshares is also a preferred SBA lender and offers several short and long term SBA loan alternatives based upon customer needs. BANKshares offers a range of cash management services and deposit products to commercial customers. On line banking is currently available to commercial customers.

*Retail Banking.* BANKshares retail banking activities emphasize consumer deposit and checking accounts. An extensive range of these services is offered by BANKshares to meet the varied needs of its customers from young persons to senior citizens. In addition to traditional products and services, BANKshares offers contemporary products and services, such as debit cards with rewards, intelligent deposit ATM's, internet banking, on line account opening and electronic bill payment services. Consumer loan products offered by BANKshares include home mortgages, home equity lines of credit, second mortgages, new and used auto loans, new and used boat loans, and unsecured personal credit lines.

*Mortgage Banking.* BANKshares mortgage banking business is structured to provide a source of fee income largely from the process of originating products for sale on the secondary market (primarily fixed rate loans), as well as the origination of primarily adjustable rate loans to be held in BANKshares loan portfolio. Mortgage banking capabilities include conventional and nonconforming mortgage underwriting; and construction and permanent financing.

## **Employees**

As of March 31, 2014, BANKshares employed 135 full-time employees and 3 part-time employees. The employees are not represented by a collective bargaining unit. BANKshares considers relations with employees to be good.

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### **Properties**

The main office of BANKshares is located at 1031 West Morse Blvd. Suite 323, Winter Park, Florida 32789. BANKshares also operates branch banking offices in Apopka, Clermont, Eustis, Melbourne, Viera, Ormond Beach, Oviedo, Port Orange, Sanford, Titusville, and Winter Garden, Florida.

### **Legal Proceedings**

BANKshares is periodically a party to or otherwise involved in legal proceedings arising in the normal course of business, such as claims to enforce liens, claims involving the making and servicing of real property loans, and other issues incident to its business. Management does not believe that there is any pending or threatened proceeding against BANKshares which, if determined adversely, would have a material adverse effect on BANKshares' financial position, liquidity, or results of operations.

### **Competition**

BANKshares encounters strong competition both in making loans and in attracting deposits. The continued deregulation of banking industry and the widespread enactment of laws which permit multi-bank holding companies as well as an increasing level of interstate banking continue to create a highly competitive environment for commercial banking. In one or more aspects of its business, BANKshares competes with other commercial banks, credit unions, finance companies, mutual funds, insurance companies, brokerage and investment banking companies, and other financial intermediaries. Most of these competitors, some of which are affiliated with bank holding companies, have substantially greater resources and lending limits, and may offer certain services that BANKshares does not currently provide. In addition, many of BANKshares' non-bank competitors are not subject to the same extensive federal regulations that govern bank holding companies and federally insured banks. Federal and state legislation continues to heighten the competitive environment in which financial institutions must conduct their business, and the potential for competition among financial institutions of all types has increased significantly. There is no assurance that increased competition from other financial institutions will not have an adverse effect on BANKshares' operations.



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### **BANKSHARES MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION**

*All dollar amounts in this section are in thousands of dollars, except per share data or when specifically identified. The words we, us, our, the Company and similar terms when used in this section refer to The BANKshares Bancorp, Inc., unless the context indicates otherwise.*

#### **Introduction**

Our discussion and analysis of earnings and related financial data are presented herein to assist investors in understanding the financial condition of BANKshares at March 31, 2014, December 31, 2013 and 2012, and the results of operations for the three month periods ended March 31, 2014 and 2013, and the years ended December 31, 2013 and 2012. This discussion should be read in conjunction with the BANKshares Consolidated Financial Statements and related footnotes, presented with this joint proxy statement/prospectus.

#### **Critical Accounting Policies**

Our accounting policies are integral to understanding the results reported. Accounting policies are described in detail in Note 1 of the notes to the Consolidated Financial Statements. The critical accounting policies require management's judgment to ascertain the valuation of assets, liabilities, commitments and contingencies. We have established policies and control procedures that are intended to ensure valuation methods are well controlled and applied consistently from period to period. In addition, the policies and procedures are intended to ensure the process for changing methodologies occurs in an appropriate manner. The following is a brief description of our current accounting policies, involving significant management judgments.

#### **Allowance for Loan Losses**

The allowance for loan losses is a valuation allowance for probable incurred credit losses. Loan losses are charged against the allowance when management believes the inability to collect a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Management estimates the allowance balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions, and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged-off.

The allowance consists of specific and general components. The specific component relates to loans that are individually classified as impaired. The general component covers loans that are not impaired and is based on historical loss experience, adjusted for current factors.

A loan is impaired when full payment under the terms of the loan agreement is not probable or when the terms of a loan are modified as a result of a borrower experiencing financial difficulties. Land and construction, commercial and industrial, and commercial real estate loans are individually evaluated for impairment. If a loan is impaired, a portion of the allowance is allocated so the loan is reported, net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral, if repayment is expected solely from the collateral.

Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the

circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

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Loans for which the terms have been modified and for which the borrower is experiencing financial difficulties are considered troubled debt restructurings and are classified as impaired. Troubled debt restructurings are measured for impairment based upon the present value of estimated future cash flows using the loan's existing rate at inception or at the fair value of collateral, if repayment is expected solely from the collateral. For troubled debt restructurings that subsequently default, BANKshares determines the amount of reserve in accordance with the accounting policy for the allowance for loan losses.

The general component of the allowance covers nonimpaired loans and is based on historical loss experience, adjusted for current factors. The historical loss experience is determined by portfolio segment and is based on the actual loss history experienced by BANKshares over the most recent eight quarters. This actual loss experience is supplemented with other economic factors based on the risks present for each portfolio segment. These economic factors include consideration of the following: levels of and trends in delinquencies and impaired loans; trends in volume and terms of loans; effects of any changes in risk selection and underwriting standards; other changes in lending policies, procedures, and practices; experience, ability, and depth of lending management and other relevant staff; national and local economic trends and conditions; industry conditions; the quality of the loan review system; regulatory change; and effects of changes in credit concentrations.

## **Goodwill and Intangible Assets**

Goodwill is generally determined as the excess of the fair value of the consideration transferred, plus the fair value of any noncontrolling interests in the acquiree, over the fair value of the net assets acquired and liabilities assumed as of the acquisition date. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but are tested for impairment at least annually.

Intangible assets with definite useful lives are amortized over their estimated useful lives to their estimated residual values. Goodwill is the only intangible asset with an indefinite life on BANKshares' balance sheet. Other intangible assets consist of core deposit intangible assets arising from the BankFIRST, The BANK Brevard and East Coast Community Bank acquisitions. These core deposit intangibles were initially measured at fair value and are amortized on an accelerated method over their estimated useful lives, which is ten years for BankFIRST and The BANK Brevard, and seven years for East Coast Community Bank.

## **Income Taxes**

BANKshares determines its income tax expense based on management's judgments and estimates regarding permanent differences in the treatment of specific items of income and expense for financial statement and income tax purposes. These permanent differences result in an effective tax rate, which differs from the federal statutory rate. In addition, we recognize deferred tax assets and liabilities, recorded in the consolidated balance sheets, based on management's judgment and estimates regarding timing differences in the recognition of income and expense for financial statement and income tax purposes.

We must also assess the likelihood that any deferred tax assets will be realized through the reduction or refund of taxes in future periods and establish a valuation allowance for those assets for which recovery is not more likely than not. In making this assessment, management must make judgments and estimates regarding the ability to realize the asset through carryback to taxable income in prior years, the future reversal of existing taxable temporary differences, future taxable income, and the possible application of future tax planning strategies. Management believes it is more likely than not that the net deferred tax assets included in the accompanying consolidated balance sheets will be fully realized and accordingly BANKshares has not established a valuation allowance.



**Table of Contents****Purchased Credit-Impaired Loans**

We account for acquisitions under the purchase accounting method. These acquired loans are recorded at the allocated fair value, such that there is no carryover of the seller's allowance for loan losses. Such acquired loans are accounted for individually, with the exception of a small number of loans that are aggregated into pools based upon common risk characteristics and accounted for on a pooled basis. BANKshares estimates the amount and timing of expected cash flows for each loan or loan pool, and the expected cash flows in excess of the loan or pool's allocated fair value are recorded as interest income over the remaining life of the loan (accretable yield). The excess of the loan or pool's contractual principal and interest over expected cash flows is not recorded (nonaccretable difference). Over the life of each loan or loan pool, the expected cash flows continue to be estimated. If the present value of expected cash flows is less than the carrying amount, a loss is recorded through a provision for loan losses. If the present value of expected cash flows is greater than the carrying amount, it is recognized as part of future interest income. The only purchased of impaired loans occurred as a result of the January 1, 2012 acquisition of East Coast Community bank, at which time the basis in those loans was recorded at \$4,211. Subsequent payoffs, foreclosures and liquidations have reduced the aggregate carrying value of such loans to \$352 or less than 0.1% of gross loans outstanding at March 31, 2014.

*Comparison of Results of Operations for the three month periods ending March 31, 2014 and 2013, and the years ended December 31, 2013 and 2012*

**Net Income**

BANKshares' net income for the three months ended March 31, 2014 and 2013 was \$664 and \$364, respectively. Net income for the year ended December 31, 2013 was \$3,019, compared to \$1,126 for the year ended December 31, 2012. The primary reason for the increase in net income between first quarter periods was improved net interest income, driven by an increase in loan volume, and a lower provision for loan loss expense. The primary reason for the increase in net income between the 2013 and 2012 years was reduced noninterest expenses, driven by the absence of FHLB prepayment penalties in 2013, lower loan and foreclosed real estate related expense, and a lower provision for loan loss expense.

**Net Interest Income/Margin**

*Comparison of net interest income for the three months ended March 31, 2014 and 2013*

Net interest income on a tax equivalent basis consists of interest income generated by earning assets, less interest expense. Tax equivalency is a non-GAAP measure and is used in the industry to improve comparability as to the relative value of sources of income which are not taxed versus those that are taxed. Sources of income which are not taxed have been grossed up by the approximately the amount of the tax (35% is used here) that would have been paid had they been taxable to improve that comparability.

Net interest income increased \$439, or 8.6%, to \$5,541 for the quarter ended March 31, 2014, compared to \$5,102 for the same period in 2013. The increase was due to a \$384 increase in interest income and a \$55 decrease in interest expense. The resulting NIM (net interest income divided by earning assets) rose from 3.85% to 4.27%.

Interest-earning assets averaged \$525,688 for the quarter ended March 31, 2014, compared to \$537,299 for the quarter ended March 31, 2013, an \$11,611, or 2.2%, decrease. The yield on average interest-earning assets increased 39 basis points ( bps ) to 4.58% for the quarter ended March 31, 2014, compared to 4.19% for the quarter ended March 31, 2013. The primary reason for the increase in yield was a shift in asset composition away from lower yielding asset classes such as taxable securities and Federal Funds sold into higher yielding asset classes, nontaxable securities and,

in particular, loans. Market rates for loans were generally lower than the portfolio average in both 2012 and 2013, contributing to a decline in overall portfolio yield that continued into the first quarter of 2014, but despite this, they were still well above yields on alternative investments, and by

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March 31, 2014 terms being offered on new loans were generally no longer materially below the portfolio average. The shift to nontaxable securities, generally from taxable to nontaxable municipals of comparable duration, reflected managements increased confidence in early 2013 that net operating losses from prior periods could be fully utilized in future periods. The \$11,611 decline in average interest-earning assets was more than offset by the 39 basis points increase in yield on average interest-earning assets, resulting in the \$384 increase in interest income between the two quarterly periods.

**Average Balances, Interest Income and Expenses, Yields and Rates<sup>(1)</sup>**

	Quarter Ended March 31, 2014			Quarter Ended March 31, 2013		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
<b>Earning assets</b>						
Securities						
Taxable	\$ 125,492	\$ 632	2.04%	\$ 155,484	\$ 497	1.30%
Nontaxable	21,708	222	4.15	6,675	71	4.31
	147,200	854	2.35	162,159	568	1.42
Federal funds sold and other investments	9,995	6	0.24	31,707	16	0.20
Loans, net <sup>(2)</sup>	368,493	5,078	5.59	343,433	4,970	5.87
<b>Total earning assets</b>	<b>\$ 525,688</b>	<b>\$ 5,938</b>	<b>4.58%</b>	<b>\$ 537,299</b>	<b>\$ 5,554</b>	<b>4.19%</b>
Allowance for loan losses	(5,981)			(6,080)		
Cash and due from banks	22,296			9,642		
Bank premises and equipment	22,672			23,441		
Other assets	92,968			100,719		
	\$ 657,643			\$ 665,021		
<b>Interest bearing liabilities</b>						
NOW	\$ 63,689	\$ 10	0.06%	\$ 61,817	\$ 10	0.07%
Savings deposits	47,812	23	0.20	46,641	25	0.22
Money market accounts	100,818	50	0.20	107,851	54	0.20
Time deposits	94,530	206	0.88	106,355	244	0.93
Federal funds purchased and other short term borrowings	20,737	10	0.20	18,881	9	0.19
Other borrowings	14,434	98	2.75	14,434	110	3.09
<b>Total interest bearing liabilities</b>	<b>\$ 342,020</b>	<b>\$ 397</b>	<b>0.47%</b>	<b>355,979</b>	<b>\$ 452</b>	<b>0.51%</b>
Demand deposits	183,674			175,943		
Other liabilities	1,623			4,169		
	527,317			536,091		
Shareholders' equity	130,326			128,930		
	\$ 657,643			\$ 665,021		

Interest expense as % of earning assets		0.31%		0.34%
Net interest income/yield on earning assets	\$ 5,541	4.27%	\$ 5,102	3.85%

- (1) *The tax equivalent adjustment is based on a 35% tax rate.*
- (2) *Nonperforming loans are included in average loan balances. Fees on loans are included in interest on loans.*



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The table below details the components of the changes in net interest income on a tax equivalent basis, comparing the first quarter of 2014 to the same period in 2013. For each major category of interest-earning assets and interest-bearing liabilities, information is provided with respect to changes due to average volume and changes due to rates, with the changes in both volumes and rates allocated to these two categories based on the proportionate absolute changes in each category.

## Analysis of Changes in Interest Income and Expense

**Rate/Volume Analysis (on a Tax Equivalent Basis)**

	<b>March 31, 2014 vs March 31, 2013 Due to Change in:</b>		
	<b>Volume</b>	<b>Rate</b>	<b>Total</b>
	<b>Amount of increase (decrease)</b>		
<b>Earning assets</b>			
Securities			
Taxable	\$ (501)	\$ 636	\$ 135
Nontaxable	635	(484)	151
	134	152	286
Federal funds sold and other investments	(49)	39	(10)
Loans, net	1,436	(1,328)	108
<b>Total earning assets</b>	<b>1,521</b>	<b>(1,137)</b>	<b>384</b>
<b>Interest bearing liabilities</b>			
NOW	\$ 1	\$ (1)	\$
Savings deposits	2	(4)	(2)
Money market accounts	(14)	10	(4)
Time deposits	(107)	69	(38)
	(118)	74	(44)
Federal funds purchased and other short term borrowings	4	(3)	1
Other borrowings		(12)	(12)
<b>Total interest bearing liabilities</b>	<b>\$ (114)</b>	<b>\$ 59</b>	<b>\$ (55)</b>
<b>Net interest income</b>	<b>\$ 1,635</b>	<b>\$ (1,196)</b>	<b>\$ 439</b>

*Changes attributable to rate/volume are allocated to rate and volume on an equal basis.  
Comparison of net interest income for the years ended December 31, 2013 and 2012*

Net interest income on a tax equivalent basis decreased \$780, or 3.5%, to \$21,317 for 2013, compared to \$22,097 for 2012. The decrease was due to a \$2,363 decrease in interest income, partially offset by a \$1,583 decrease in interest expense.

Interest-earning assets averaged \$529,160 for 2013, compared to \$574,846 for 2012, a \$45,686, or 7.9%, decrease. The reduction was a strategy of utilizing excess liquidity which had accumulated up to and including 2012 to pay down, in late 2012, costly FHLB advances and to allow time deposits to run off gradually over 2012, 2013 and continuing into 2014. The yield on average interest-earning assets decreased 7 basis points (bps) to 4.35% for 2013, compared to 4.42% for 2012. The \$45,686 decline in average interest-earning assets, combined with the 7 bps decrease in yield on average interest-earning assets resulted in the \$2,363 decrease in interest income between the two years.

Interest-bearing liabilities averaged \$353,660 for 2013, compared to \$402,272 in average interest-bearing liabilities for 2012, a \$48,612, or 12.1%, decrease. The cost of average interest-bearing liabilities decreased 33 bps to 0.49% for 2013, compared to 0.82% for 2012. The \$48,612 decrease in average interest-bearing liabilities, combined with the 33 basis point decrease in the cost of average interest-bearing liabilities led to the \$1,583 decrease in interest expense between the years ended December 31, 2013 and 2012.

**Table of Contents****Average Balances, Interest Income and Expenses, Yields and Rates<sup>(1)</sup>**

	2013			2012		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
<b>Earning assets</b>						
Securities						
Taxable	\$ 138,152	\$ 1,861	1.35%	\$ 146,481	\$ 2,456	1.68%
Nontaxable	18,063	738	4.09	17,789	845	4.75
	156,215	2,599	1.66	164,270	3,301	2.01
Federal funds sold and other investments	19,747	54	0.27	71,975	188	0.26
Loans, net <sup>(2)</sup>	353,198	20,386	5.77	338,601	21,913	6.47
<b>Total earning assets</b>	<b>\$ 529,160</b>	<b>\$ 23,039</b>	<b>4.35%</b>	<b>574,846</b>	<b>\$ 25,402</b>	<b>4.42%</b>
Allowance for loan losses	(6,045)			(7,003)		
Cash and due from banks	22,939			16,494		
Bank premises and equipment	23,126			23,911		
Other assets	99,267			95,792		
	\$ 668,447			\$ 704,040		
<b>Interest bearing liabilities</b>						
NOW	\$ 64,162	\$ 41	0.06%	\$ 60,156	\$ 46	0.08%
Savings deposits	47,641	100	0.21	46,372	115	0.25
Money market accounts	106,630	217	0.20	104,897	268	0.26
Time deposits	100,579	908	0.90	124,527	1,520	1.22
Federal funds purchased and other short term borrowings	20,214	41	0.20	21,677	45	0.21
Other borrowings	14,434	415	2.88	44,643	1,311	2.94
<b>Total interest bearing liabilities</b>	<b>\$ 353,660</b>	<b>\$ 1,722</b>	<b>0.49%</b>	<b>\$ 402,272</b>	<b>\$ 3,305</b>	<b>0.82%</b>
Demand deposits	181,157			167,219		
Other liabilities	4,801			6,026		
	539,618			575,517		
Shareholders' equity	128,829			128,523		
	\$ 668,447			\$ 704,040		
Interest expense as % of earning assets			0.33%			0.57%
Net interest income/yield on earning assets		\$ 21,317	4.03%		\$ 22,097	3.84%

(1) The tax equivalent adjustment is based on a 35% tax rate.

(2) Nonperforming loans are included in average loan balances. Fees on loans are included in interest on loans.



**Table of Contents**

The table below details the components of the changes in net interest income on a tax equivalent basis for the years ended December 31, 2013 and 2012. For each major category of interest-earning assets and interest-bearing liabilities, information is provided with respect to changes due to average volume and changes due to rates, with the changes in both volumes and rates allocated to these two categories based on the proportionate absolute changes in each category.

