

Section 1: 8-K (8-K)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) March 13, 2020

SEACOAST BANKING CORPORATION OF FLORIDA
(Exact Name of Registrant as Specified in Charter)

Florida (State or Other Jurisdiction of Incorporation)	000-13660 (Commission File Number)	59-2260678 (IRS Employer Identification No.)
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815 COLORADO AVENUE, STUART FL (Address of Principal Executive Offices)	34994 (Zip Code)
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Registrant's telephone number, including area code **(772) 287-4000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	SBCF	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

SEACOAST BANKING CORPORATION OF FLORIDA

Item 2.01 Completion of Acquisition or Disposition of Assets.

Effective March 13, 2020, Seacoast Banking Corporation of Florida ("Seacoast" or the "Company") completed its previously announced merger (the "Merger") with First Bank of the Palm Beaches ("First Bank"). At the effective time of the Merger (the "Effective Time"), First Bank merged with and into Seacoast National Bank, with Seacoast National Bank as the surviving bank, pursuant to the terms and conditions of the Agreement and Plan of Merger by and among the Company, First Bank and Seacoast National Bank, dated as of November 19, 2019, as amended and restated (the "Merger Agreement").

Pursuant to the Merger Agreement, holders of First Bank common stock received 0.2000 of a share of Seacoast common stock (subject to the payment of cash in lieu of fractional shares) for each share of First Bank common stock held immediately prior to the Effective Time. The aggregate amount paid by Seacoast for the merger consideration was approximately \$21.9 million based on the closing price of Seacoast common stock on March 13, 2020. Each share of Seacoast common stock outstanding immediately prior to the Merger remained outstanding and was unaffected by the Merger.

The foregoing description of the Merger and the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which is included as Exhibit 2.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events.

On March 13, 2020, the Company issued a press release announcing the completion of the Merger. A copy of the press release is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(a) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
2.1	<u>Agreement and Plan of Merger, dated November 19, 2019 by and among the Company, Seacoast Bank and First Bank of the Palm Beaches (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K, filed on November 22, 2019).</u>
99.1	<u>Press Release dated March 13, 2020</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SEACOAST BANKING CORPORATION OF FLORIDA

Date: March 13, 2020

/s/ Dennis S. Hudson, III

DENNIS S. HUDSON, III

Chairman and Chief Executive Officer

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Section 2: EX-99.1 (EXHIBIT 99.1)

SEACOAST COMPLETES ACQUISITION OF FIRST BANK OF THE PALM BEACHES

Seacoast expands its position in one of the fastest growing markets in Florida

STUART, Fla., March 13, 2020 -- Seacoast Banking Corporation of Florida (NASDAQ: SBCF) ("Seacoast"), the holding company for Seacoast National Bank ("Seacoast Bank"), announced today the completion of its acquisition of First Bank of the Palm Beaches ("First Bank"), effective March 13, 2020, pursuant to the merger of First Bank with and into Seacoast.

Under the terms of the merger agreement, First Bank shareholders will receive 0.2000 shares of Seacoast common stock for each share of First Bank common stock. The resulting aggregate merger consideration paid by Seacoast was approximately \$21.9 million.

First Bank, headquartered in West Palm Beach, has deposits of approximately \$173 million and loans of \$143 million as of December 31, 2019. Prior to the merger, First Bank operated two branches in Palm Beach County. The acquisition increases Seacoast's presence in Palm Beach County, one of the strongest and fastest growing market economies in Florida. The acquisition complements Seacoast's prior acquisitions in this market, including Grand Bankshares, Inc. in 2015 and Palm Beach Community Bank in 2017.

"We warmly welcome First Bank's customers and employees into the Seacoast family," said Dennis S. Hudson, III, Seacoast Chairman and CEO. "We are confident they will readily enjoy our broad range of convenient and mobile-accessible products and services as well as Seacoast's personalized brand of customer service."

Transaction Details

Piper Sandler Companies served as financial advisor and Alston & Bird LLP served as legal counsel to Seacoast. Keefe, Bruyette & Woods, a Stifel Company, served as financial advisor and Gunster, Yoakley & Stewart, P.A. served as legal counsel to First Bank.

Customer Information

First Bank customers will benefit immediately from the merger with access to Seacoast's full suite of digital banking products and local Florida-based customer service. Additionally, customers will have fee-free access to Seacoast ATMs and more than 1,100 Publix ATMs across the Southeast.

About Seacoast Banking Corporation of Florida (NASDAQ: SBCF)

Seacoast Banking Corporation of Florida is one of the largest community banks headquartered in Florida with approximately \$7.1 billion in assets and \$5.6 billion in deposits as of December 31, 2019. The Company provides integrated financial services including commercial and retail banking, wealth management, and mortgage services to customers through advanced banking solutions and 48 traditional branches of its locally-branded, wholly-owned subsidiary bank, Seacoast Bank. Seacoast operates primarily in Florida, with concentrations in the state's fastest growing markets. The Company's offices stretch from the southeast, including Fort Lauderdale, Boca Raton and Palm Beach north along the east coast to the Daytona area, into Orlando and Central Florida and the adjacent Tampa market, and west to Okeechobee and surrounding counties. More information about the Company is available at www.SeacoastBanking.com.