**Rate/Volume Analysis (on a Tax Equivalent Basis)**

	<b>2013 vs 2012 Due to Change in:</b>		
	<b>Volume</b>	<b>Rate</b>	<b>Total</b>
	<b>Amount of increase (decrease)</b>		
<b>Earning assets</b>			
Securities			
Taxable	\$ (126)	\$ (469)	\$ (595)
Nontaxable	12	(119)	(107)
	(114)	(588)	(702)
Federal funds sold and other investments	(140)	6	(134)
Loans, net	894	(2,421)	(1,527)
<b>Total earning assets</b>	<b>\$ 640</b>	<b>\$ (3,003)</b>	<b>\$ (2,363)</b>
<b>Interest bearing liabilities</b>			
NOW	\$ 3	\$ (8)	\$ (5)
Savings deposits	3	(18)	(15)
Money market accounts	4	(55)	(51)
Time deposits	(255)	(357)	(612)
	(245)	(438)	(683)
Federal funds purchased and other short term borrowings	(3)	(1)	(4)
Other borrowings	(877)	(19)	(896)
<b>Total interest bearing liabilities</b>	<b>\$ (1,125)</b>	<b>\$ (458)</b>	<b>\$ (1,583)</b>
<b>Net interest income</b>	<b>\$ 1,765</b>	<b>\$ (2,545)</b>	<b>\$ (780)</b>

*Changes attributable to rate/volume are allocated to rate and volume on an equal basis.*

**Provision for Loan Losses**

The provision for loan losses was \$133 for the quarter ended March 31, 2014, compared to an expense of \$334 for the quarter ended March 31, 2013. The provision decrease in the first quarter of 2014 resulted from an improvement in the performance of loans, with net charge offs falling from \$726 in the first quarter of 2013 to \$565 in the first quarter of 2014, and non-accrual loans falling from \$10,893 to \$5,042, a 53.7% decline, during the same time periods. The provision for loan losses for the years ended December 31, 2013 and 2012 was \$1,435 and \$1,771, respectively. The provision decrease in 2013 resulted from a decline in net charge offs from \$2,269 to \$1,262 and a decline in

non-accrual loans from \$12,391 to \$4,751. BANKshares policy is to maintain the allowance for loan losses at a level sufficient to absorb probable incurred losses inherent in the loan portfolio. The allowance is increased by the provision for loan losses, which is a charge to earnings, and is decreased by charge-offs, net of recoveries on prior loan charge-offs. Therefore, the provision for loan losses (Statement of Earnings effect) is a residual of our determination of allowance for loan losses (Balance Sheet approach). In determining the adequacy of the allowance for loan losses, we consider our historical loan loss experience, the general economic environment, the overall portfolio composition, and other information. As these factors change, the level of loan loss provision changes.

**Table of Contents****Noninterest Income**

Noninterest income for the quarters ended March 31, 2014 and March 31, 2013 was \$701 and \$838, respectively. The fluctuations between periods were the result of the components listed in the following table:

**Noninterest Income**

<b>Three month period ending March 31</b>	<b>2014</b>	<b>2013</b>	<b>\$ Increase (Decrease)</b>	<b>% Increase (Decrease)</b>
Service charges and fees on deposit accounts	\$ 311	\$ 364	\$ (53)	(14.6)%
Broker fees	6	62	(56)	(90.3)
Earnings on bank-owned life insurance	52	55	(3)	(5.5)
Gain on loan sales		5	(5)	(100.0)
Other	323	303	20	7.0
Subtotal	692	789	(97)	(12.2)
Gain (loss) on sale of securities available for sale	9	49	(40)	(81.6)
Total noninterest income	\$ 701	\$ 838	\$ (137)	(16.2)%

As shown the table above, the primary reason for the \$137 decrease in noninterest income from the quarter ended March 31, 2013 to the quarter ended March 31, 2014 was the effect of a \$53 reduction in service charges on deposit accounts and a \$56 reduction in gains on sales of residential loans (Broker fees) as well as a \$40 decline in gains realized on the sale of securities.

Noninterest income for 2013 and 2012 was \$4,415 and \$5,085, respectively. The fluctuations between periods were the result of the components listed in the following table:

**Noninterest Income**

<b>Year ending December 31</b>	<b>2013</b>	<b>2012</b>	<b>\$ Increase (Decrease)</b>	<b>% Increase (Decrease)</b>
Service charges and fees on deposit accounts	\$ 1,380	\$ 1,427	\$ (47)	(3.3)%
Broker fees	191	190	1	0.5
Earnings on bank-owned life insurance	216	225	(9)	(4.0)
Gain on loan sales	16	21	(5)	(23.8)
Other	1,275	1,205	70	5.8
Subtotal	3,078	3,068	10	0.3
Contingent note recovery	1,286		1,286	n/m
Gain (loss) on sale of securities available for sale	51	2,017	(1,966)	(97.5)

Total noninterest income	\$ 4,415	\$ 5,085	\$ (670)	(13.2)%
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n/m not meaningful

As shown the table above, the primary reason for the \$670 decrease in noninterest income from 2012 to 2013 was due to a \$1,966 reduction in gains on sales of securities available for sale, partially offset by the \$1,286 amount recognized on the contingent note recovery. Fees on deposit accounts also declined \$47, primarily as a result of the bank's efforts to better educate consumers about appropriate use of the bank's overdraft program and to offer consumers lower cost alternatives. This trend continued into the first quarter of 2014 and is not expected to reverse.



**Table of Contents****Noninterest Expense**

Noninterest expense for quarters ended March 31, 2014 and March 31, 2013 was \$5,052 and \$5,054, respectively. The fluctuations between the quarterly periods were the result of the components listed in the following table:

**Noninterest Expense**

<b>Three month period ending March 31</b>	<b>2014</b>	<b>2013</b>	<b>\$ Increase (Decrease)</b>	<b>% Increase (Decrease)</b>
Salaries and employee benefits	\$ 2,526	\$ 2,337	\$ 189	8.1%
Occupancy	488	480	8	1.7
Equipment	288	280	8	2.9
Core deposit intangible amortization	430	549	(119)	(21.7)
Foreclosed real estate, net	101	267	(166)	(62.2)
Other general and administrative	1,219	1,141	78	6.7
<b>Total noninterest expense</b>	<b>\$ 5,052</b>	<b>\$ 5,054</b>	<b>\$ (2)</b>	<b>(0.1)%</b>

As shown in the table above, although there was little change in the total of this category, there were some meaningful changes in some components of the group. The amount of the Core Deposit Intangible decreased by \$119 between the 2013 and 2014 quarterly periods, and net expense attributable to foreclosed real estate also declined by \$166, as the balance of Other Real Estate Owned declined from \$6,383 to \$5,522 between March 31, 2013 and March 31, 2014. These decreased expense levels were offset by a \$189 increase in Salaries and Benefits, which was driven by an increase in volume related salaries and commissions in the factoring subsidiary, a reduction of salary expense capitalized in accordance with ASC 310-20, and an increase of \$23 in the cost of employee group insurance. An increase of \$78 in other general and administrative expense was also recorded, which was primarily consulting and legal expenses related to the Seacoast transaction. Small increases in occupancy and equipment expenses combined with those larger items and the result was a net decrease of \$2 between the two first quarter periods.

Noninterest expense for the years 2013 and 2012 was \$20,358 and \$23,614, respectively. The fluctuations between periods were the result of the components listed in the following table:

**Non-Interest Expense**

<b>Year ending December 31</b>	<b>2013</b>	<b>2012</b>	<b>\$ Increase (Decrease)</b>	<b>% Increase (Decrease)</b>
Salaries and employee benefits	\$ 9,786	\$ 10,044	\$ (258)	(2.6)%
Occupancy	2,029	2,061	(32)	(1.6)
Equipment	1,156	1,177	(21)	(1.8)
Core deposit intangible amortization	1,972	2,475	(503)	(20.3)
Foreclosed real estate, net	772	844	(72)	(8.5)
FHLB prepayment penalties		1,187	(1,187)	(100.0)

Other general and administrative	4,643	5,826	(1,183)	(20.3)
Total noninterest expense	\$ 20,358	\$ 23,614	\$ (3,256)	(13.8)%

As shown in the table above, one of the primary reasons for the \$3,256 decrease in noninterest expense year over year was a \$1,187 reduction in FHLB prepayment penalties, which went from \$1,187 in 2012 to \$0 in 2013 as all remaining advances were prepaid in late 2012 to reduce interest expense in subsequent time periods. A second significant factor was the reduction of \$503 in the amount of Core Deposit Intangible amortization, and a

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third factor was a decline of \$1,183, or 20.3%, in the amount of other general and administrative costs. The more significant component changes in other general and administrative costs were declines of \$392 in legal expenses, \$204 in other loan expense (both of which relate to loan collection efforts and benefited from improved asset quality), and \$142 and \$131 reductions in other outside services and advertising and marketing expenses, respectively.

## **Income Tax Provision**

Income tax expense of \$315 was recognized in the quarter ended March 31, 2014 as compared to expense of \$163 in the comparable period in 2013. The effective tax rate was 32.2% in the quarter ended March 31, 2014 as compared to 30.9% in the March 31, 2013 quarter as the tax exempt portion of earnings was proportionately less, but only slightly so, in 2014.

The income tax expense recorded for the year ended December 31, 2013 was \$662 as compared to the \$375 recorded for the year ended December 31, 2012. The effective tax rate was 18.0% for the year ended December 31, 2013 as compared to 25.0% for the year ended December 31, 2012. The primary reason for the reduction in effective income tax rate in 2013 was the revision in 2013 of an accounting estimate recorded in connection with the January 2012 acquisition of East Coast Community Bank. The revision was accounted for prospectively and resulted in a \$541 reduction in 2013 income tax expense.

See Note 13 to our Consolidated Financial Statements, included in this joint proxy statement/prospectus for additional discussion and analysis.

## *Comparison of Balance Sheets at December 31, 2013 and 2012*

## **Overview**

Our total assets decreased \$8,746, or 1.3%, from December 31, 2012 to December 31, 2013. The primary driver of this decrease was a decrease in investment securities available for sale of \$23,367 and a decrease in cash and cash equivalents of \$8,911, which was partially offset by an increase in net loans of \$26,297.

## **Investment Securities**

We classify our securities as available for sale and held to maturity. Unrealized holding gains and losses on available-for-sale securities are included as a separate component of shareholders' equity, net of the effect of deferred income taxes.

Our available-for-sale securities portfolio totaled \$150,892 and \$174,259 at December 31, 2013 and 2012, respectively, or 23.0% and 26.2%, respectively, of total assets. The following table summarizes the amortized cost and fair value of available-for-sale securities, along with the corresponding amounts of gross unrealized gains and losses at March 31, 2014, December 31, 2013 and 2012.

**Table of Contents****Securities**

	<b>March 31, 2014</b>			
	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
Mortgage-backed securities	\$ 85,867	\$ 676	\$ (686)	\$ 85,857
Municipal securities	31,062	695	(1,240)	30,517
SBA pool securities	25,626	388	(1)	26,013
Asset-backed securities	3,925		(113)	3,812
	<b>\$ 146,480</b>	<b>\$ 1,759</b>	<b>\$ (2,040)</b>	<b>\$ 146,199</b>

	<b>December 31, 2013</b>			
	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
Mortgage-backed securities	\$ 88,517	\$ 688	\$ (1,009)	\$ 88,196
Municipal securities	33,359	525	(2,029)	31,855
SBA pool securities	26,554	476		27,030
Asset-backed securities	3,949		(138)	3,811
	<b>\$ 152,379</b>	<b>\$ 1,689</b>	<b>\$ (3,176)</b>	<b>\$ 150,892</b>

	<b>December 31, 2012</b>			
	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
Mortgage-backed securities	\$ 115,999	\$ 1,005	\$ (690)	\$ 116,314
Municipal securities	25,373	1,330	(117)	26,586
SBA pool securities	30,738	621		31,359
	<b>\$ 172,110</b>	<b>\$ 2,956</b>	<b>\$ (807)</b>	<b>\$ 174,259</b>

We use our security portfolio primarily as a source of liquidity, as a tool to manage our balance sheet sensitivity and regulatory capital ratios, and as a base from which to pledge assets for repurchase agreements and public deposits. When our liquidity position exceeds current needs and our expected loan demand, other investments are considered as a secondary earnings alternative. As investments mature, they are used to meet current cash needs or they are reinvested to maintain our desired liquidity position. We have designated all of our securities as available for sale to provide flexibility, in case an immediate need for liquidity arises and believe that the composition of the portfolio offers needed flexibility in managing our liquidity position and interest rate sensitivity, without adversely impacting our regulatory capital levels. The available-for-sale portfolio is carried at fair value and had a net unrealized loss of \$1,487 at December 31, 2013, compared to an unrealized net gain of \$2,149 at December 31, 2012.

We invest primarily in direct obligations of the United States, obligations guaranteed as to the principal and interest by the United States, mortgage backed securities ( MBSs ), municipal securities and obligations of government sponsored entities and agencies of the United States (including collateralized mortgage obligations ( CMOs ). All of our MBSs are residential FNMA, FHLMC, and GNMA MBSs, except for two private label securities comprising less than 1% of available for sale securities. The Federal Home Loan Bank also requires us to maintain an equity investment in them, which is shown separately in our consolidated balance sheet.

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The following table details the gross unrealized losses and related fair values in the Company's available-for-sale investment securities portfolio at March 31, 2014, and at December 31, 2013 and 2012. This information is aggregated by the length of time that individual securities have been in a continuous loss position.

Securities	March 31, 2014					
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Mortgage-backed securities	\$ 25,309	\$ (277)	\$ 16,070	\$ (409)	\$ 41,379	\$ (686)
Municipal securities	19,777	(1,157)	1,137	(83)	20,914	(1,240)
SBA pool securities	2,062	(1)			2,062	(1)
Asset-backed securities	3,812	(113)			3,812	(113)
<b>Total</b>	<b>\$ 50,960</b>	<b>\$ (1,548)</b>	<b>\$ 17,207</b>	<b>\$ (492)</b>	<b>\$ 68,167</b>	<b>\$ (2,040)</b>

Securities	December 31, 2013					
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Mortgage-backed securities	\$ 27,442	\$ (385)	\$ 18,038	\$ (624)	\$ 45,480	\$ (1,009)
Municipal securities	21,303	(1,915)	1,112	(114)	22,415	(2,029)
Asset-backed securities	3,811	(138)			3,811	(138)
<b>Total</b>	<b>\$ 52,556</b>	<b>\$ (2,438)</b>	<b>\$ 19,150</b>	<b>\$ (738)</b>	<b>\$ 71,706</b>	<b>\$ (3,176)</b>

Securities	December 31, 2012					
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Mortgage-backed securities	\$ 47,932	\$ (497)	\$ 11,671	\$ (193)	\$ 59,603	\$ (690)
Municipal securities	8,629	(117)			8,629	(117)
<b>Total</b>	<b>\$ 56,561</b>	<b>\$ (614)</b>	<b>\$ 11,671</b>	<b>\$ (193)</b>	<b>\$ 68,232</b>	<b>\$ (807)</b>

Unrealized losses on securities have not been recognized in income because the issuers bonds are of high quality, and because management does not intend to sell these investments and more likely than not will not be required to sell these investments before their anticipated maturity. The declines in market value are considered by management to be

a function of market interest rates and not an indication of a decline in credit quality, therefore fair value is expected to recover as the securities approach maturity.

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The aggregate amortized cost and fair value of available-for-sale investment securities by remaining contractual maturity are shown below. Actual expected maturities differ from contractual maturities because issuers may have the right to call or prepay obligations. Mortgage-backed securities do not have a single maturity date, and are therefore shown separately.

**Maturity Distribution of Securities Available For Sale**

	<b>March 31, 2014</b>				<b>Total</b>
	<b>1 Year Or Less</b>	<b>1-5 Years</b>	<b>5-10 Years</b>	<b>After 10 Years</b>	
<b>Amortized cost</b>					
Mortgage-backed securities	\$	\$ 3,645	\$ 17,310	\$ 64,912	\$ 85,867
Municipal securities		1,036	9,287	20,739	31,062
SBA pool securities			11,893	13,733	25,626
Asset-backed securities			3,925		3,925
<b>Total</b>	<b>\$</b>	<b>\$ 4,681</b>	<b>\$ 42,415</b>	<b>\$ 99,384</b>	<b>\$ 146,480</b>

<b>Fair value</b>					
Mortgage-backed securities	\$	\$ 3,768	\$ 17,395	\$ 64,695	\$ 85,858
Municipal securities		1,105	9,422	19,989	30,516
SBA pool securities			12,015	13,998	26,013
Asset-backed securities			3,812		3,812
<b>Total</b>	<b>\$</b>	<b>\$ 4,873</b>	<b>\$ 42,644</b>	<b>\$ 98,682</b>	<b>\$ 146,199</b>

	<b>December 31, 2013</b>				<b>Total</b>
	<b>1 Year Or Less</b>	<b>1-5 Years</b>	<b>5-10 Years</b>	<b>After 10 Years</b>	
<b>Amortized cost</b>					
Mortgage-backed securities	\$	\$ 3,931	\$ 12,628	\$ 71,958	\$ 88,517
Municipal securities		1,038	9,321	23,000	33,359
SBA pool securities			12,369	14,185	26,554
Asset-backed securities			3,949		3,949
<b>Total</b>	<b>\$</b>	<b>\$ 4,969</b>	<b>\$ 38,267</b>	<b>\$ 109,143</b>	<b>\$ 152,379</b>

<b>Fair value</b>					
Mortgage-backed securities	\$	\$ 4,078	\$ 12,712	\$ 71,406	\$ 88,196
Municipal securities		1,099	9,258	21,498	31,855
SBA pool securities			12,499	14,531	27,030
Asset-backed securities			3,811		3,811



Total	\$	\$ 5,177	\$ 38,280	\$ 107,435	\$ 150,892
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	December 31, 2012				
	1 Year Or Less	1-5 Years	5-10 Years	After 10 Years	Total
<b>Amortized cost</b>					
Mortgage-backed securities	\$ 1	\$ 2,747	\$ 11,036	\$ 102,215	\$ 115,999
Municipal securities		2,028	17,714	5,631	25,373
SBA pool securities			8,749	21,989	30,738
Total	\$ 1	\$ 4,775	\$ 37,499	\$ 129,835	\$ 172,110
<b>Fair value</b>					
Mortgage-backed securities	\$ 1	\$ 2,950	\$ 11,192	\$ 102,171	\$ 116,314
Municipal securities		2,180	18,234	6,172	26,586
SBA pool securities			8,835	22,524	31,359
Total	\$ 1	\$ 5,130	\$ 38,261	\$ 130,867	\$ 174,259

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**Table of Contents****Loans**

Lending income is the most important component of our net interest income and is a major contributor to profitability. The loan portfolio is the largest component of earning assets, and it therefore generates the largest portion of revenue. The absolute volume of loans and the volume of loans as a percentage of earnings assets is an important determinant of net interest margin, as loans are expected to produce higher yields than securities and other earning assets.

Average loans (net of fees and discounts but not net of the allowance for loan losses) during the quarter ended March 31, 2014 were \$368,493, or 70.1% of average earning assets, as compared to \$343,433, or 63.9% of average earning assets for the quarter ended March 31, 2013. Total loans (including residential mortgage loans held for sale) at March 31, 2014 and March 31, 2013 were \$371,904 and \$345,330, respectively, an increase over the 12 month period of \$26,574, or 7.7%. At March 31, 2014 and March 31, 2013, we had a loan-to-total asset ratio of 55.2% and 51.4% and a loan-to-deposit ratio of 73.5% and 68.2%, respectively. Average loans (net of fees and discounts but not net of the allowance for loan losses) during 2013 were \$353,198, or 66.7% of average earning assets, as compared to \$338,601, or 58.9% of average earning assets for 2012. Total loans (including residential mortgage loans held for sale) at December 31, 2013 and 2012 were \$366,875 and \$340,478, respectively, an increase of \$26,397, or 7.8%. At December 31, 2013 and 2012, we had a loan-to-total asset ratio of 55.9% and 51.2% and a loan-to-deposit ratio of 74.8% and 68.2%, respectively.

Of our total loans at March 31, 2014, approximately 83.9% were collateralized by real estate, 15.1% were commercial and industrial loans, and the remaining 1.0% was consumer loans. The loans collateralized by real estate are further delineated as follows:

*Residential real estate loans:* These are predominantly single family home loans originated within our local market areas by employee loan officers. This category includes multifamily and residential construction loans. We do not use loan brokers to originate loans for our own portfolio, nor do we acquire loans outside of our geographical markets. The size of this portfolio is \$38,040 representing approximately 10.3% of our total loans.

*Commercial real estate loans ( CRE ):* This is the largest category of our loan portfolio representing \$255,584 of outstanding loans, or 68.9% of our total loans. This category, which includes commercial construction lending, constitutes our primary business. We have no construction or development loans with national builders. We do business with local builders and developers that have typically been long-time customers. There is no significant concentration by type of property in this category but there is a geographical concentration because the majority of loan collateral is located in Florida. The borrowers are a mix of small business owner borrowers, professionals, doctors, lawyers, investors, and local real estate developers. Approximately 67.9% of the non-construction CRE loans are owner occupied.

*Consumer loans:* The real estate secured portion of this category consists of home equity loans and home equity lines of credit and represents approximately 4.7% (\$17,493) of our total loan portfolio.

Loan concentrations are considered to exist where there are amounts loaned to multiple borrowers engaged in similar activities, which collectively could be similarly impacted by economic or other conditions and when the total of such amounts would exceed 25% of total capital. Due to the lack of diversified industry and the relative proximity of the markets we serve, we have concentrations in geographic regions, as well as in type of loans funded.

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The table below provides a summary of the loan portfolio composition (not including residential mortgage loans held for sale) at the periods indicated below.

**Loans Outstanding**

	<b>March 31 2014</b>	<b>December 31 2013</b>	<b>2012</b>
<b>Commercial real estate:</b>			
Construction	\$ 30,056	\$ 26,169	\$ 22,788
Nonfarm nonresidential	225,528	224,227	211,041
	255,584	250,396	233,829
<b>Residential Real Estate:</b>			
1-4 Family, Adjustable	34,862	35,890	28,228
Multifamily, Adjustable	1,893	1,758	3,788
Construction	1,285	1,448	5
	38,040	39,096	32,021
<b>Commercial and Industrial:</b>			
Secured	54,539	52,703	49,292
Unsecured	1,340	1,348	933
	55,879	54,051	50,225
<b>Consumer:</b>			
Home equity mortgages	4,495	4,561	5,065
Home equity lines	12,998	13,810	14,939
Installment and other	3,845	3,905	3,498
	21,338	22,276	23,502
<b>Total Loans</b>	<b>370,841</b>	<b>365,819</b>	<b>339,577</b>
Deferred loan costs, net	940	987	759
<b>Net Loans</b>	<b>\$ 371,781</b>	<b>\$ 366,806</b>	<b>\$ 340,336</b>

The following table describes the contractual maturities of our loan portfolio (not including residential mortgage loans held for sale) at March 31, 2014.

**Loan Maturity Distribution**

<b>March 31, 2014</b>					
<b>Commercial Real Estate</b>	<b>Residential Real Estate</b>	<b>Commercial &amp; Financial</b>	<b>Consumer</b>		<b>Total</b>

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In one year or less	\$ 52,841	\$ 6,947	\$ 31,016	\$ 11,796	\$ 102,600
After one year but within five years:					
Interest rates are floating or adjustable	28,931	8,858	1,793	228	39,810
Interest rates are fixed	85,094	7,724	18,446	6,030	117,294
In five years or more:					
Interest rates are floating or adjustable	3,271	779		35	4,085
Interest rates are fixed	86,035	13,737	4,897	3,323	107,992
TOTAL	\$ 256,172	\$ 38,045	\$ 56,152	\$ 21,412	\$ 371,781

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### **Credit Quality and Allowance for Loan Losses**

We maintain an allowance for loan losses that we believe is adequate to absorb probable incurred losses inherent in our loan portfolio. The allowance is increased by the provision for loan losses, which is a charge to current period earnings and decreased by loan charge-offs net of recoveries of prior period loan charge-offs. Loans are charged against the allowance when we believe collection of the principal is unlikely.

The allowance consists of two components. The first component consists of amounts reserved for impaired loans, as defined by ASC 310. Impaired loans are those loans that management has estimated will not repay as agreed pursuant to the loan contract. Each of these loans is required to have a written analysis supporting the amount of specific reserve allocated to the particular loan, if any. A loan may be impaired (i.e. not expected to repay as agreed), but it may be sufficiently collateralized such that we expect to recover all principle and interest eventually, and therefore no specific reserve is warranted.

The second component is a general reserve on all of our loans other than those identified as impaired and is based on historical loss experience adjusted for current factors. The historical loss experience is determined by portfolio segment and is based on the actual loss history experienced over the most recent eight quarters. This actual loss experience is supplemented with other economic factors based on the risks present for each portfolio segment. The following portfolio segments have been identified:

Commercial real estate;

Residential real estate (primary and secondary mortgages);

Commercial (not collateralized by real estate); and

Consumer and other.

The historical loss factors for each portfolio segment is adjusted for current internal and external environmental factors, as well as for certain loan grading factors. The environmental factors that we consider are listed below.

We consider changes in the levels of and trends in past due loans, non-accrual loans and impaired loans, and the volume and severity of adversely classified or graded loans. We also consider levels of and trends in charge-offs and recoveries.

We consider changes in the nature and volume of the portfolio, in the terms of loans and changes in lending policies, procedures and practices, including changes in underwriting standards and collection, charge-off, and recovery practices not considered elsewhere in estimating credit losses. We also consider changes in the quality of our loan review system.

We consider changes in the experience, ability, and depth of our lending management and other relevant staff and the existence and effect of any concentrations of credit, and changes in the level of such concentrations.

We consider changes in national, regional, and local economic and business conditions and developments that affect the collectability of the portfolio, including the condition of various market segments (national and local economic trends and conditions).

The aggregate of these two components results in our total allowance for loan losses.

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In the table below, we have shown the components of our allowance for loan losses at March 31, 2014 and at December 31, 2013 and 2012.

**ALLL Components**

	March 31, 2014			2013			December 31, 2012		
	Recorded Investment	ALLL Balance	%	Recorded Investment	ALLL Balance	%	Recorded Investment	ALLL Balance	%
Nonimpaired loans	\$ 362,483	\$ 4,717	1.30%	\$ 357,174	\$ 4,928	1.38%	\$ 323,428	\$ 4,780	1.48%
Impaired loans	9,298	987	10.62%	9,632	1,208	12.54%	16,908	1,183	7.00%
Total Loans <sup>(1)</sup>	\$ 371,781	\$ 5,704	1.53%	\$ 366,806	\$ 6,136	1.67%	\$ 340,336	\$ 5,963	1.75%

(1) Does not include residential mortgages held for sale.

The general loan loss allowance for nonimpaired loans decreased by \$211, or 8 bps, to 1.30% of the nonimpaired loan balance outstanding at March 31, 2014, compared to 1.38% at December 31, 2013. The net decrease resulted from changes in historical charge off rates, changes in current environmental factors, and changes in the loan portfolio mix. The loan loss allowance for impaired loans decreased by \$221, or 192 bps, to 10.62% of the impaired loan balance outstanding at March 31, 2014, compared to 12.54% at December 31, 2013. The net decrease resulted from resolution of specific impaired loans and release of the related specific reserves.

The general loan loss allowance for nonimpaired loans increased by \$148, but decreased 10 bps to 1.38% of the nonimpaired loan balance outstanding at December 31, 2013, compared to 1.48% at December 31, 2012. The dollar increase was driven by increased loan volume, while the percentage decrease also resulted from a more than proportionate increase in portfolio size and was supported by favorable changes in historical charge off rates, changes in current environmental factors, and changes in the loan portfolio mix.

We believe our allowance for loan losses was adequate at March 31, 2014. However, we recognize many factors can adversely impact various segments of our market and customers, and therefore there is no assurance as to the amount of losses or probable losses which may develop in the future.

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The table below sets forth the activity in the total allowance for loan losses for the periods presented.

**Summary of Loan Loss Experience**

	<b>March 31, 2014</b>	<b>Year Ended December 31,</b>	
		<b>2013</b>	<b>2012</b>
Beginning balance	\$ 6,136	\$ 5,963	\$ 6,461
Provision for loan losses	133	1,435	1,771
Charge offs:			
Commercial real estate	481	1,158	1,438
Residential real estate	135	503	195
Commercial and financial	1	345	622
Consumer	9	54	197
<b>TOTAL CHARGE OFFS</b>	<b>626</b>	<b>2,060</b>	<b>2,452</b>
Recoveries:			
Commercial real estate	20	396	59
Residential real estate	16	70	35
Commercial and financial	8	279	56
Consumer	17	53	33
<b>TOTAL RECOVERIES</b>	<b>61</b>	<b>798</b>	<b>183</b>
<b>Net loan charge offs</b>	<b>565</b>	<b>1,262</b>	<b>2,269</b>
<b>ENDING BALANCE</b>	<b>\$ 5,704</b>	<b>\$ 6,136</b>	<b>\$ 5,963</b>
<b>Loans outstanding at end of period*</b>	<b>\$ 371,781</b>	<b>\$ 366,806</b>	<b>\$ 340,336</b>
Ratio of allowance for loan losses to loans outstanding at end of period	1.5%	1.7%	1.8%
<b>Daily average loans outstanding*</b>	<b>\$ 368,493</b>	<b>\$ 353,198</b>	<b>\$ 338,601</b>
Ratio of net charge offs to average loans outstanding	0.2%	0.4%	0.7%

\* *Net of unearned income. Excludes residential mortgage loans held for sale.*

Nonperforming loans consist of nonaccrual loans and loans past due 90 days or more and still accruing interest. Nonperforming assets consist of nonperforming loans plus (a) foreclosed real estate (*i.e.* real estate acquired through foreclosure or deed in lieu of foreclosure); (b) other repossessed assets that are not covered by real estate. We generally place loans on nonaccrual status when they are past due 90 days, or when management believes the borrower's financial condition, after giving consideration to economic conditions and collection efforts, is such that collection of principal and interest per the contractual terms is in doubt. When we place a loan on nonaccrual, interest accruals cease and uncollected interest is reversed and charged against current income. Subsequent collections reduce the principal balance of the loan until the loan is returned to accrual status or interest is recognized only to the extent



received in cash.

The largest component of nonperforming loans is nonaccrual loans, which as of March 31, 2014, totaled \$5,042. Nonaccrual loans were \$4,751 and \$12,391 at December 31, 2013 and 2012, respectively. The other component of nonperforming loans are loans past due greater than 90 days and still accruing interest, however BANKshares had no loans that were past due greater than 90 days and still accruing interest during any of the periods shown. Loans which are past due greater than 90 days are placed on nonaccrual status unless they are both well secured and in the process of collection, which rarely occurs in practice.

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The breakdown of non-performing assets is further delineated by loan category as follows:

**Nonperforming Assets**

	<b>March 31, 2014</b>	<b>December 31, 2013</b>	<b>2012</b>
<b>Nonaccrual loans</b>			
Commercial real estate:			
Construction	\$ 1,400	\$ 1,654	\$ 2,355
Nonfarm nonresidential	2,072	2,892	8,084
Residential real estate:			
1-4 Family	1,200	121	687
Multi-family			485
Commercial:			
Secured	272	25	617
Consumer:			
Home Equity	98	59	163
<b>Total</b>	<b>5,042</b>	<b>4,751</b>	<b>12,391</b>
<b>Other real estate owned</b>	<b>5,522</b>	<b>4,935</b>	<b>5,095</b>
<b>Total nonperforming assets</b>	<b>\$ 10,564</b>	<b>\$ 9,686</b>	<b>\$ 17,486</b>
<b>Amount of loans outstanding at end of period</b>	<b>\$ 371,781</b>	<b>\$ 366,806</b>	<b>\$ 340,336</b>
Ratio of total nonperforming assets to loans outstanding and other real estate owned at end of period	2.80	2.61	5.06
Accruing loans past due 90 days or more			
Loans restructured and in compliance with modified terms	4,785	4,878	3,771

We consider a loan to be impaired when full payment according to the terms of the loan agreement is not probable or when the terms of a loan are modified in a troubled debt restructuring. Once the loan has been identified as impaired, a written analysis is performed to determine if there is a potential for a loss. If it is probable a loss may occur, a specific allowance or a partial charge down for that particular loan is then recognized. The loan is then placed on nonaccrual status and included in nonperforming loans. If the analysis indicates a loss is not probable, then no specific allowance or partial charge down is recognized.

Loans that are monitored for impairment pursuant to ASC 310 generally include commercial, commercial real estate and construction, single family first mortgages and land development loans. Smaller homogeneous loans such as single family second mortgages and consumer loans are not generally subject to impairment monitoring pursuant to ASC 310, but are analyzed for potential losses based on historical loss factors, current environmental factors and to some extent loan grading.

Interest income recognized on impaired loans for 2012, 2013 and the first quarter of 2014 was \$327, \$236 and \$76, respectively. The average recorded investment in impaired loans during 2012, 2013 and the first quarter of 2014 was

\$14,824, \$12,766 and \$9,085 respectively.

In this current real estate environment it has become more common to restructure or modify the terms of certain loans under certain conditions. In certain circumstances, it may be more beneficial to restructure the terms of a loan and work with the borrower for the benefit of both parties, instead of forcing the property into foreclosure and having to dispose of it in an unfavorable real estate market. The modification of the terms of such loans has included one or a combination of the following: a reduction of the stated interest rate of the loan; an

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extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; or a permanent reduction of the recorded investment in the loan. At March 31, 2014 we had \$4,785 of troubled debt restructures (TDRs) that are performing pursuant to their modified terms and \$1,178 that are not performing pursuant to their modified terms. TDRs are included in our impaired loans, whether they are performing or nonperforming.

The table below summarizes our impaired loans and TDRs at the periods indicated.

**Troubled debt restructurings**

	<b>At March 31, 2014</b>	<b>At December 31, 2013      2012</b>	
Performing TDRs	\$ 4,785	\$ 4,878	\$ 3,771
Nonperforming TDRs	1,178	1,209	4,120
<b>Total</b>	<b>\$ 5,963</b>	<b>\$ 6,087</b>	<b>\$ 7,891</b>

TDRs at March 31, 2014 quantified by loan type classified separately as accrual (performing loans) and nonaccrual (nonperforming loans) are presented in the table below.

	<b>At March 31, 2014</b>		
	<b>Performing</b>	<b>Nonperforming</b>	<b>Total</b>
Commercial construction, land and land development	\$ 856	\$	\$ 856
Residential 1-4 family mortgages	621	39	660
Commercial nonfarm nonresidential mortgages	2,792	1,114	3,906
Commercial and Industrial loans	516	25	541
<b>Total</b>	<b>\$ 4,785</b>	<b>\$ 1,178</b>	<b>\$ 5,963</b>

Our policy is to return nonaccrual TDR loans to accrual status when all the principal and interest amounts due, pursuant to its modified terms, are brought current and future payments are reasonably assured. Our policy also considers the payment history of the borrower in assessing the confidence that future payments are reasonably assured, which typically requires six months of prompt payments. Loans are modified to minimize loan losses when we believe the modification will improve the borrower's financial condition and their ability to repay the loan. We typically do not forgive principal. We generally either reduce interest rates or decrease monthly payments for a temporary period of time and those reductions of cash flows are capitalized into the loan balance. We may also extend maturities, convert balloon loans to longer term amortizing loans, or vice versa, or change interest rates between variable and fixed rate. Each borrower and situation is unique and we try to accommodate the borrower and minimize BANKshares' potential losses. There does not appear to be any significant difference in success rates with one type of concession versus another.

We are continually analyzing our loan portfolio in an effort to recognize and resolve our problem assets as quickly and efficiently as possible. While we believe we use the best information available at the time to make a determination

with respect to the allowance for loan losses, we recognize that many factors can adversely impact various segments of our markets, and subsequent adjustments in the allowance may be necessary if future economic indications or other factors differ from the assumptions used in making the initial determination or if regulatory policies change. We continuously focus our attention on promptly identifying and providing for potential problem loans, as they arise.

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As of March 31, 2014, loans that were past-due 30-89 days totaled \$220. The table below summarizes our accruing loans past due greater than 30 days and less than 90 days for the periods presented.

	<b>At March 31, 2014</b>	<b>At December 31, 2013</b>	<b>2012</b>
Past-due loans 30 - 89 days	\$ 220	\$ 3,224	\$ 1,477
As a percentage of total loans	0.06%	0.88%	0.43%

Although the total allowance for loan losses is available to absorb losses from all loans, management allocates the allowance among loan portfolio categories for informational and regulatory reporting purposes. Regulatory examiners may require us to recognize additions to the allowance based upon the regulators' judgments about the information available to them at the time of their examination, which may differ from our judgments about the allowance for loan losses.

While no portion of the allowance is in any way restricted to any individual loan or group of loans, and the entire allowance is available to absorb losses from any and all loans, the following table summarizes our allocation of allowance for loan losses by loan category and loans in each category as a percentage of total loans, for the periods presented.

## Allocation of the Allowance for Loan Losses

**Allowance for Loan Losses**

	<b>March 31, 2014</b>	<b>December 31, 2013</b>	<b>2012</b>
<b>ALLOCATION BY LOAN TYPE</b>			
Commercial real estate loans	\$ 3,777	\$ 4,461	\$ 2,901
Residential real estate loans	627	412	1,414
Commercial and financial loans	905	765	965
Consumer loans	395	498	683
<b>TOTAL</b>	<b>\$ 5,704</b>	<b>\$ 6,136</b>	<b>\$ 5,963</b>
<b>PERIOD END LOAN TYPES AS A PERCENT OF TOTAL LOANS</b>			
Commercial real estate loans	66.2%	72.7%	48.7%
Residential real estate loans	11.0	6.7	23.7
Commercial and financial loans	15.9	12.5	16.2
Consumer loans	6.9	8.1	11.4
<b>TOTAL</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

**Foreclosed Real Estate**

At March 31, 2014, total foreclosed real estate was \$5,522 as compared to \$4,935 and \$5,095 at December 31, 2013 and 2012, respectively. Foreclosed real estate is further delineated in the following table.

**Table of Contents****Other Real Estate Owned**

	At March 31, 2014	At December 31, 2013      2012	
Construction, land and land development	\$ 605	\$ 638	\$ 1,961
Residential 1-4 family mortgages	399	585	68
Multifamily	313	313	
Commercial nonfarm nonresidential mortgages	4,205	3,399	3,066
<b>Total</b>	<b>\$ 5,522</b>	<b>\$ 4,935</b>	<b>\$ 5,095</b>

**Bank Premises and Equipment**

Bank premises and equipment was \$22,559 at March 31, 2014, compared to \$22,696 at December 31, 2013 and \$23,549 at December 31, 2012. The gradual reduction in the amount of the investment in bank premises and equipment is attributable to normal ongoing depreciation. There have been no material acquisitions of fixed assets during either 2012 or 2013 or the first quarter of 2014 other than the \$2,464 in bank premises and equipment which were a part of the January 2012 acquisition of East Coast Community Bank. Refer to Note 2 of the Notes to the Consolidated Financial Statements for further discussion of the assets acquired and liabilities assumed in that acquisition.