Cautionary Notice Regarding Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning, and protections, of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including, without limitation, statements about future financial and operating results, cost savings, enhanced revenues, economic and seasonal conditions in our markets, and improvements to reported earnings that may be realized from cost controls, tax law changes, new initiatives and for integration of banks that we have acquired, or expect to acquire, including First Bank, as well as statements with respect to Seacoast's

objectives, strategic plans, including Vision 2020, expectations and intentions and other statements that are not historical facts. Actual results may differ from those set forth in the forward-looking statements.

Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, anticipations, assumptions, estimates and intentions about future performance and involve known and unknown risks, uncertainties and other factors, which may be beyond our control, and which may cause the actual results, performance or achievements of Seacoast to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. You should not expect us to update any forward-looking statements.

All statements other than statements of historical fact could be forward-looking statements. You can identify these forward-looking statements through our use of words such as "may", "will", "anticipate", "assume", "should", "support", "indicate", "would", "believe", "contemplate", "expect", "estimate", "continue", "further", "plan", "point to", "project", "could", "intend", "target" or other similar words and expressions of the future. These forward-looking statements may not be realized due to a variety of factors, including, without limitation: the effects of future economic and market conditions, including seasonality; governmental monetary and fiscal policies, including interest rate policies of the Board of Governors of the Federal Reserve, as well as legislative, tax and regulatory changes; changes in accounting policies, rules and practices; the risks of changes in interest rates on the level and composition of deposits, loan demand, liquidity and the values of loan collateral, securities, and interest sensitive assets and liabilities; interest rate risks, sensitivities and the shape of the yield curve; uncertainty related to the impact of LIBOR calculations on securities and loans; changes in borrower credit risks and payment behaviors; changes in the availability and cost of credit and capital in the financial markets; changes in the prices, values and sales volumes of residential and commercial real estate; our ability to comply with any regulatory requirements; the effects of problems encountered by other financial institutions that adversely affect us or the banking industry; our concentration in commercial real estate loans; the failure of assumptions and estimates, as well as differences in, and changes to, economic, market and credit conditions; the impact on the valuation of our investments due to market volatility or counterparty payment risk; statutory and regulatory dividend restrictions; increases in regulatory capital requirements for banking organizations generally; the risks of mergers, acquisitions and divestitures, including our ability to continue to identify acquisition targets and successfully acquire desirable financial institutions; changes in technology or products that may be more difficult, costly, or less effective than anticipated; our ability to identify and address increased cybersecurity risks; inability of our risk management framework to manage risks associated with our business; dependence on key suppliers or vendors to obtain equipment or services for our business on acceptable terms; reduction in or the termination of our ability to use the mobile-based platform that is critical to our business growth strategy; the effects of war or other conflicts, acts of terrorism, natural disasters, health emergencies, epidemics, or pandemics or other catastrophic events that may affect general economic conditions; unexpected outcomes of, and the costs associated with, existing or new litigation involving us; our ability to maintain adequate internal controls over financial reporting; potential claims, damages, penalties, fines and reputational damage resulting from pending or future litigation, regulatory proceedings and enforcement actions; the risks that our deferred tax assets could be reduced if estimates of future taxable income from our operations and tax planning strategies are less than currently estimated and sales of our capital stock could trigger a reduction in the amount of net operating loss carryforwards that we may be able to utilize for income tax purposes; the effects of competition from other commercial banks, thrifts, mortgage banking firms, consumer finance companies, credit unions, securities brokerage firms, insurance companies, money market and other mutual funds and other financial institutions operating in our market areas and elsewhere, including institutions operating regionally, nationally and internationally, together with such competitors offering banking products and services by mail, telephone, computer and the Internet; and the failure of assumptions underlying the establishment of reserves for possible loan losses.

The risks relating to the First Bank merger include, without limitation: the diversion of management time on issues related to the merger; unexpected transaction costs, including the costs of integrating operations; the risks that the businesses will not be integrated successfully or that such integration may be more difficult, time-consuming or costly than expected; the potential failure to fully or timely realize expected revenues

and revenue synergies, including as the result of revenues following the merger being lower than expected; the risk of deposit and customer attrition; any changes in deposit mix; unexpected operating and other costs, which may differ or change from expectations; the risks of customer and employee loss and business disruptions, including, without limitation, as the result of difficulties in maintaining relationships with employees; increased competitive pressures and solicitations of customers by competitors; as well as the difficulties and risks inherent with entering new markets.

All written or oral forward-looking statements attributable to us are expressly qualified in their entirety by this cautionary notice, including, without limitation, those risks and uncertainties described in our annual report on Form 10-K for the year ended December 31, 2019, under "Special Cautionary Notice Regarding Forward-looking Statements" and "Risk Factors", and otherwise in our SEC reports and filings. Such reports are available upon request from the Company, or from the Securities and Exchange Commission, including through the SEC's Internet website at www.sec.gov.

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Media Contact:

Joel Staley

407-242-9994

joel@jcs-communications.com

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