At March 31, 2014, we operated from 12 banking locations in five counties within Florida, primarily central and northeast Florida. We currently own all but one of the 12 banking locations. The Winter Park location is leased from a related party under a lease expiring in 2020. See Note 6 of the Notes to the Consolidated Financial Statements for further discussion of the terms of that lease.

**Deposits**

Total deposits increased \$15,480, or 3.2%, to \$506,231 at March 31, 2014, from \$490,751 at December 31, 2013. Total deposits decreased \$8,474, or 1.7%, to \$490,751 at December 31, 2013, from \$499,225 at December 31, 2012. Our strategy has been to attract and grow relationships in our core deposit accounts, which we define as non-time deposit accounts, and not aggressively seek deposits based on pricing. As a result, time deposits decreased by \$15,961 during 2013 and as of December 31, 2013, represent 19.3% of our total deposits compared to 22.1% as of December 31, 2012. This trend continued into 2014 but moderated, with time deposits decreasing to \$93,610 or 18.5% of total deposits. During the same time periods, our core deposits increased by \$7,487 between December 31, 2012 and December 31, 2013, representing 80.7% of our total deposits at December 31, 2013, compared to 77.9% as of the prior year end. By March 31, 2014, core deposits represented 81.5% of total deposits.

The tables below summarize selected deposit information at and for the periods indicated.

**Core and non-core deposits**

	At March 31, 2014	At December 31, 2013      2012	
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Non time deposits	\$	412,621	\$ 396,232	\$ 388,745
Time Deposits		93,610	94,519	110,480
Total deposits	\$	506,231	\$ 490,751	\$ 499,225

**Table of Contents****Average Deposit Balance by Type and Average Interest Rate**

	For the Quarter Ended March 31, 2014		For the Year 2013		For the Year 2012	
	Average Balance	Average Rate	Average Balance	Average Rate	Average Balance	Average Rate
Demand deposits	\$ 183,674	0.00%	\$ 181,157	0.00%	\$ 167,219	0.00%
NOW	63,689	0.06	64,162	0.06	60,156	0.08
Savings deposits	47,812	0.20	47,641	0.21	46,372	0.25
Money market accounts	100,818	0.20	106,630	0.20	104,897	0.26
Time deposits	94,530	0.88	100,579	0.90	124,527	1.22
Total deposits	\$ 490,523	0.24%	\$ 500,169	0.25%	\$ 503,171	0.39%

**Maturity of Certificates of Deposit of \$100,000 or More**

Maturity Group:	March 31		December 31			
	2014	% of Total	2013	% of Total	2012	% of Total
Under 3 Months	\$ 8,391	16.2%	\$ 7,331	14.1%	\$ 11,277	18.7%
3 to 6 Months	12,253	23.7	8,250	15.9	9,594	15.9
6 to 12 Months	9,403	18.1	15,942	30.6	14,201	23.6
Over 12 Months	21,730	42.0	20,478	39.4	25,195	41.8
TOTAL	\$ 51,777	100.0%	\$ 52,001	100.0%	\$ 60,267	100.0%

**Federal Home Loan Bank Advances**

BANKshares had no advances outstanding from the Federal Home Loan Bank as of March 31, 2014, December 31, 2013 or December 31, 2012, having paid off during 2012 the \$34,220 (net of unamortized costs) in advances that were outstanding as of December 31, 2011.

**Subordinated Debentures and Trust Preferred Securities**

BANKshares participated in a pooled offering of trust preferred securities on three separate occasions (December 19, 2002, March 17, 2004 and December 15, 2005). In doing so, BANKshares formed three wholly owned statutory trust subsidiaries for the purpose of issuing trust preferred securities. The trusts used the proceeds from the issuance of \$5.2 million, \$4.1 million and \$5.2 million, respectively, in trust preferred securities to acquire junior subordinated debentures of the BANKshares. The trust preferred securities essentially mirror the debt securities, carrying a cumulative preferred dividend at annual variable rates equal to the three-month LIBOR plus 3.25%, 2.79% and 1.39%, respectively. The rates at March 31, 2014 were 3.49%, 3.02% and 1.63% respectively. The rates at December 31, 2013 were 3.50%, 3.03% and 1.63% respectively, and at December 31, 2012 the rates were 3.56%, 3.10% and 1.70% respectively. The debt securities and the trust preferred securities each have 30-year terms. At March 31, 2014,

December 31, 2013 and 2012, all of the subordinated debentures qualified as and were treated as Tier 1 capital.

Refer to Note 9 in our Notes to Consolidated Financial Statements for a further discussion of the terms of the junior subordinated debentures.

Under current accounting guidance, the trusts are not consolidated with BANKshares. Accordingly, BANKshares does not report the securities issued by the trusts as liabilities, and instead reports as liabilities the subordinated debentures issued by the Company and held by the trusts.

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**Liquidity and Market Risk Management**

Market and public confidence in our financial strength and financial institutions in general will largely determine our access to appropriate levels of liquidity. This confidence is significantly dependent on our ability to maintain sound asset quality and appropriate levels of capital reserves.

Liquidity is defined as the ability to meet anticipated customer demands for funds under credit commitments and deposit withdrawals at a reasonable cost and on a timely basis. We measure our liquidity position by giving consideration to both on- and off-balance sheet sources of and demands for funds on a daily and weekly basis.

Liquidity risk involves the risk of being unable to fund assets with the appropriate duration and rate-based liabilities, as well as the risk of not being able to meet unexpected cash needs. Liquidity planning and management are necessary to ensure the ability to fund operations cost-effectively and to meet current and future potential obligations such as loan commitments, lease obligations, and unexpected deposit outflows. In this process, we focus on both assets and liabilities and on the manner in which they combine to provide adequate liquidity to meet our needs.

Interest rate sensitivity refers to the responsiveness of interest-earning assets and interest-bearing liabilities to changes in market interest rates. The rate sensitive position, or gap, is the difference in the volume of rate-sensitive assets and liabilities, at a given time interval, including both floating rate instruments and instruments which are approaching maturity. The measurement of our interest rate sensitivity, or gap, is one of the principal techniques we use in our asset/liability management effort. The asset mix of our balance sheet is evaluated continually in terms of several variables: yield, credit quality, and appropriate funding sources and liquidity. Management of the liability mix of the balance sheet focuses on expanding the various funding sources.

Our gap and liquidity positions are reviewed periodically to determine whether or not changes in policies and procedures are necessary to achieve financial goals. At March 31, 2014, approximately 40.7% of total gross loans were adjustable rate. As of the same date, approximately 28.9% of our investment securities (\$42,199 fair value) are invested in floating rate SBA and Government Agency backed (FNMA, FHLMC and GNMA) mortgage backed securities, and an additional approximately 47.7% of investment securities (\$69,672 fair value) are invested in fixed rate mortgage-backed securities (including CMO s). Although most of these fixed rate mortgage-backed securities have stated maturities in excess of five years, these are amortizing instruments that generate cash flows each month. The average life of our securities at March 31, 2014, was approximately 5.5 years. Deposit liabilities, at that date, consisted of \$66,147 (13.1%) in NOW accounts, \$148,921 (29.4%) in savings and money market accounts, \$93,610 (18.5%) in time deposits and \$197,553 (39.0%) in noninterest bearing demand accounts.

There are no known trends, commitments or events which are expected to result in a material change in our liquidity.

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The table below presents the market risk associated with our financial instruments. In the rate sensitivity analysis table, rate sensitive assets and liabilities are shown by repricing periods.

**Interest Rate Sensitivity Analysis**

	<b>March 31, 2014</b>				<b>Total</b>
	<b>0-3 Months</b>	<b>4-12 Months</b>	<b>1-5 Years</b>	<b>Over 5 Years</b>	
Federal funds sold and interest bearing deposits	\$ 10,612	\$	\$	\$	\$ 10,612
Securities <sup>(1)</sup>	32,773	25,213	41,164	47,049	146,199
Loans, net	114,734	66,604	135,840	48,899	366,077
Federal Home Loan Bank stock at cost				610	610
<b>Earning assets</b>	<b>158,119</b>	<b>91,817</b>	<b>177,004</b>	<b>96,558</b>	<b>523,498</b>
Savings deposits <sup>(2)</sup>	215,068				215,068
Time deposits	15,787	41,179	36,644		93,610
Other Borrowings	20,038				20,038
Junior subordinated debt				14,434	14,434
<b>Interest bearing liabilities</b>	<b>250,893</b>	<b>41,179</b>	<b>36,644</b>	<b>14,434</b>	<b>343,150</b>
<b>Interest sensitivity gap</b>	<b>\$ (92,774)</b>	<b>\$ 50,638</b>	<b>\$ 140,360</b>	<b>\$ 82,124</b>	<b>\$ 180,348</b>
<b>Cumulative gap</b>	<b>\$ (92,774)</b>	<b>\$ (42,136)</b>	<b>\$ 98,224</b>	<b>\$ 180,348</b>	
<b>Cumulative gap to total earning assets (%)</b>	<b>(17.7)</b>	<b>(8.0)</b>	<b>18.8</b>	<b>34.5</b>	
<b>Earning assets to interest bearing liabilities (%)</b>	<b>63.0</b>	<b>223.0</b>	<b>483.0</b>	<b>669.0</b>	<b>152.6</b>

*Note: The repricing dates may differ from maturity dates for certain assets due to prepayment assumptions.*

(1) *Securities are stated at fair value.*

(2) *This category is comprised of NOW, savings and money market deposits.*

As stated earlier, the rate sensitivity table above summarizes our interest earning assets and interest bearing liabilities by repricing periods at a point in time. It does not include assumptions about sensitivity to changes in various interest rates by asset or liability type, correlation between macro environment market rates and specific product types, lag periods, cash flows or other assumptions and projections. However, in addition to static gap analysis, BankFIRST also uses simulation models to estimate the sensitivity of its net interest income to changes in interest rates. We believe simulation is a better technique than gap analysis because variables are changed for the various rate conditions. Each category's interest change is calculated as rates ramp up and down. In addition, the repayment speeds and repricing speeds are changed. Rate Shock is a method for stress testing the net interest margin over the next four quarters under several rate change levels. These levels span in 100bps increments up and down from the current interest rates. In order to simulate activity, maturing balances are replaced with the new balances at the new rate level, and repricing balances are adjusted to the new rate shock level. The interest is recalculated for each level along with the new average yield. Net interest margin is then calculated and a margin risk profile is developed.



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The result of these calculations for BANKshares as of March 31, 2014, looking one year into the future, is summarized in the table below.

Change in interest rates (Shocked)	-100 bps	0 bps	+100 bps	+200 bps	+300 bps	+400 bps
Resulting effect on net interest income <sup>(a)</sup>	-4.48%	0.00%	1.35%	2.93%	4.82%	6.16%

- (a) The percentage change in each of these boxes represents a percentage change from the net interest income (dollars) that the model projected for the next four quarters. To put this in perspective, as an example, our annualized net interest income for the first quarter of 2014 was \$22,156. Assuming a 100 bps decrease in rates, our model is suggesting that our net interest income would decrease by 4.48%, or approximately \$993. Likewise, assuming a 100 bps increase in rates, our model is suggesting that our net interest income would increase by 1.35%, or approximately \$299. It is important to reiterate again that these models are built on a multitude of assumptions and predictions. This is not an exact science. The benefit that we see is measuring our overall interest rate risk profile. Although we are by no means suggesting the exactness of the numbers above, what we see as a take away is that in general, it appears that if market interest rates increase, it would suggest a benefit to our net interest income. If market interest rates decrease, it would suggest a negative effect on our net interest income. We believe that our interest rate risk is manageable and under control as of March 31, 2014.

**Contractual Obligations**

While our liquidity monitoring and management considers both present and future demands for and sources of liquidity, the following table of contractual commitments focuses only on our future obligations. In the table, all deposits with indeterminate maturities, such as demand deposits, checking accounts, savings accounts and money market accounts, are presented as having a maturity of one year or less.

**Contractual Commitments**

	December 31, 2013				Total
	Due In 1 Year Or Less	Due In 1-3 Years	Due In 3-5 Years	Due After 5 Years	
Deposits	\$ 456,318	\$ 21,786	\$ 6,680	\$ 5,967	\$ 490,751
Other Borrowings	18,160				18,160
Trust Preferred Securities				14,434	14,434
Operating Lease Obligations	659	1,354	1,435	1,195	4,643
<b>Total</b>	<b>\$ 475,137</b>	<b>\$ 23,140</b>	<b>\$ 8,115</b>	<b>\$ 21,596</b>	<b>\$ 527,988</b>

There are no material commitments for capital expenditures as of either December 31, 2013 or as of March 31, 2014.

**Table of Contents****Primary Sources and Uses of Funds**

Our primary sources and uses of funds during the quarter ended March 31, 2014 are summarized in the table below.

**The BANKshares, Inc.****Consolidated Statements of Cash Flows**

	<b>Period Ended March 31, 2014</b>
Cash flows from operating activities	
Net income	\$ 664
Adjustments to reconcile net earnings to net cash provided by operating activities:	
Provision for loan losses	133
Stock based compensation	97
Gain on sale of securities available for sale	(9)
Provision for losses on foreclosed real estate	103
Depreciation and amortization	254
Deferred income taxes	181
Net amortization of loan fees and costs	168
Net amortization of securities premiums/discounts	653
Net amortization of core deposit intangibles	430
Net earnings on bank-owned life insurance	(41)
Gain on sale of foreclosed assets	(103)
Loans funded for sale	(427)
Proceeds from sale of loans	373
Changes in period-end balances of:	
Interest receivable	290
Other assets	(453)
Other liabilities	(826)
<b>Net cash provided by operating activities</b>	<b>1,487</b>
Cash flows from investing activities:	
Purchase of securities available for sale	(3,345)
Sale of securities available for sale	2,203
Maturities and principal repayments of securities available for sale	6,397
Net increase in loans	(6,645)
Net purchase of premises and equipment	(117)
Net decrease in Federal Home Loan Bank stock	207
Proceeds from the sale of foreclosed assets	350
<b>Net cash used in investing activities</b>	<b>(950)</b>
Cash flows from financing activities:	
Net increase in deposits	15,479



Net increase in other borrowings		1,878
Net cash provided by financing activities		17,357
Net increase in cash and cash equivalents		17,894
Cash and cash equivalents:		
Beginning of period		26,984
End of period	\$	44,878

**Table of Contents****Capital Resources**

Total stockholders' equity at March 31, 2014 was \$131,109, or 19.45% of total assets. At December 31, 2013 total stockholders' equity was \$129,596, or 19.75% of total assets, compared to \$128,649 or 19.35% of total assets at December 31, 2012. The \$1,513 net increase from December 31, 2013 to March 31, 2014 is primarily the result of the combination of \$664 in net income and a reduction of \$753 in unrealized losses in securities available for sale. The \$947 net increase from December 31, 2012 to December 31, 2013 is primarily the result of the combination of a decline of \$2,268 in investment portfolio values (from an unrealized gain of \$1,340 to an unrealized loss of \$928) which was more than offset by net income of \$3,019.

The bank regulatory agencies have established risk-based capital requirements for banks. These guidelines are intended to provide an additional measure of a bank's capital adequacy by assigning weighted levels of risk to asset categories. Banks are also required to systematically maintain capital against such off-balance sheet activities as loans sold with recourse, loan commitments, guarantees and standby letters of credit. These guidelines are intended to strengthen the quality of capital by increasing the emphasis on common equity and restricting the amount of loan loss reserves and other forms of equity such as preferred stock that may be included in capital. Certain items such as goodwill and other intangible assets are deducted from total capital in arriving at the various regulatory capital measures such as Tier 1 capital and total risk based capital. BANKshares' objective is to maintain its current status and BankFIRST's current status as a well-capitalized institution as that term is defined by its regulators.

Under the terms of the guidelines, banks must meet minimum capital adequacy based upon both total assets and risk-adjusted assets. All banks are required to maintain a minimum ratio of total capital to risk-weighted assets of 8%, a minimum ratio of Tier 1 capital to risk-weighted assets of 4% and a minimum ratio of Tier 1 capital to average assets of 4% (leverage ratio). Adherence to these guidelines has not had an adverse impact on BANKshares.

Selected consolidated capital ratios at March 31, 2014, and December 31, 2013 and 2012, were as follows:

**Consolidated Capital Ratios:**

	Actual		For Capital Adequacy		Excess
	Amount	Ratio	Amount	Ratio	Amount
<b>As of March 31, 2014:</b>					
Total capital (to risk weighted assets)	\$ 76,077	18.0%	\$ 33,894	8.0%	\$ 42,183
Tier 1 capital (to risk weighted assets)	\$ 70,775	16.7%	\$ 16,947	4.0%	\$ 53,828
Tier 1 capital (to average assets)	\$ 70,775	12.1%	\$ 23,325	4.0%	\$ 47,450
<b>As of December 31, 2013:</b>					
Total capital (to risk weighted assets)	\$ 74,939	18.1%	\$ 33,156	8.0%	\$ 41,783
Tier 1 capital (to risk weighted assets)	\$ 69,746	16.8%	\$ 16,578	4.0%	\$ 53,168
Tier 1 capital (to average assets)	\$ 69,746	11.7%	\$ 23,876	4.0%	\$ 45,870
<b>As of December 31, 2012:</b>					
Total capital (to risk weighted assets)	\$ 70,228	17.9%	\$ 31,437	8.0%	\$ 38,791
Tier 1 capital (to risk weighted assets)	\$ 65,302	16.6%	\$ 15,718	4.0%	\$ 49,584
Tier 1 capital (to average assets)	\$ 65,302	10.5%	\$ 24,872	4.0%	\$ 40,430

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**Effects of Inflation and Changing Prices**

The Consolidated Financial Statements included in this joint proxy statement/prospectus have been prepared in accordance with generally accepted accounting principles, which require the measurement of financial position and operating results in terms of historical dollars without considering the change in the relative purchasing power of money over time due to inflation. Unlike most industrial companies, virtually all of the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates generally have a more significant impact on the performance of a financial institution than the effects of general levels of inflation. Although interest rates do not necessarily move in the same direction or to the same extent as the prices of goods and services, increases in inflation generally have resulted in increased interest rates. In addition, inflation affects financial institutions' increased cost of goods and services purchased, the cost of salaries and benefits, occupancy expense, and similar items. Inflation and related increases in interest rates generally decrease the market value of investments and loans held and may adversely affect liquidity, earnings, and shareholders' equity. Commercial and other loan originations and refinancings tend to slow as interest rates increase, and can reduce our earnings from such activities.

**Off-Balance Sheet Arrangements**

BANKshares generally does not have any off-balance sheet arrangements, other than approved and unfunded loans and letters and lines of credit to our customers in the ordinary course of business.

**Accounting Pronouncements**

Refer to Note 1 in our Notes to Consolidated Financial Statements for a discussion on the effects of new accounting pronouncements.

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**BENEFICIAL OWNERSHIP OF BANKSHARES COMMON STOCK BY  
MANAGEMENT AND PRINCIPAL SHAREHOLDERS OF BANKSHARES**

The following table sets forth the beneficial ownership of BANKshares common stock as of July 25, 2014 by: (i) each person or entity who is known by BANKshares to beneficially own more than 5% of the outstanding shares of BANKshares common stock; (ii) each director and executive officer of BANKshares; and (iii) all directors and executive officers of BANKshares as a group.

Beneficial ownership is determined in accordance with the rules of the SEC, based on factors including voting and investment power with respect to shares. The percentage of beneficial ownership is calculated in relation to the 12,761,799 shares of BANKshares common stock that were issued and outstanding as of July 25, 2014. Under the SEC's rules, shares of common stock issuable upon the exercise of options or warrants currently exercisable or exercisable within 60 days after July 25, 2014, are deemed outstanding for the purpose of computing the percentage ownership of the person holding such options or warrants, but are not deemed outstanding for computing the percentage ownership of any other persons. There are no shares issuable upon the exercise of options or warrants currently exercisable or exercisable within 60 days after July 25, 2014.

Unless otherwise indicated, to BANKshares' knowledge, the persons or entities identified in the table below have sole voting and investment power with respect to all shares shown as beneficially owned by them.

With regard to the 1,476,666 shares of preferred stock outstanding, 100% is owned by Castle Creek Capital Partners IV LP or parties affiliated with Castle Creek Capital Partners IV LP. Of those shares, 1,331,121, or 90.1%, are covered by shareholder support agreements. Mr. Merlo owns 32,257 shares of preferred stock individually, and as a Principal and member of the Castle Creek Capital Partners IV LP investment committee, he may be deemed to share both voting and investment power with respect to the 1,161,458 shares owned by that entity, although he disclaims beneficial ownership except to the extent of his pecuniary interest therein.

<b>Name and Address of Beneficial Owner<sup>(a)</sup></b>	<b>Number of shares of BANKshares Common Stock Beneficially Owned</b>	<b>Percent of Outstanding Shares of BANKshares Common Stock</b>
<b>Directors:</b>		
James T. Barnes, Jr.	754,375 <sup>(b)</sup>	5.91%
Richard O. Baldwin, Jr.	37,500 <sup>(c)</sup>	0.29%
Kevin F. Bowler	0	0.00%
Jacqueline L. Bradley	0	0.00%
Dale A. Dettmer	51,990 <sup>(d)</sup>	0.41%
Joeseoph M. Flammio	10,000 <sup>(e)</sup>	0.08%
Robert B. Goldstein	5,103,618 <sup>(f)</sup>	39.99%
Warren O. Griffin	10,000 <sup>(g)</sup>	0.08%
Ralph V. Hadley, III	34,375 <sup>(h)</sup>	0.27%
Allan E. Keen	79,375 <sup>(i)</sup>	0.62%
Craig M. McAllaster	1,858 <sup>(j)</sup>	0.01%

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Donald J. McGowan	144,582 <sup>(k)</sup>	1.13%
Mark G. Merlo	1,238,092 <sup>(l)</sup>	9.70%
Hubert C. Normile, Jr.	45,000 <sup>(m)</sup>	0.35%
<b>Executive Officers:</b>		
Thomas P. Abelmann	87,500 <sup>(n)</sup>	0.69%
Juliette P. Kleffel	38,000 <sup>(o)</sup>	0.30%
John W. Martin	7,585 <sup>(p)</sup>	0.06%
All Directors and Executive Officers as a group (17 individuals)	7,643,850	59.90%

**Table of Contents****Other 5% Owners not listed above:**

CAPGEN Capital Group LP 120 West 45th Street Suite 1010 New York, NY 10036	5,001,592	39.19%
Castle Creek Capital Partners IV LP 6051 El Tordo Rancho Santa Fe, CA 92067	1,213,092	9.51%
Franklin Mutual Advisors, LLC 101 John F. Kennedy Parkway, 3rd Floor Short Hills, NJ 07078	2,106,000	16.50%

- (a) The address of each of BANKshares executive officers and directors is c/o The BANKshares, Inc., 1031 West Morse Boulevard, Suite 323, Winter Park, FL 32789
- (b) James T. Barnes, Jr. The nature of his beneficial ownership is as follows: 702,385 held by an LLC controlled by Mr. Barnes and 1,990 shares owned as trustee. Includes 50,000 shares owned individually by Mr. Barnes spouse for which beneficial ownership is disclaimed.
- (c) Richard O. Baldwin, Jr. The nature of his beneficial ownership is as follows: 37,500 shares as trustee.
- (d) Dale A. Dettmer. The nature of his beneficial ownership is as follows: 51,990 shares owned jointly with his spouse
- (e) Joseph M. Flammio. The nature of his beneficial ownership is as follows: 10,000 shares owned individually.
- (f) Robert B. Goldstein. The nature of his beneficial ownership is as follows: 102,026 shares owned jointly with his spouse. Includes 5,001,592 shares owned by CapGen Capital Group LP, which is controlled by CapGen Capital Group LLC as general partner. Mr. Goldstein is a Principal and a member of the investment committee of CapGen Capital Group LLC and may be deemed to share both voting and investment power with respect to these shares, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (g) Warren O. Griffin. The nature of his beneficial ownership is as follows: 10,000 shares owned individually
- (h) Ralph V. Hadley, III. The nature of his beneficial ownership is as follows: 34,375 shares owned individually.
- (i) Allan E. Keen. The nature of his beneficial ownership is as follows: 79,375 shares owned jointly with his spouse
- (j) Craig M. McAllaster. The nature of his beneficial ownership is as follows: 1,858 shares owned individually.
- (k) Donald J. McGowan. The nature of his beneficial ownership is as follows: 6,469 shares owned individually, 39,912 unvested share grants and 98,201 shares owned by his spouse as trustee, for which beneficial ownership is disclaimed.
- (l) Mark G. Merlo. The nature of his beneficial ownership is as follows: 25,000 shares owned in his 401K. Includes 1,213,092 shares owned by Castle Creek Capital Partners IV LP. Mr. Merlo is a Principal and a member of the investment committee of Castle Creek Capital Partners IV LP and may be deemed to share both voting and investment power with respect to these shares, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (m) Hubert C. Normile, Jr. The nature of his beneficial ownership is as follows: 25,000 shares owned jointly with his spouse and 20,000 shares owned in his IRA
- (n) Thomas P. Abelman. The nature of his beneficial ownership is as follows: 24,334 shares owned individually, 22,166 unvested share grants and 41,000 shares owned as trustee.
- (o) Juliette P. Kleffel. The nature of her beneficial ownership is as follows: 25,667 shares owned individually and 12,333 unvested share grants.
- (p) John W. Martin. The nature of his beneficial ownership is as follows: 3,586 shares owned individually and 3,999 unvested share grants.



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**DESCRIPTION OF SEACOAST CAPITAL STOCK**

**Common Stock**

*General*

The following description of shares of Seacoast's common stock, par value \$0.10 per share, is a summary only and is subject to applicable provisions of the FCBA and to Seacoast's amended and restated articles of incorporation and its amended and restated bylaws. Seacoast's articles of incorporation provide that it may issue up to 60 million shares of common stock, par value of \$0.10 per share. Seacoast common stock is listed on the NASDAQ Global Select Market under the symbol SBCF.

*Voting Rights*

Each outstanding share of Seacoast's common stock entitles the holder to one vote on all matters submitted to a vote of shareholders, including the election of directors. The holders of Seacoast common stock possess exclusive voting power, except as otherwise provided by law or by articles of amendment establishing any series of Seacoast preferred stock.

There is no cumulative voting in the election of directors, which means that the holders of a plurality of Seacoast's outstanding shares of common stock can elect all of the directors then standing for election. Since the closing of the CapGen offering on December 17, 2009, which we refer to as the CapGen Offering, CapGen Capital Group III LP, or CapGen, has been entitled to appoint one director to Seacoast's board of directors, so long as CapGen retains ownership of all of the shares of common stock purchased in that offering, adjusted as applicable.

When a quorum is present at any meeting, questions brought before the meeting will be decided by the vote of the holders of a majority of the shares present and voting on such matter, whether in person or by proxy, except when the meeting concerns matters requiring the vote of the holders of a majority of all outstanding shares under applicable Florida law. Seacoast's articles of incorporation provide certain anti-takeover provisions that require super-majority votes, which may limit shareholders' rights to effect a change in control as described under the section below entitled *Anti-Takeover Effects of Certain Articles of Incorporation Provisions*.

*Registration Rights*

On January 13, 2014, Seacoast completed the sale to CapGen of \$25 million of its common stock pursuant to a Stock Purchase Agreement, dated November 6, 2013, entered into in connection with its \$75 million offering of common stock in November 2013. In connection with such offering, Seacoast granted certain registration rights to CapGen pursuant to a Registration Rights Agreement, dated as of January 13, 2014.

*Dividends, Liquidation and Other Rights*

Holders of shares of common stock are entitled to receive dividends only when, as and if approved by Seacoast's board of directors from funds legally available for the payment of dividends. Seacoast's shareholders are entitled to share ratably in its assets legally available for distribution to its shareholders in the event of Seacoast's liquidation, dissolution or winding up, voluntarily or involuntarily, after payment of, or adequate provision for, all of our known debts and liabilities and of any preferences of any series of our preferred stock that may be outstanding in the future. These rights are subject to the preferential rights of any series of Seacoast's preferred stock that may then be



outstanding.

Holders of shares of Seacoast common stock have no preference, conversion, exchange, sinking fund or redemption rights and have no preemptive rights to subscribe for any of our securities. Seacoast's board of directors, under its articles of incorporation, may issue additional shares of its common stock or rights to purchase shares of its common stock without shareholder approval.

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### *Restrictions on Ownership*

The Bank Holding Company Act requires any bank holding company, as defined in the Bank Holding Company Act, to obtain the approval of the Federal Reserve Board prior to the acquisition of 5% or more of our common shares. Any person, other than a bank holding company, is required to obtain prior approval of the Federal Reserve Board to acquire 10% or more of our common shares under the Change in Bank Control Act. Any holder of 25% or more of our common shares, or a holder of 5% or more if such holder otherwise exercises a controlling influence over us, is subject to regulation as a bank holding company under the Bank Holding Company Act.

Certain provisions included in our amended and restated articles of incorporation and bylaws, as described further below, as well as certain provisions of the Florida Business Corporation Act and federal law, may discourage, delay or prevent potential acquisitions of control of us, particularly when attempted in a transaction that is not negotiated directly with, and approved by, our board of directors, despite possible benefits to our shareholders. These provisions are more fully described in the documents and reports filed with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference into this prospectus.

## **Preferred Stock**

### *General*

Seacoast is authorized to issue 4 million shares of preferred stock, 2,000 shares of which have been designated as Series A Preferred Stock, and 50,000 of which have been designated as Series B Preferred Stock. On December 31, 2013, Seacoast redeemed in full all 2,000 shares of Series A Preferred Stock then issued and outstanding. Such Series A Preferred Stock was originally issued to the U.S. Treasury Department under the Capital Purchase Program and subsequently auctioned to private investors. No shares of Series B Preferred Stock are issued and outstanding as of the date of this joint proxy statement/prospectus.

Under Seacoast's amended and restated articles of incorporation, its board of directors is authorized, without shareholder approval, to adopt resolutions providing for the issuance of up to 4 million shares of preferred stock, par value \$0.10 per share, in one or more series. Seacoast's board of directors may fix the voting powers, designations, preferences, rights, qualifications, limitations and restrictions of each series of preferred stock. A series of preferred stock upon issuance will have preference over Seacoast common stock with respect to the payment of dividends and the distribution of assets in the event of the liquidation or dissolution of Seacoast. The relative rights, preferences and limitations that Seacoast's board of directors has the authority to determine as to any such series of such stock include, among other things, dividend rights, voting rights, conversion rights, redemption rights, and liquidation preferences. Because Seacoast's board of directors has the power to establish the relative rights, preferences and limitations of each series of such stock, it may afford to the holders of any such series, preferences and rights senior to the rights of the holders of the shares of common stock, as well as the shares of preferred stock to be issued in the reclassification transaction. Although Seacoast's board of directors has no intention at the present time of doing so, it could cause the issuance of any additional shares of preferred stock that could discourage an acquisition attempt or other transactions that some, or a majority of, the shareholders might believe to be in their best interests or in which the shareholders might receive a premium for their shares of common stock over the market price of such shares.

## **Transfer Agent and Registrar**

The transfer agent and registrar for Seacoast common stock is Continental Stock Transfer and Trust Company.



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### **Anti-Takeover Effects of Certain Articles of Incorporation Provisions**

Seacoast's Articles of Incorporation contain certain provisions that make it more difficult to acquire control of it by means of a tender offer, open market purchase, a proxy fight or otherwise. These provisions are designed to encourage persons seeking to acquire control of Seacoast to negotiate with its directors. Seacoast believes that, as a general rule, the interests of its shareholders would be best served if any change in control results from negotiations with its directors.

Seacoast's Articles of Incorporation provide for a classified board to which approximately one-third of its board of directors is elected each year at its annual meeting of shareholders. Accordingly, Seacoast's directors serve three-year terms rather than one-year terms. The classification of Seacoast's board of directors has the effect of making it more difficult for shareholders to change the composition of its board of directors. At least two annual meetings of shareholders, instead of one, will generally be required to effect a change in a majority of Seacoast's board of directors. Such a delay may help ensure that its directors, if confronted by a shareholder attempting to force a proxy contest, a tender or exchange offer, or an extraordinary corporate transaction, would have sufficient time to review the proposal as well as any available alternatives to the proposal and to act in what they believe to be the best interests of Seacoast's shareholders. The classification provisions apply to every election of directors, however, regardless of whether a change in the composition of Seacoast's board of directors would be beneficial to Seacoast and its shareholders and whether or not a majority of its shareholders believe that such a change would be desirable.

The classification of Seacoast's board of directors could also have the effect of discouraging a third party from initiating a proxy contest, making a tender offer or otherwise attempting to obtain control of Seacoast, even though such an attempt might be beneficial to Seacoast and its shareholders. The classification of Seacoast's board of directors could thus increase the likelihood that incumbent directors will retain their positions. In addition, because the classification of Seacoast's board of directors may discourage accumulations of large blocks of its stock by purchasers whose objective is to take control of Seacoast and remove a majority of its board of directors, the classification of its board of directors could tend to reduce the likelihood of fluctuations in the market price of its common stock that might result from accumulations of large blocks of its common stock for such a purpose. Accordingly, Seacoast's shareholders could be deprived of certain opportunities to sell their shares at a higher market price than might otherwise be the case.

Seacoast's Articles of Incorporation require the affirmative vote of the holders of not less than two-thirds of all the shares of its stock outstanding and entitled to vote generally in the election of directors in addition to the votes required by law or elsewhere in the Articles of Incorporation, the bylaws or otherwise, to approve: (a) any sale, lease, transfer, purchase and assumption of all or substantially all of its consolidated assets and/or liabilities, (b) any merger, consolidation, share exchange or similar transaction, or any merger of any significant subsidiary, into or with another person, or (c) any reclassification of securities, recapitalization or similar transaction that has the effect of increasing other than pro rata with the other shareholders, the proportionate amount of shares that is beneficially owned by an Affiliate (as defined in Seacoast's Articles of Incorporation). Any business combination described above may instead be approved by the affirmative vote of a majority of all the votes entitled to be cast on the plan of merger if such business combination is approved and recommended to the shareholders by (x) the affirmative vote of two-thirds of Seacoast's board of directors, and (y) a majority of the Continuing Directors (as defined in Seacoast's Articles of Incorporation).

Seacoast's Articles of Incorporation also contain additional provisions that may make takeover attempts and other acquisitions of interests in it more difficult where the takeover attempt or other acquisition has not been approved by its board of directors. These provisions include:

A requirement that any change to Seacoast's Articles of Incorporation relating to the structure of its board of directors, certain anti-takeover provisions and shareholder proposals must be approved by the affirmative vote of holders of two-thirds of the shares outstanding and entitled to vote;

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A requirement that any change to Seacoast's Bylaws, including any change relating to the number of directors, must be approved by the affirmative vote of either (a) (i) two-thirds of its board of directors, and (ii) a majority of the Continuing Directors (as defined in Seacoast's Articles of Incorporation) or (b) two-thirds of the shares entitled to vote generally in the election of directors;

A requirement that shareholders may call a meeting of shareholders on a proposed issue or issues only upon the receipt by Seacoast from the holders of 50% of all shares entitled to vote on the proposed issue or issues of signed and dated written demands for the meeting describing the purpose for which it is to be held; and

A requirement that a shareholder wishing to submit proposals for a shareholder vote or nominate directors for election comply with certain procedures, including advanced notice requirements.

Seacoast's Articles of Incorporation provide that, subject to the rights of any holders of its preferred stock to act by written consent instead of a meeting, shareholder action may be taken only at an annual meeting or special meeting of the shareholders and may not be taken by written consent. The Articles of Incorporation also include provisions that make it difficult to replace directors. Specifically, directors may be removed only for cause and only upon the affirmative vote at a meeting duly called and held for that purpose upon not less than 30 days' prior written notice of two-thirds of the shares entitled to vote generally in the election of directors. In addition, any vacancies on the board of directors for any reason, and any newly created directorships resulting from any increase in the number of directors, may be filled only by the board of directors (except if no directors remain on the board, in which case the shareholders may act to fill the vacant board).

Seacoast believes that the power of its board of directors to issue additional authorized but unissued shares of its common stock or preferred stock without further action by its shareholders, unless required by applicable law or the rules of any stock exchange or automated quotation system on which its securities may be listed or traded, will provide Seacoast with increased flexibility in structuring possible future financings and acquisitions and in meeting other needs that might arise. Seacoast's board of directors could authorize and issue a class or series of stock that could, depending upon the terms of such class or series, delay, defer or prevent a transaction or a change in control that might involve a premium price for holders of Seacoast's common stock or that its shareholders otherwise consider to be in their best interest.

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**EXPERTS**

The consolidated financial statements of Seacoast Banking Corporation of Florida and subsidiaries as of December 31, 2013 and 2012, and for each of the years in the three-year period ended December 31, 2013, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2013 have been incorporated by reference herein in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

The audit report on the effectiveness of internal control over financial reporting as of December 31, 2013, expresses an opinion that Seacoast Banking Corporation of Florida and subsidiaries did not maintain effective internal control over financial reporting as of December 31, 2013 because of the effect of a material weakness on the achievement of the objectives of the control criteria and contains an explanatory paragraph that states that a material weakness related to the lack of a control designed to provide for an effective review of the accounting for previously recorded charge-offs, a nonroutine matter, related to a matured troubled debt restructured loan has been identified and included in management's assessment (Item 9A(b)).

The consolidated financial statements of BANKshares included in this joint proxy statement/prospectus as of December 31, 2013 and 2012 and the related statements of earnings, comprehensive income, stockholders' equity and cash flows for the years then ended had been audited by Hacker, Johnson & Smith, P.A., an independent public accounting firm as stated in their report and have been so included in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

**LEGAL MATTERS**

The validity of the shares of Seacoast common stock to be issued by Seacoast in connection with the merger will be passed upon by Alston & Bird LLP, Atlanta, Georgia.

**OTHER MATTERS**

No matters other than the matters described in this joint proxy statement/prospectus are anticipated to be presented for action at the special meeting, or at any adjournment or postponement of such meetings. If any procedural matters relating to the conduct of the meeting are presented, the persons named as proxies will vote the shares represented by properly executed proxies in accordance with their judgment with respect to those matters.

**DOCUMENTS INCORPORATED BY REFERENCE**

The SEC allows Seacoast to incorporate by reference information in this joint proxy statement/prospectus. This means that Seacoast can disclose important business and financial information to you by referring you to another document filed separately with the SEC. The information that Seacoast incorporates by reference is considered to be part of this joint proxy statement/prospectus, and later information that Seacoast files with the SEC will automatically update and supersede the information Seacoast included in this joint proxy statement/prospectus. This document incorporates by reference the documents that are listed below that Seacoast has previously filed with the SEC, except to the extent that any information contained in such filings is deemed furnished in connection with SEC rules.

Annual Report on Form 10-K for the year ended December 31, 2013, filed on March 17, 2014;





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The information incorporated by reference into Part III of our Annual Report from our Proxy Statement for 2014 Annual Meeting, filed on April 8, 2014;

Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, filed on May 12, 2014;

Current Reports on Form 8-K or Form 8-K/A, as applicable, filed on January 2, 2014, January 14, 2014, February 25, 2014, March 6, 2014, March 11, 2014, March 20, 2014, March 25, 2014, April 28, 2014, and May 22, 2014; and

The description of our common stock contained in our Registration Statement filed with the SEC pursuant to Section 12 of the Securities Exchange Act of 1934 (the Exchange Act), including any amendment or report filed for purposes of updating such description.

Seacoast also incorporates by reference any future filings it makes with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this joint proxy statement/prospectus and before the meeting. Any statement contained in this joint proxy statement/prospectus or in a document incorporated or deemed to be incorporated by reference in this joint proxy statement/prospectus is deemed to be modified or superseded to the extent that a statement contained herein or in any subsequently filed document that also is, or is deemed to be, incorporated by reference herein modified or superseded such statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this joint proxy statement/prospectus.

Documents incorporated by reference are available from Seacoast without charge (except for exhibits to the documents unless the exhibits are specifically incorporated in the document by reference). You may obtain documents incorporated by following the instructions set forth under **Where You Can Find More Information** :

**Seacoast Banking Corporation of Florida**

815 Colorado Avenue

P.O. Box 9012

Stuart, Florida 34994

Attn: Investor Relations

Telephone: (772) 287-4000

**To obtain timely delivery, you must make a written or oral request for a copy of such information by September 4, 2014.**

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**UNAUDITED PRO FORMA COMBINED CONSOLIDATED FINANCIAL INFORMATION**

The following unaudited pro forma combined financial information and explanatory notes are presented to show the impact of the merger on our company's historical financial positions and results of operations under the purchase method of accounting. Under this method of accounting, the assets and liabilities of the company not surviving the merger are, as of the effective date of the merger, recorded at their respective fair values and added to those of the surviving corporation. The unaudited pro forma combined condensed financial information combines the historical financial information of Seacoast and BANKshares at and for the three months ended March 31, 2014, and for the year ended December 31, 2013. The assumed effective date for the pro forma balance sheet data is December 31, 2013. The unaudited pro forma combined condensed balance sheet as of March 31, 2014 assumes the merger was consummated on that date. The unaudited pro forma combined consolidated condensed statements of income give effect to the merger as if the merger had been consummated at the beginning of each period presented.

The unaudited pro forma combined condensed financial information is presented for illustrative purposes only and is not necessarily indicative of the actual results that would have occurred if the merger had been consummated during the period or as of the date of which the pro forma data are presented, nor is it necessarily indicative of future results. The pro forma data do not reflect any potential benefits from potential cost savings or synergies expected to be achieved following the merger. The pro forma fair values for assets and liabilities are subject to change as result of final valuation analyses and include no adjustments for evaluation of credit risk, principally related to loans. In addition, the pro forma data assumes no changes to the combined capitalization, such as increases in long-term debt or the repurchase of shares issued in connection with the merger.

The unaudited pro forma combined condensed financial information is based on and should be read in conjunction with the historical consolidated financial statements and the related notes of both Seacoast and BANKshares, which are incorporated in this document by reference.

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## SEACOAST AND BANKSHARES

## UNAUDITED PRO FORMA COMBINED CONDENSED BALANCE SHEET

March 31, 2014

The following unaudited pro forma combined condensed balance sheet combines the consolidated historical balance sheet of Seacoast and BANKshares assuming the companies had been combined as of March 31, 2014 on a purchase accounting basis.

	<b>Seacoast Banking Corporation of Florida</b>	<b>BANKshares</b>	<b>Pro Forma Adjustments</b>	<b>Pro Forma Combined</b>
Cash & Due from Banks	\$ 44,984	\$ 34,515	\$	\$ 79,499
Interest Bearing Balances	173,794	10,612		184,406
Federal Funds Sold				
Securities	658,512	146,199	752	805,463
Loans Available for Sale	11,038	123		11,161
Loans	1,312,456	371,781	(12,300)	1,671,937
Allowance for Loan Losses	(19,472)	(5,704)	5,704	(19,472)
Net Loans	1,292,984	366,077	(6,596)	1,652,465
Bank Premises & Equipment	35,057	22,559	(5,500)	52,116
Goodwill		72,595	(52,486)	20,109
Deposit Base Intangible	522	3,067	3,258	6,847
OREO	6,369	5,522	(655)	11,236
Other Assets	92,732	12,803	3,365	108,900
Total Assets	\$ 2,315,992	\$ 674,072	\$ (57,862)	\$ 2,932,202
Deposits	1,819,795	506,231		2,326,026
Federal Funds Purchased and Securities Sold under Agreement to Repurchase	156,136	20,038		176,174
Junior sub debt	53,610	14,434	2,900	65,144
FHLB Debt	50,000			50,000
Other Liabilities	8,069	2,260		10,329
Total Liabilities	2,087,610	542,963	2,900	2,627,673
Preferred Stock		15	15	
Common Stock	2,599	125	125	3,308
			(709)	
Additional Paid-In Capital	301,918	135,179	135,179	377,356
			(75,438)	
Accumulated deficit	(68,396)	(4,035)	(4,035)	(68,396)
Treasury stock	(39)			(39)

Accumulated other

comprehensive income	(7,700)	(175)	(175)	(7,700)
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Total Shareholders Equity	228,382	131,109	54,962	304,529
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Liabilities & Equity	\$ 2,315,992	\$ 674,072	\$ 57,862	\$ 2,932,202
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See notes to the unaudited pro forma combined financial information.

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## SEACOAST AND BANKSHARES

## UNAUDITED PRO FORMA COMBINED CONDENSED STATEMENT OF INCOME

Three Months Ended March 31, 2014

The following unaudited pro forma combined condensed statement of income combines the consolidated historical statement of income of Seacoast and BANKshares assuming the companies had been combined as of January 1, 2014 on a purchase accounting basis.

	<b>Seacoast Banking Corporation of Florida</b>	<b>BANKshares</b>	<b>Pro Forma Adjustments</b>	<b>Pro Forma Combined</b>
Interest on and Dividends on Securities	\$ 3,446	\$ 776	\$	\$ 4,222
Interest and Fees on Loans	13,798	5,078	150	19,026
Interest on federal funds sold and other investments	268	6		274
<b>Total Interest Income</b>	<b>17,512</b>	<b>5,860</b>	<b>150</b>	<b>23,522</b>
Interest on Deposits	601	289		890
Interest on Borrowed Money	690	108		798
<b>Total Interest Expense</b>	<b>1,291</b>	<b>397</b>		<b>1,688</b>
<b>Net Interest Income</b>	<b>16,221</b>	<b>5,463</b>	<b>150</b>	<b>21,834</b>
Provision for Loan Losses	(735)	133	100	(502)
<b>Net Interest Income After Provision for Loan Losses</b>	<b>16,956</b>	<b>5,330</b>	<b>50</b>	<b>22,336</b>
<b>Total Noninterest Income</b>	<b>5,613</b>	<b>701</b>		<b>6,314</b>
<b>Total Noninterest Expenses</b>	<b>18,821</b>	<b>5,052</b>	<b>(1,375)</b>	<b>22,736</b>
			(50)	
			288	
<b>Income Before Income Taxes</b>	<b>3,748</b>	<b>979</b>	<b>1,187</b>	<b>5,914</b>
Provision for Income Taxes	1,449	315	457	2,220
<b>Net Income</b>	<b>\$ 2,299</b>	<b>\$ 664</b>	<b>\$ 732</b>	<b>\$ 3,694</b>
<b>PER COMMON SHARE</b>				
Net Income, Diluted	\$ 0.09	\$ 0.05		\$ 0.11
Net Income, Basic	\$ 0.09	\$ 0.05		\$ 0.11
<b>Average Diluted Shares Outstanding, Diluted<sup>(1)</sup></b>	<b>25,656,775</b>	<b>14,246,123</b>	<b>(7,161,128)</b>	<b>32,741,770</b>

Average Basic Shares Outstanding, Basic <sup>(1)</sup>	25,489,630	14,246,123	(7,161,128)	32,574,625
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(1) Reflects pro-forma effects of conversion of Series A Preferred Stock.  
See notes to the unaudited pro forma combined financial information.

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## SEACOAST AND BANKSHARES

## UNAUDITED PRO FORMA COMBINED CONDENSED STATEMENT OF INCOME

Year Ended December 31, 2013

The following unaudited pro forma combined condensed statement of income combines the consolidated historical statement of income of Seacoast and BANKshares assuming the companies had been combined as of January 1, 2013 on a purchase accounting basis.

	<b>Seacoast Banking Corporation of Florida</b>	<b>BANKshares</b>	<b>Pro Forma Adjustments</b>	<b>Pro Forma Combined</b>
Interest on and Dividends on Securities	\$ 12,924	\$ 2,341	\$	\$ 15,265
Interest and Fees on Loans	56,971	20,386	600	77,957
Interest on federal funds sold and other investments	868	54		922
<b>Total Interest Income</b>	<b>70,763</b>	<b>22,781</b>	<b>600</b>	<b>94,144</b>
Interest on Deposits	2,729	1,266		3,995
Interest on Borrowed Money	2,828	456		3,284
<b>Total Interest Expense</b>	<b>5,557</b>	<b>1,722</b>		<b>7,279</b>
<b>Net Interest Income</b>	<b>65,206</b>	<b>21,059</b>	<b>600</b>	<b>86,865</b>
Provision for Loan Losses	3,188	1,435	400	5,023
<b>Net Interest Income After Provision for Loan</b>				
Losses	62,018	19,624	200	81,842
Noninterest Income	23,768	4,415		28,183
Noninterest Expenses	74,182	20,358	(5,500)	89,990
			(200)	
			1,150	
<b>Income Before Income Taxes</b>	<b>11,604</b>	<b>3,681</b>	<b>4,750</b>	<b>20,035</b>
Provision for Income Taxes	(40,385)	662	1,829	(37,894)
<b>Net Income</b>	<b>\$ 51,989</b>	<b>\$ 3,019</b>	<b>\$ 2,921</b>	<b>\$ 57,929</b>
<b>PER COMMON SHARE</b>				
Net Income, Diluted <sup>(1)</sup>	\$ 2.44	\$ 0.21		\$ 2.17
Net Income, Basic <sup>(1)</sup>	\$ 2.46	\$ 0.21		\$ 2.18
Average Diluted Shares Outstanding <sup>(1)</sup>	19,650,005	14,148,181	(7,161,128)	26,637,058

Average Basic Shares Outstanding <sup>(1)</sup>	19,449,560	14,148,181	(7,161,128)	26,436,613
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(1) Reflects pro-forma effects of conversion of Series A Preferred Stock.  
See notes to the unaudited pro forma combined financial information.



**Table of Contents****NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS****(all amounts are in thousands, except per share data, unless otherwise indicated)****Note 1 Basis of Pro Forma Presentation**

The unaudited pro forma combined balance sheet as of March 31, 2014 and the unaudited pro forma combined income statements for the years ended March 31, 2014 and December 31, 2013 are based on the historical financial statements of Seacoast and BANKshares after giving effect to the completion of the merger and the assumptions and adjustments described in the accompanying notes. Such financial statements reflect estimated cost savings of \$5.5 million annually, but no revenue synergies expected to result from the merger, or the costs to achieve these cost savings or revenue synergies, or any anticipated disposition of assets that may result from the integration of operations.

The transaction will be accounted for under the acquisition method of accounting in accordance with Accounting Standards Codification ( ASC ) Topic 805, Business Combinations ( ASC 805 ). In business combination transactions in which the consideration given is not in the form of cash (that is, in the form of non-cash assets, liabilities incurred, or equity interests issued), measurement of the acquisition consideration is based on the fair value of the consideration given or the fair value of the asset (or net assets) acquired, whichever is more clearly evident and, thus, a more reliable measure.

Under ASC 805, all of the assets acquired and liabilities assumed in a business combination are recognized at their acquisition-date fair value, while transaction costs and restructuring costs associated with the business combination are expensed as incurred. The excess of the acquisition consideration over the fair value of assets acquired and liabilities assumed, if any, is allocated to goodwill. Changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date generally affect income tax expense. Subsequent to the completion of the merger, Seacoast and BANKshares will finalize an integration plan, which may affect how the assets acquired, including intangible assets, will be utilized by the combined company. For those assets in the combined company that will be phased out or will no longer be used, additional amortization, depreciation and possibly impairment charges will be recorded after management completes the integration plan.

The unaudited pro forma information is presented solely for informational purposes and is not necessarily indicative of the combined results of operations or financial position that might have been achieved for the periods or dates indicated, nor is it necessarily indicative of the future results of the combined company.

**Note 2 Preliminary Estimated Acquisition Consideration**

Had the BANKshares merger occurred on March 31, 2014, the preliminary estimated acquisition consideration is as follows.

Approximate shares to be issued	7,090
Price per share	\$ 10.74
Calculated purchase price	\$ 76,147

**Note 3 Preliminary Estimated Acquisition Consideration Allocation**

Under the acquisition method of accounting, the total acquisition consideration is allocated to the acquired tangible and intangible assets and assumed liabilities of BANKshares based on the estimated fair values as of the closing of the merger. The excess of the acquisition consideration over the fair value of assets acquired and liabilities assumed, if any, is allocated to goodwill.

The allocation of the estimated acquisition consideration with regard to BANKshares is preliminary because the proposed merger has not yet been completed. The preliminary allocation is based on estimates, assumptions, valuations, and other studies which have not progressed to a stage where there is sufficient information to make

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adequately allocation. Accordingly, the acquisition consideration allocation unaudited pro forma adjustments will remain preliminary until Seacoast management determines the final acquisition consideration and the fair values of assets acquired and liabilities assumed. The final determination of the acquisition consideration allocation is anticipated to be completed as soon as practicable after the completion of the merger and will be based on the value of the Seacoast common stock in accordance with the merger agreement. The final amounts allocated to assets acquired and liabilities assumed could differ significantly from the amounts presented in the unaudited pro forma combined consolidated financial statements.

The total preliminary estimated acquisition consideration as shown in the table above is allocated to BANKshares tangible and intangible assets and liabilities as of March 31, 2014 based on their preliminary estimated fair values as follows.

Cash and cash equivalents	\$ 45,127
Investment securities	146,951
Loans	359,604
OREO (foreclosed assets)	4,867
Bank premises and equipment	17,002
Other assets	16,224
Intangible assets	6,325
Goodwill	20,110
Deposits	(506,230)
Other borrowings	(20,038)
Corporate debentures	(11,534)
Other liabilities	(2,261)
<b>Total Preliminary Estimated Acquisition Consideration</b>	<b>\$ 76,147</b>

Approximately \$6,325 has been preliminarily allocated to amortizable intangible assets acquired. The amortization related to the preliminary fair value of net amortizable intangible assets is reflected as a pro forma adjustment to the unaudited pro forma condensed combined financial statements.

*Identifiable intangible assets.* The preliminary fair values of intangible assets were determined based on the provisions of ASC 805, which defines fair value in accordance with ASC Topic 820, *Fair Value Measurements and Disclosures* (ASC 820). ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Intangible assets were identified that met either the separability criterion or the contractual-legal criterion described in ASC 805. The preliminary allocation to intangible assets is allocated to core deposit intangibles.

*Goodwill.* Goodwill represents the excess of the preliminary estimated acquisition consideration over the preliminary fair value of the underlying net tangible and intangible assets. Among the factors that contributed to a purchase price in excess of the fair value of the net tangible and intangible assets are the skill sets, operations, customer base and organizational cultures that can be leveraged to enable the combined company to build an enterprise greater than the sum of its parts. In accordance with ASC Topic 350, *Intangibles – Goodwill and Other*, goodwill will not be amortized, but instead will be tested for impairment at least annually and whenever events or circumstances have occurred that may indicate a possible impairment. In the event management determines that the value of goodwill has become impaired, the combined company will incur an accounting charge for the amount of the impairment during the period in which the determination is made.



**Table of Contents****Note 4 Preliminary Unaudited Pro Forma and Acquisition Accounting Adjustments**

The unaudited pro forma financial information is not necessarily indicative of what the financial position actually would have been had the merger been completed at the date indicated. Such information includes adjustments which are preliminary and may be revised. Such revisions may result in material changes. The financial position shown herein is not necessarily indicative of what the past financial position of the combined companies would have been, nor necessarily indicative of the financial position of the post-merger periods.

The following unaudited pro forma adjustments result from accounting for the merger, including the determination of fair value of the assets, liabilities, and commitments which Seacoast, as the acquirer. The descriptions related to these preliminary adjustments are as follows.

*Balance Sheet*

a Securities	752
a Loans	-12,300
b Allowance for Loan Losses	5,704
a Bank Premises & Equipment	-5,500
a Goodwill	-52,486
a Deposit Base Intangible	3,258
a OREO	-655
a Other Assets	3,365
c Junior sub debt	2,900
d Preferred Stock	15
d Common Stock	125
e Common Stock	-709
d Additional Paid-In Capital	135,180
e Additional Paid-In Capital	-75,438
d Accumulated deficit	-4,036
d Accumulated other comprehensive income	-175

## Footnotes

- a To record estimated fair value of assets acquired in the merger
- b To remove acquired allowance for loan losses
- c To record estimated fair value adjustment for sub debt assumed
- d To remove BANKshares equity at acquisition
- e To record common stock issued in acquisition

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*Income Statements Pro Forma Adjustments*

	Three months ending March 31, 2014
a Interest and Fees on Loans	150
b Provision for loan losses	100
c Noninterest Expenses	-1,375
d Noninterest Expenses	-50
e Noninterest Expenses	288
f Provision for Income Taxes	456

Footnotes

- a Estimated interest accretion on loans acquired
- b Estimated additional provision for loan losses
- c Estimated cost savings to be implemented
- d Reduced depreciation
- e Amortization of core deposit intangible
- f Estimated tax provision

*Income Statements Pro Forma Adjustments*

	Year ending Dec 31, 2013
a Interest and Fees on Loans	600
b Provision for loan losses	400
c Noninterest Expenses	-5,500
d Noninterest Expenses	-200
e Noninterest Expenses	1150
f Provision for Income Taxes	1829

Footnotes

- a Estimated interest accretion on loans acquired
- b Estimated additional provision for loan losses
- c Estimated cost savings to be implemented
- d Reduced depreciation
- e Amortization of core deposit intangible
- f Estimated tax provision
- e Amortization of core deposit intangible
- f Estimated tax provision

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**ALL DOLLAR AMOUNTS ARE IN THOUSANDS EXCEPT FOR PER SHARE AMOUNT OR AS OTHERWISE SPECIFICALLY NOTED.**

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**Independent Auditors Report**

The Board of Directors and Stockholders

The BANKshares, Inc.

Winter Park, Florida:

We have audited the accompanying consolidated financial statements of The BANKshares, Inc. and Subsidiaries (the Company ), which comprise the consolidated balance sheets as of December 31, 2013 and 2012, and the related consolidated statements of earnings, comprehensive income, stockholders equity and cash flows for the years then ended, and the related notes to the financial statements.

*Management s Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

*Auditor s Responsibility*

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor s judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity s preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity s internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Opinion*

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2013 and 2012, and the results of their operations and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

HACKER, JOHNSON & SMITH PA



Orlando, Florida

February 11, 2014

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**Table of Contents****THE BANKshares, INC. AND SUBSIDIARIES****Consolidated Balance Sheets****(Dollars in thousands, except per share information)**

	<b>At December 31,</b>	
	<b>2013</b>	<b>2012</b>
<b>Assets</b>		
Cash and due from banks	\$ 17,138	9,623
Interest-earning demand deposits in other banks	9,846	22,672
Federal funds sold		3,600
<b>Total cash and cash equivalents</b>	<b>26,984</b>	<b>35,895</b>
Time deposits with other banks	249	249
Loans held for sale	69	142
Securities available for sale	150,892	174,259
Loans, net of allowance for loan losses of \$6,136 and \$5,963	360,670	334,373
Federal Home Loan Bank stock, at cost	817	1,032
Premises and equipment, net	22,696	23,549
Bank-owned life insurance	5,340	5,168
Goodwill	72,595	72,595
Core deposit intangible, net	3,497	5,469
Accrued interest receivable	1,926	1,739
Foreclosed real estate, net	4,935	5,095
Deferred income taxes	3,336	1,993
Other assets	2,022	3,216
<b>Total assets</b>	<b>\$ 656,028</b>	<b>664,774</b>
<b>Liabilities and Stockholders Equity</b>		
<b>Liabilities:</b>		
Noninterest-bearing demand deposits	182,375	180,818
Savings, NOW and money-market deposits	213,857	207,927
Time deposits under \$100,000	42,518	50,213
Time deposits \$100,000 and over	52,001	60,267
<b>Total deposits</b>	<b>490,751</b>	<b>499,225</b>
Other borrowings	18,160	18,017
Junior subordinated debentures	14,434	14,434
Other liabilities	3,087	4,449
<b>Total liabilities</b>	<b>526,432</b>	<b>536,125</b>
Commitments, economic dependence and contingencies (Notes 2, 6,14, 16 and 17)		

## Stockholders' equity:

Series A Preferred Stock, \$.01 par value, 10,000,000 shares authorized; 1,476,666 shares issued and outstanding in 2013 and 2012	15	15
Common stock, \$.01 par value, 30,000,000 shares authorized, 12,542,655 and 12,493,486 shares issued and outstanding in 2013 and 2012	125	125
Additional paid-in capital	135,083	134,887
Accumulated deficit	(4,699)	(7,718)
Accumulated other comprehensive (loss) income	(928)	1,340
Total stockholders' equity	129,596	128,649
Total liabilities and stockholders' equity	\$ 656,028	664,774

See Accompanying Notes to Consolidated Financial Statements.

**Table of Contents****THE BANKshares, INC. AND SUBSIDIARIES****Consolidated Statements of Earnings****(In thousands, except common shares outstanding and earnings per common share)**

	<b>Year Ended December 31,</b>	
	<b>2013</b>	<b>2012</b>
<b>Interest income:</b>		
Interest and fees on loans	\$ 20,386	21,913
Interest and dividends on securities	2,341	3,005
Other	54	188
<b>Total interest income</b>	<b>22,781</b>	<b>25,106</b>
<b>Interest expense:</b>		
Deposits	1,266	1,949
Borrowings	456	1,356
<b>Total interest expense</b>	<b>1,722</b>	<b>3,305</b>
Net interest income	21,059	21,801
Provision for loan losses	1,435	1,771
Net interest income after provision for loan losses	19,624	20,030
<b>Noninterest income:</b>		
Service charges and fees on deposit accounts	1,380	1,427
Broker fees	191	190
Earnings on bank-owned life insurance	216	225
Gain on sale of securities available for sale	51	2,017
Gain on loan sales	16	21
Contingent note recovery	1,286	
Other	1,275	1,205
<b>Total noninterest income</b>	<b>4,415</b>	<b>5,085</b>
<b>Noninterest expense:</b>		
Salaries and employee benefits	9,786	10,044
Occupancy	2,029	2,061
Equipment	1,156	1,177
Core deposit intangible amortization	1,972	2,475
Foreclosed real estate, net	772	844
FHLB prepayment penalties		1,187
Other general and administrative	4,643	5,826

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Total noninterest expenses	20,358	23,614
Earnings before income taxes	3,681	1,501
Income taxes	662	375
Net earnings	\$ 3,019	1,126
Basic and diluted earnings per common share	\$ .24	.09
Weighted-average number of common shares outstanding	12,671,515	12,647,796

See Accompanying Notes to Consolidated Financial Statements.

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**THE BANKshares, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Comprehensive Income**  
(In thousands)

	<b>Year Ended December 31,</b>	
	<b>2013</b>	<b>2012</b>
Net earnings	\$ 3,019	1,126
Other comprehensive loss-		
Change in unrealized gain on securities:		
Unrealized (loss) gain arising during the year	(3,584)	685
Reclassification adjustment for realized gains	(52)	(2,017)
Net change in unrealized gain	(3,636)	(1,332)
Deferred income tax benefit on above change	(1,368)	(501)
Total other comprehensive loss	(2,268)	(831)
Comprehensive income	\$ 751	295

See Accompanying Notes to Consolidated Financial Statements.

**Table of Contents****THE BANKshares, INC. AND SUBSIDIARIES****Consolidated Statements of Stockholders Equity****Years Ended December 31, 2013 and 2012****(Dollars in thousands)**

	Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity
	Shares	Amount	Shares	Amount				
Balance at December 31, 2011	1,476,666	\$ 15	12,443,996	\$ 124	134,492	(8,844)	2,171	127,958
Net earnings						1,126		1,126
Change in unrealized gain on securities available for sale, net of income tax benefit of \$501							(831)	(831)
Stock-based compensation			49,490	1	395			396
Balance at December 31, 2012	1,476,666	15	12,493,486	125	134,887	(7,718)	1,340	128,649
Net earnings						3,019		3,019
Change in unrealized gain on securities available for sale, net of income tax benefit of \$1,368							(2,268)	(2,268)
Stock-based compensation			49,169		196			196
Balance at December 31, 2013	1,476,666	\$ 15	12,542,655	\$ 125	135,083	(4,699)	(928)	129,596

See Accompanying Notes to Consolidated Financial Statements.





**Table of Contents****THE BANKshares, INC. AND SUBSIDIARIES****Consolidated Statements of Cash Flows****(In thousands)**

	<b>Year Ended December 31,</b>	
	<b>2013</b>	<b>2012</b>
<b>Cash flows from operating activities:</b>		
Net earnings	\$ 3,019	1,126
<b>Adjustments to reconcile net earnings to net cash provided by operating activities:</b>		
Provision for loan losses	1,435	1,771
Stock-based compensation	196	396
Gain on sale of loans	(16)	(21)
Gain on sale of securities available for sale	(51)	(2,017)
Gain on sale of premises and equipment	(1)	
Provision for losses on foreclosed real estate	466	908
Depreciation and amortization	1,080	1,116
Deferred income taxes	25	305
Net amortization of loan fees and costs	593	485
Net amortization of debt fees and cost		780
Net amortization of securities premiums/discounts	3,823	3,886
Net amortization of core deposit intangible	1,972	2,475
Net earnings on bank-owned life insurance	(172)	(183)
Gain on sale of foreclosed real estate	(112)	(349)
Loans funded for sale	(12,541)	(13,172)
Proceeds from sale of loans	12,630	13,161
<b>Changes in year-end balances of:</b>		
Interest receivable	(187)	(12)
Other assets	1,194	3,263
Other liabilities	(1,362)	(1,137)
<b>Net cash provided by operating activities</b>	<b>11,991</b>	<b>12,781</b>
<b>Cash flows from investing activities:</b>		
Net decrease in time deposits with other banks		2,490
Purchase of securities available for sale	(48,810)	(113,608)
Sale of securities available for sale	12,952	25,932
Maturities and principal repayments of securities available for sale	51,817	60,182
Net increase in loans	(31,664)	(2,872)
Net purchase of premises and equipment	(226)	(1,995)
Net decrease in Federal Home Loan Bank stock	215	1,728
Purchase of subsidiary, net of cash acquired		18,667
Proceeds from sale of foreclosed real estate	3,145	4,861
<b>Net cash used in investing activities</b>	<b>(12,571)</b>	<b>(4,615)</b>

Cash flows from financing activities:		
Net (decrease) increase in deposits	(8,474)	15,476
Net increase (decrease) in other borrowings	143	(270)
Retirement of Federal Home Loan Bank advances		(35,500)
Proceeds from Federal Home Loan Bank advances		500
Net cash used in financing activities	(8,331)	(19,794)
Net decrease in cash and cash equivalents	(8,911)	(11,628)
Cash and cash equivalents:		
Beginning of year	35,895	47,523
End of year	\$ 26,984	35,895

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**THE BANKshares, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows, Continued**  
(In thousands)

	<b>Year Ended December 31,</b>	
	<b>2013</b>	<b>2012</b>
<b>Supplemental disclosure of cash flow information:</b>		
<b>Cash paid during the year:</b>		
Income taxes	\$ 637	70
Interest	\$ 1,725	3,426
<b>Noncash transactions:</b>		
Unrealized holding loss on securities available-for-sale, net of income tax benefit	\$ (2,268)	(831)
Loans reclassified to foreclosed real estate	\$ 4,776	3,209
Foreclosed real estate reclassified to loans	\$ 1,437	278
<b>Acquisition:</b>		
Fair value of securities available for sale acquired	\$	504
Fair value of Federal Home Loan Bank stock acquired	\$	147
Fair value of loans acquired	\$	47,183
Fair value of premises and equipment acquired	\$	2,464
Fair value of other assets acquired	\$	569
Fair value of goodwill	\$	3,025
Fair value of core deposit intangible	\$	1,454
Fair value of net foreclosed real estate acquired	\$	36
Deferred income taxes	\$	3,068
Fair value of deposit liabilities assumed	\$	74,689
Fair value of other liabilities assumed	\$	2,428

See Accompanying Notes to Consolidated Financial Statements.



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**THE BANKshares, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

**December 31, 2013 and 2012 and Years Then Ended**

**(1) Summary of Significant Accounting Policies**

**Organizational Background.** The BANKshares, Inc. (the Holding Company) owns 100% of the outstanding common stock of BankFIRST (the Bank). BankFIRST operates twelve banking offices in central Florida, as well as those of its wholly-owned subsidiary, Commercial Business Finance Corp. (CBF). CBF provides certain factoring services. The Bank also owns BankFIRST Realty (BFR) and BankFIRST Agency (BFA) which have limited activity or operations. The Bank acquired East Coast Community Bank (ECB) on January 1, 2012. ECB was merged into BankFIRST on the acquisition date. The Bank is a state (Florida) chartered commercial bank providing a variety of financial services to individual and corporate customers. The deposits of the Bank are insured up to the applicable limits by the Federal Deposit Insurance Corporation (FDIC).

**Basis of Presentation.** The accompanying consolidated financial statements include the financial results of the Holding Company, the Bank, CBF, BFR and BFA (collectively, the Company). All significant intercompany balances and transactions have been eliminated in consolidation.

Management has evaluated events occurring subsequent to the balance sheet date through February 11, 2014 (the financial statement issuance date), determining no events require additional disclosure in these consolidated financial statements.

**Use of Estimates.** In preparing consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated balance sheet and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, valuation of foreclosed real estate and valuation of deferred income taxes.

**Cash and Cash Equivalents.** For purposes of the consolidated statements of cash flows, cash and cash equivalents include cash and balances due from banks, interest-earning demand deposits in other banks and federal funds sold, all of which have an original maturity of less than ninety days.

The Company is required under Federal Reserve Board regulations to maintain reserves, generally consisting of cash or noninterest-earning accounts, against its transaction accounts. At December 31, 2013 and 2012, there was no reserve requirement.

**Securities Available for Sale.** Securities that are held principally for resale in the near term are considered trading securities and recorded at fair value with changes in fair value recorded in earnings. Debt securities that the Company has the positive intent and ability to hold to maturity are classified as held to maturity and are reported at amortized cost. Available-for-sale securities consist of securities not classified as trading securities or as held-to-maturity securities. Unrealized holding gains and losses, net of tax, on available-for-sale securities are excluded from earnings and reported in comprehensive income. Gains and losses on the sale of available-for-sale securities are recorded on the trade date and are determined using the specific-identification method. Purchase premiums and discounts are

recognized in interest-income using the interest method over the terms of the securities.

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**THE BANKshares, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements, Continued**

**(1) Summary of Significant Accounting Policies, Continued**

*Securities Available for Sale, Continued.*

Declines in the fair value of securities available for sale that are deemed to be other than temporary are reflected in earnings as realized losses. In evaluating whether declines represent other-than-temporary impairment losses, management considers (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

***Loans Held for Sale.*** Loans held for sale, which are composed of residential mortgage loans, are reported at the lower of cost or fair value on an aggregate loan portfolio basis. Gains or losses on the sale of loans held for sale are recognized at the time of sale and are determined by the difference between the net sales proceeds and the carrying value of the loans sold including any deferred origination fees and costs. Net unrealized losses, if any, are recognized through a market adjustment by charges to earnings. Gains and losses on sales of residential mortgage loans are included in gain on sale of loans in the consolidated statements of earnings.

***Loans.*** Loans that management has the intent and the Company has the ability to hold for the foreseeable future or until maturity or pay-off are reported at their outstanding principal adjusted for any charge-offs, the allowance for loan losses and any deferred fees or costs on originated loans.

Loan origination fees are deferred and certain direct origination costs are capitalized. Both are recognized as an adjustment of the yield of the related loan.

For loans amortized at cost, interest income is accrued based on the unpaid principal balance.

The accrual of interest on loans is discontinued at the time the loan is ninety days delinquent unless the loan is well collateralized and in process of collection. In all cases, loans are placed on nonaccrual or charged-off at an earlier date if collection of principal or interest is considered doubtful. Past due status is based on contractual terms of the loans.

All interest accrued but not collected for loans that are placed on nonaccrual or charged-off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

***Allowance for Loan Losses.*** The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when

management believes the uncollectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. There were no changes in the Company's accounting policies or methodology during the years ended December 31, 2013 or 2012.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

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**THE BANKshares, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements, Continued**

**(1) Summary of Significant Accounting Policies, Continued**

*Allowance for Loan Losses, Continued.*

The allowance consists of specific and general components. The specific component relates to loans that are impaired. For such loans, an allowance is established when the discounted cash flows, or collateral value, or observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers all other loans and is based on the following:

The historical loss component of the allowance is determined by losses recognized by portfolio segment over the preceding two years. This is supplemented by the risks for each portfolio segment. Risk factors impacting loans in each of the portfolio segments include any deterioration of property values, reduced consumer and business spending as a result of continued high unemployment and reduced credit availability and lack of confidence in a sustainable recovery. The historical experience is adjusted for the following qualitative factors, economic conditions and other trends or uncertainties that could affect management's estimate of probable losses.

The general component of the allowance covers non-impaired loans and is estimated for inherent losses within the remaining portfolio. As part of the monthly analysis, management stratifies the loan portfolio into several categories: commercial, commercial real estate, residential real estate, construction and development, home equity, and other consumer loans. Loans are further segregated within these categories by risk ratings. The Company's credit administration process applies a risk rating to all loans at initial underwriting and upon periodic loan reviews based on a risk grading scale from one through seven. Management then applies historical loss experience adjusted for qualitative factors, such as historical loss factor, national and local economic trends and conditions, loan portfolio quality trends, industry risk, the experience of lending and credit staff, and other risk factors.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

Impairment is measured on a loan by loan basis for all loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, or the fair value of the collateral if the loan is collateral-dependent.

**Acquired Loans.** The Company's valuation allowances for all acquired loans reflect only those losses incurred after acquisition-that is, the present value of cash flows expected at acquisition that are not expected to be collected. Valuation allowances are established only subsequent to acquisition of the loans.

The Company acquires loans individually and in groups or portfolios. For certain acquired loans that have experienced deterioration of credit quality between origination and the Company's acquisition of the loans, the

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Table of Contents**THE BANKshares, INC. AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****(1) Summary of Significant Accounting Policies, Continued***Acquired Loans, Continued.*

amount paid for a loan reflects the Company's determination that it is probable the Company will be unable to collect all amounts due according to the loan's contractual terms. At acquisition, the Company reviews each loan to determine whether there is evidence of deterioration of credit quality since origination and if it is probable that the Company will be unable to collect all amounts due according to the loan's contractual terms. If both conditions exist, the Company determines whether each such loan is to be accounted for individually or whether such loans will be assembled into pools of loans based on common risk characteristics (credit score, loan type, and date of origination). The Company considers expected prepayments, and estimates the amount and timing of undiscounted expected principal, interest, and other cash flows (expected at acquisition) for each loan and subsequently aggregated pool of loans. The Company determines the excess of the loan's or pool's scheduled contractual principal and contractual interest payments over all cash flows expected at acquisition as an amount that should not be accreted (nonaccretable difference). The remaining amount—representing the excess of the loan's cash flows expected to be collected over the amount paid—is accreted into interest income over the remaining life of the loan or pool (*accretable yield*).

Over the life of the loan or pool, the Company continues to estimate cash flows expected to be collected. The Company evaluates at the balance sheet date whether the present value of its loans determined using the effective interest rates has decreased and if so, recognizes a loss. For loans or pools that are not accounted for as debt securities, the present value of any subsequent increase in the loan's or pool's actual cash flows or cash flows expected to be collected is used first to reverse any existing valuation allowance for that loan or pool. For any remaining increases in cash flows expected to be collected, or for loans or pools accounted for as debt securities, the Company adjusts the amount of accretable yield recognized on a prospective basis over the loan's or pool's remaining life.

**Premises and Equipment.** Premises and equipment are stated at cost, less accumulated depreciation and amortization computed on both the straight-line and accelerated methods over the estimated useful lives of the assets. These lives are summarized as follows:

<b>Asset</b>	<b>Estimated Lives</b>
Bank premises and land improvements	40 years
Equipment and furnishings	3 - 7 years
Leasehold improvements	1 - 7 years

Maintenance and repairs to premises and equipment are charged to earnings, and improvements and additions are capitalized.

**Foreclosed Real Estate.** Assets acquired in the settlement of loans are initially recorded at estimated fair value less estimated selling cost at the date of acquisition, establishing a new cost basis. Subsequent to foreclosure valuations are periodically performed by management and such assets are carried at the lower of cost or fair value less estimated costs to sell. Costs relating to development and improvement of foreclosed real estate are capitalized, whereas costs relating to holding the foreclosed real estate as well as changes in the valuation allowance are charged to earnings.

**Goodwill and Intangible Assets.** The Company tests goodwill for impairment annually. The test requires the Company to determine the fair value of each respective reporting unit and compare the reporting unit's fair value to its carrying value. The fair value of the reporting unit is estimated using management valuation

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**THE BANKshares, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements, Continued**

**(1) Summary of Significant Accounting Policies, Continued**

***Goodwill and Intangible Assets, Continued.***

models. While management believes the sources utilized to arrive at the fair value estimates are reliable, different sources or methods could have yielded different fair value estimates. These fair value estimates require a significant amount of judgment. Changes in management's valuation of its reporting unit may affect future results of operations through the recognition of a goodwill impairment charge. At December 31, 2013 and 2012, the fair value of the reporting unit was greater than its carrying value. Therefore, goodwill was not impaired. If the fair value of the reporting unit declines below the carrying amount, the Company would have to perform the second step of the impairment test. This step requires the Company to fair value all assets (recognized and unrecognized) and liabilities in a manner similar to purchase price allocation.

The Company reviews core deposit and other intangible assets for possible impairment whenever events or changes in circumstances indicate that carrying amounts may not be recoverable.

***Acquisitions.*** The Company accounts for business combinations using the acquisition method of accounting. The acquisition method of accounting requires the Company to fair value the tangible net assets and identifiable intangible assets acquired. The fair values are based on available information and current economic conditions at the date of acquisition. Fair value may be obtained from independent appraisers, discounted cash flow present value techniques, management valuation models, quoted prices on national markets or quoted market prices from brokers. These fair value estimates will affect future operations through the disposition or amortization of the underlying assets and liabilities. While management believes the sources utilized to arrive at the fair value estimates are reliable, different sources or methods could have yielded different fair value estimates. Such different value estimates could affect future operations through different values being utilized for the disposition or amortization of the underlying assets and liabilities acquired.

***Income Taxes.*** GAAP sets out a consistent framework to determine the appropriate level of tax reserves to maintain for uncertain tax positions.

The income tax accounting guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. The Company determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur.

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than fifty percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than fifty percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not

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**THE BANKshares, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements, Continued**

**(1) Summary of Significant Accounting Policies, Continued**

***Income Taxes, Continued.***

recognition threshold considers the facts, circumstances, and information available at the reporting date and is subject to management's judgment. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized.

The Company recognizes interest and penalties on income taxes as a component of income tax expense.

The Holding Company and the Bank file consolidated Federal and State of Florida income tax returns. Income taxes are allocated to the Holding Company and Bank as if separate income tax returns were filed.

***Stock-Based Employee Compensation.*** The Company uses a fair value-based method of accounting for stock-based compensation costs. Compensation cost for stock-based employee compensation arrangements is measured at the grant date based on the value of the award and is recognized over the related service period.

***Transfer of Financial Assets.*** Transfers of financial assets or a participating interest in an entire financial asset are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity. A participating interest is a portion of an entire financial asset that (1) conveys proportionate ownership rights with equal priority to each participating interest holder (2) involves no recourse (other than standard representations and warranties) to, or subordination by, any participating interest holder, and (3) does not entitle any participating interest holder to receive cash before any other participating interest holder.

***Off-Balance Sheet Financial Instruments.*** In the ordinary course of business, the Company has entered into off-balance-sheet financial instruments consisting of commitments to extend credit, unused lines of credit, standby letters of credit and undisbursed construction loans in process. Such financial instruments are recorded in the consolidated financial statements when they are funded.

***Fair Value Measurements.*** Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The fair value hierarchy requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities that are not active; and model-driven valuations whose inputs are observable or whose significant value drivers are observable. Valuations may be obtained from, or corroborated by, third-party pricing services.

(continued)



**Table of Contents**

**THE BANKshares, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements, Continued**

**(1) Summary of Significant Accounting Policies, Continued**

*Fair Value Measurements, Continued.*

Level 3: Unobservable inputs to measure fair value of assets and liabilities for which there is little, if any market activity at the measurement date, using reasonable inputs and assumptions based upon the best information at the time, to the extent that inputs are available without undue cost and effort.

The following describes valuation methodologies used for assets measured at fair value:

*Securities Available for Sale.* Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include highly liquid government bonds, certain mortgage products and exchange-traded equities. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics, or discounted cash flows. Examples of such instruments, which would generally be classified within Level 2 of the valuation hierarchy, include certain collateralized mortgage and debt obligations and certain high-yield debt securities. In certain cases where there is limited activity or less transparency around inputs to the valuation, securities are classified within Level 3 of the valuation hierarchy. Securities classified within Level 3 include certain residual interests in securitizations and other less liquid securities.

*Impaired Loans.* The Company's impaired loans are normally collateral dependent and, as such, are carried at the lower of the Company's net recorded investment in the loan or the estimated fair value of the collateral less estimated selling costs. Estimates of fair value are determined based on a variety of information, including the use of available appraisals, estimates of market value by licensed appraisers or local real estate brokers and the knowledge and experience of the Company's senior lending officers related to values of properties in the Company's market areas. These officers take into consideration the type, location and occupancy of the property as well as current economic conditions in the area the property is located in assessing estimates of fair value. Accordingly, fair value estimates for impaired loans are classified as Level 3.

*Foreclosed Real Estate.* Estimates of fair values are determined based on a variety of information, including the use of available appraisals, estimates of market value by licensed appraisers or local real estate brokers and the knowledge and experience of the Company's senior lending officers related to values of properties in the Company's market areas. These officers take into consideration the type, location and occupancy of the property as well as current economic conditions in the area the property is located in assessing estimates of fair value. Accordingly, the fair values estimates for foreclosed real estate are classified as Level 3.

*Acquired Assets and Assumed Liabilities.* All assets acquired and liabilities assumed were recorded at estimated fair value at the date of acquisition. Estimates of fair values were determined based on a variety of information. Acquired assets and assumed liabilities were valued based on estimated cash flows and other unobservable inputs and are classified as Level 3, with the exception of acquired securities which were classified as a Level 2.

*Fair Values of Financial Instruments.* The following methods and assumptions were used by the Company in estimating fair values of financial instruments:

*Cash and Cash Equivalents.* The carrying amounts of cash and cash equivalents approximate their fair value.

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**THE BANKshares, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements, Continued**

**(1) Summary of Significant Accounting Policies, Continued**

*Fair Values of Financial Instruments, Continued.*

**Time Deposits.** Fair values for time deposits are estimated using discounted cash flow analysis using interest rates currently being offered for time deposits with similar terms.

**Securities Available for Sale.** Fair values for securities are based on the framework for measuring fair values disclosed above under *Fair Value Measurements*.

**Federal Home Loan Bank Stock.** Fair value of the Company's investment in Federal Home Loan Bank ( FHLB ) stock is based on its redemption value.

**Loans.** For variable-rate loans that reprice frequently and have no significant change in credit risk, fair values are based on carrying values. Fair values for certain fixed-rate mortgage (e.g. one-to-four family residential), commercial real estate and commercial loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Fair values for impaired loans are based on the framework for measuring fair value disclosed above under *Fair Value Measurements*.

**Loans Held for Sale.** Fair values for loans held for sale are based on quoted market prices.

**Deposits.** The fair values disclosed for demand, NOW, money-market and savings deposits are, by definition, equal to the amount payable on demand at the reporting date (that is, their carrying amounts). Fair values for time deposits are estimated using a discounted cash flow calculation that applies interest rates currently being offered on time deposits to a schedule of aggregated expected monthly maturities of time deposits.

**Junior Subordinated Debentures and Other Borrowings.** The carrying amount of borrowings under customer repurchase agreements and line of credit approximate their fair value. The fair value of junior subordinated debentures are estimated using discounted cash flow analysis based on the Company's incremental borrowing rates for similar types of borrowing arrangements.

**Accrued Interest.** The carrying amounts of Company's accrued interest approximate their fair values.

**Off-Balance-Sheet Financial Instruments.** Fair values for off-balance-sheet lending commitments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing.

**Earnings Per Common Share.** Basic and diluted earnings per common share is calculated by dividing net earnings by the weighted-average number of shares of common stock outstanding during the reporting period. Nonvested share grants are deemed to be issued and outstanding.

**Comprehensive Income.** GAAP requires that recognized revenue, expenses, gains and losses be included in net earnings. Although certain changes in assets and liabilities, such as unrealized gains and losses on available-for-sale securities, are reported as a separate component of the equity section of the consolidated balance sheet, such items along with net earnings, are components of comprehensive income.

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**THE BANKshares, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements, Continued**

**(1) Summary of Significant Accounting Policies, Continued**

**Media Advertising.** The Company follows the policy of expensing advertising costs as incurred. Advertising and business development costs charged to earnings were approximately \$333,000 and \$521,000 in 2013 and 2012, respectively.

**Reclassifications.** Certain reclassifications of prior year amounts were made to conform to the current year presentation.

**Recent Pronouncements.** In January 2013, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) No. 2013-01, *Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*, which limits the scope of the new balance sheet offsetting disclosures in ASU 2011-11 to derivatives, repurchase agreements, and securities lending transactions to the extent that they are (1) offset in the financial statements or (2) subject to an enforceable master netting arrangement or similar agreement. The adoption of this guidance had no effect on the Company's consolidated financial statements.

In February 2013, the FASB Issued ASU No. 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*, which requires entities to present information about reclassification adjustments from accumulated other comprehensive income in their annual financial statements in a single note or on the face of the financial statements. This guidance is effective prospectively January 1, 2014. Upon adoption, this guidance is not expected to impact the Company's consolidated financial statements.

In February 2013, the FASB Issued ASU No. 2013-04, *Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date*. ASU 2013-04 provides guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for obligations within the scope of this ASU, which is effective January 1, 2014. Upon adoption, this guidance is not expected to impact the Company's consolidated financial statements.

In July 2013, the FASB issued ASU No. 2013-10, *Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes*. ASU No. 2013-10 permits the use of the Fed Funds Effective Swap Rate (OIS) to be used as a U.S. benchmark interest rate for hedge account purposes. The amendment is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption of this guidance had no effect on the Company's consolidated financial statements.

In July 2013, the FASB issued ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*, which among other things, require an unrecognized tax benefit, or a portion of an unrecognized tax benefit, to be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except as denoted within the ASU. The amendments in this ASU are effective for fiscal years, and interim periods

within those years, beginning after December 15, 2013. Upon adoption, this guidance is not expected to impact the Company's consolidated financial statements.

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**THE BANKshares, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements, Continued**

**(1) Summary of Significant Accounting Policies, Continued**

***Recent Regulatory Developments***

**Basel III Rules.** On July 2, 2013, the Federal Reserve Board ( FRB ) approved the final rules implementing the Basel Committee on Banking Supervision's capital guidelines for U.S. banks. Under the final rules, minimum requirements will increase for both the quantity and quality of capital held by the Bank. The rules include a new common equity Tier 1 capital to risk-weighted assets ratio of 4.5% and a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets. The final rules also raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4.0% to 6.0% and require a minimum leverage ratio of 4.0%. The final rules also implement strict eligibility criteria for regulatory capital instruments. On July 9, 2013, the FDIC also approved, as an interim final rule, the regulatory capital requirements for U.S. banks, following the actions of the FRB. The FDIC's rule is identical in substance to the final rules issued by the FRB.

The phase-in period for the final rules will begin for the Bank on January 1, 2015, with full compliance with all of the final rules' requirements phased in over a multi-year schedule. The Bank is currently evaluating the provisions of the final rules and their expected impact on the Bank.

**(2) Business Acquisitions**

On January 1, 2012, the Company acquired East Coast Community Bank ( ECB ) from the Commercial Bancorp, Inc. ( CBI ) located in Ormond Beach, Florida. ECB was subsequently merged into BankFIRST. The reason for the merger was to expand the Company's franchise, achieve economies of scale and to take advantage of opportunities in market contiguous to two of the Company's existing markets. Under the terms of the revised definitive agreement, CBI was paid a combination of cash and contingent consideration in the form of a noninterest bearing note payable, the maturity value of which was dependent on the performance of the loan portfolio of ECB during the two year period beginning on the date of the closing of the transaction. The aggregate value of the (maximum) consideration to be given is \$4,633,000, with \$2,502,000 paid in cash and the contingent consideration estimate of \$2,131,000 recorded at the acquisition date. In January 2014, \$845,000 was due and paid to CBI and \$1,286,000 is included in noninterest income for 2013 related to the reversal of the contingent note payable which was not required to be paid to CBI.

(continued)

**Table of Contents****THE BANKshares, INC. AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****(2) Business Acquisitions, Continued**

The following table summarizes the fair values of the assets acquired and liabilities assumed at the date of acquisition, including adjustments (in thousands):

Cash and due from banks	\$ 21,169
Securities available for sale	504
Federal Home Loan Bank stock	147
Loans	47,183
Premises and equipment	2,464
Other assets	569
Goodwill	3,025
Core deposit intangible	1,454
Foreclosed real estate	36
Deferred income taxes	3,068
<b>Total assets acquired</b>	<b>79,619</b>
Deposits	74,689
Contingent note payable non-interest bearing	2,131
Other liabilities	297
<b>Total liabilities assumed</b>	<b>77,117</b>
<b>Net assets acquired</b>	<b>\$ 2,502</b>

The Company's consolidated results of operations indicate the results of ECB since the acquisition date.

In connection with various business acquisitions the Company recorded certain acquisition related items as follows (in thousands):

	<b>The Bank Brevard</b>	<b>BankFIRST</b>	<b>Commercial Business Finance Corp.</b>	<b>East Coast Community Bank</b>	<b>Total</b>
Acquisition date	January 5, 2007	April 25, 2007	February 29, 2008	January 1, 2012	



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Goodwill recorded	\$	25,388	43,305	877	3,025	72,595
Core deposit intangible	\$	3,542	18,445		1,454	23,441
Amortization period		10 years	10 years		7 years	

A reconciliation of core deposit intangible amortization is as follows:

Accumulated amortization at December 31, 2012	\$	2,899	14,532		541	17,972
Current year amortization expense		258	1,453		261	1,972
Accumulated amortization at December 31, 2013	\$	3,157	15,985		802	19,944

(continued)

**Table of Contents****THE BANKshares, INC. AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****(2) Business Acquisitions, Continued**

Future estimated amortization expense:

<b>Year Ending December 31,</b>	<b>The Bank Brevard</b>	<b>BankFIRST</b>	<b>Commercial Business Finance Corp.</b>	<b>East Coast Community Bank</b>	<b>Total</b>
2014	\$ 192	1,118		188	1,498
2015	129	783		116	1,028
2016	64	447		116	627
2017		112		116	228
2018				116	116
	\$ 385	2,460		652	3,497

The amortization is generally calculated using the double declining balance method.

**(3) Securities**

All securities have been classified as available for sale by management. The carrying amounts of securities available for sale and their approximate fair values were as follows (in thousands):

	<b>Cost</b>	<b>Gross Gains</b>	<b>Gross Losses</b>	<b>Value</b>
<b>At December 31, 2013:</b>				
Mortgage-backed securities	\$ 88,517	688	(1,009)	88,196
Municipal securities	33,359	525	(2,029)	31,855
SBA pool securities	26,554	476		27,030
Asset-backed securities	3,949		(138)	3,811
	\$ 152,379	1,689	(3,176)	150,892
<b>At December 31, 2012:</b>				
Mortgage-backed securities	115,999	1,005	(690)	116,314

Municipal securities	25,373	1,330	(117)	26,586
SBA pool securities	30,738	621		31,359
	\$ 172,110	2,956	(807)	174,259

The following schedule shows those securities with gross unrealized losses at December 31, 2013 aggregated by investment category and length of time that the securities have been in a continuous loss position, as well as their fair value (in thousands).

	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
Mortgage-backed securities	\$ (385)	27,442	(624)	18,038
Municipal securities	(1,915)	21,303	(114)	1,112
Asset-backed securities	(138)	3,811		
	\$ (2,438)	52,556	(738)	19,150

(continued)

**Table of Contents****THE BANKshares, INC. AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****(3) Securities, Continued**

At December 31, 2013, forty-five securities of a total of ninety securities had unrealized losses, none of which had an aggregate unrealized loss of 15% or more of its amortized cost. The unrealized losses that exist are considered by management to be principally attributable to changes in market rates and credit spreads, and not to credit risk or deterioration on the part of the issuer. Accordingly, if rates and credit spreads were to decline, much or all of the current unrealized loss could be recovered through market appreciation. Since the Company has the intent and ability to hold their investments until a market price recovery or maturity, these investments are not considered other than temporarily impaired.

Amortized cost and estimated fair value of securities at December 31, 2013, by contractual maturity, are as follows (in thousands):

	<b>Cost</b>	<b>Value</b>
<b>Due:</b>		
After one year through five years	\$ 1,038	1,099
After five years through ten years	25,639	25,568
After ten years	37,185	36,029
Mortgage-backed securities	88,517	88,196
<b>Total</b>	<b>\$ 152,379</b>	<b>150,892</b>

Securities sales transactions were as follows (in thousands):

	<b>Year Ended December 31,</b>	
	<b>2013</b>	<b>2012</b>
Proceeds received from sale	\$ 12,952	25,932
Gross gains	\$ 114	2,017
Gross losses	\$ (63)	

Securities available for sale with a carrying amount of \$29.4 million and \$31.1 million, respectively, were pledged at December 31, 2013 and 2012 to collateralize the Company's repurchase agreements, Treasury, Tax and Loan account and public funds deposits.

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**Table of Contents****THE BANKshares, INC. AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****(4) Loans**

The components of loans are as follows (in thousands):

	<b>At December 31,</b>	
	<b>2013</b>	<b>2012</b>
Commercial real estate:		
Construction	\$ 26,169	22,788
Nonfarm nonresidential	224,227	211,041
Residential real estate:		
1-4 family	35,890	28,229
Multi-family	1,758	3,787
Construction	1,448	5
Commercial:		
Secured	52,703	49,291
Unsecured	1,348	934
Consumer:		
Home equity	18,372	20,004
Installment	3,904	3,498
 Total loans	 365,819	 339,577
Add (deduct):		
Allowance for loan losses	(6,136)	(5,963)
Deferred loan costs, net	987	759
 Loans, net	 \$ 360,670	 334,373

The Company grants the majority of its loans to borrowers throughout Central Florida. Although the Company has a diversified loan portfolio, a significant portion of its borrowers' ability to honor its contracts is dependent upon the economy in Brevard, Lake, Orange, Seminole and Volusia Counties in Florida. The Company does not have significant concentrations to any one industry or customer.

With the uncertain real estate market in Central Florida, in the short-term obtaining refinancing or sale of the collateral may be difficult or impossible under terms acceptable to the borrower. It is likely many of these loans will be extended and may be modified to provide additional interest only periods. Management is closely monitoring these loans and believes the allowance for loan losses at December 31, 2013 is adequate.

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**Table of Contents****THE BANKshares, INC. AND SUBSIDIARIES****Notes to Consolidated Financial Statements, Continued****(4) Loans, Continued**

Activity in the allowance for loan losses was as follows (in thousands):

	<b>Commercial Real Estate Loans</b>	<b>Residential Real Estate Loans</b>	<b>Commercial</b>	<b>Consumer</b>	<b>Total</b>
<b><i>Year Ended December 31, 2013:</i></b>					
Beginning balance	\$ 2,901	1,414	965	683	5,963
Provision (credit) for loan losses	2,322	(569)	(134)	(184)	1,435
Charge-offs	(1,158)	(503)	(345)	(54)	(2,060)
Recoveries	396	70	279	53	798
Ending balance	\$ 4,461	412	765	498	6,136
<b>Individually evaluated for impairment:</b>					
Recorded investment	\$ 8,217	339	558	518	9,632
Balance in allowance for loan losses	\$ 993	39		176	1,208
<b>Collectively evaluated for impairment:</b>					
Recorded investment	\$ 242,179	38,757	53,493	21,758	356,187
Balance in allowance for loan losses	\$ 3,468	373	765	322	4,928
<b><i>Year Ended December 31, 2012:</i></b>					
Beginning balance	\$ 3,003	1,379	1,244	835	6,461
Provision for loan losses	1,277	195	287	12	1,771
Charge-offs	(1,438)	(195)	(622)	(197)	(2,452)
Recoveries	59	35	56	33	183

&nbsp;