

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) May 19, 2025

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.)
815 COLORADO AVENUE, (Address of Principal Executive Offices)	STUART FL	34994 (Zip Code)

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.10 par value	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 5.07 Submission of Matters to a Vote of Security Holders

On May 19, 2025, Seacoast Banking Corporation of Florida (the "Company") held its 2025 Annual Meeting of Shareholders. Of the 85,614,460 shares of common stock of the Company outstanding as of the record date for the Annual Meeting, 71,494,229 shares were present at the meeting in person or by proxy. The final results of each of the proposals voted on by the Company's shareholders are described below:

Proposal One - Elect Directors: To elect four Class II directors. The vote for each director is as set forth below.

Nominee	Number of Shares		
	Votes For	Votes Withheld	Broker Non-Votes
Dennis J. Arczynski	61,538,263	3,903,098	6,052,868
Eduardo J. Arriola	54,365,479	11,075,882	6,052,868
Maryann Goebel	45,745,231	19,696,130	6,052,868
Robert J. Lipstein	64,036,818	1,404,543	6,052,868

The four nominees were each elected to the board by a plurality of the votes cast, as required by the Company's bylaws.

Proposal Two - Amend the Company's Amended and Restated Articles of Incorporation to Increase Authorized Common Stock: To approve the proposed amendment to the Company's Amended and Restated Articles of Incorporation to increase the number of authorized shares of the Company's common stock from 120,000,000 to 200,000,000 shares.

Votes For	Votes Against	Abstentions
68,162,797	3,160,323	171,109

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, this proposal was approved. A copy of the amendment to the Company's Amended and Restated Articles of Incorporation is filed as Exhibit 3.1 to this report on Form 8-K and incorporated herein by reference.

Proposal Three - Amend the Company's Amended 2021 Incentive Plan to Increase Authorized Shares: To approve the proposed amendment to the Amended 2021 Incentive Plan to increase the number of shares authorized to be issued under the plan.

Votes For	Votes Against	Abstentions	Broker Non-Votes
59,584,516	5,637,478	219,367	6,052,868

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, this proposal was approved.

Proposal Four - Advisory (Non-binding) Vote to Approve Compensation of Named Executive Officers: To hold an advisory vote to approve, on a non-binding basis, the compensation of the Company’s named executive officers as disclosed in the Company’s proxy statement.

Votes For	Votes Against	Abstentions	Broker Non-Votes
39,805,760	25,425,438	210,163	6,052,868

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, this proposal was approved.

Proposal Five - Advisory (Non-binding) Vote to Approve Frequency of Holding Future Advisory Votes for Compensation of Named Executive Officers: To hold an advisory vote to approve the frequency of holding future advisory votes for compensation of the Company’s named executive officers every year, every two years, or every three years.

One Year	Two Years	Three Years	Abstentions
62,113,286	147,153	3,017,571	165,351

The option of every “One Year” received the highest number of votes cast. The shareholders approved the recommendation of the Board that frequency of holding future advisory votes on executive compensation for named executive officers be held every “One Year”.

Accordingly, the next shareholder advisory (non-binding) vote on executive compensation of named executive officers will be held at the Company’s 2026 Annual Meeting of Shareholders. The Company will continue to hold annual advisory votes until the next required shareholder advisory (non-binding) vote regarding the frequency interval is held in six years at the Company’s 2031 Annual Meeting of Shareholders.

Proposal Six - Ratification of Appointment of Independent Auditor: To ratify the appointment of Crowe LLP as independent auditors for the Company for the fiscal year ending December 31, 2025.

Votes For	Votes Against	Abstentions
70,266,032	1,185,843	42,354

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, this proposal was approved.

Item 7.01 Regulation FD Disclosure

Following the adjournment of the 2025 Annual Meeting of Shareholders, Management discussed the Company's business strategy, financial performance, recent developments, and future opportunities with shareholders in attendance.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Amendment to the Amended and Restated Articles of Incorporation of Seacoast Banking Corporation of Florida
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

Dated: May 22, 2025

/s/ Tracey L. Dexter

Tracey L. Dexter

EVP, Chief Financial Officer

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SEACOAST BANKING CORPORATION OF FLORIDA**

Seacoast Banking Corporation of Florida, a corporation organized and existing under the laws of the State of Florida (the “Corporation”), in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act (the “FBCA”), hereby certifies as follows:

I.

The name of the Corporation is Seacoast Banking Corporation of Florida.

II.

After the filing and effectiveness pursuant to the FBCA of these Articles of Amendment to the Amended and Restated Articles of Incorporation of the Corporation, at 10:00 A.M. on May 19, 2025 (the “Effective Time”), the authorized number of shares of common stock of the Corporation is increased to 200,000,000 shares. Section 4.01 of the Corporation’s Amended and Restated Articles of Incorporation is hereby amended to read in its entirety as follows:

4.01 General. The total number of shares of all classes of capital stock (“Shares”) which the Corporation shall have the authority to issue is 204,000,000 consisting of the following classes:

- (1) 200,000,000 Shares of common stock, \$0.10 par value per share (“Common Stock”); and
- (2) 4,000,000 Shares of preferred stock, \$0.10 par value per share (“Preferred Stock”).”

III.

The only voting group entitled to vote on the amendments contained in these Articles of Amendment was the holders of shares of the Corporation’s Common Stock. These Articles of Amendment were duly adopted by such shareholders on May 19, 2025, at the Corporation’s annual meeting of shareholders. The number of votes cast for the amendment above by the shareholders was sufficient for their approval.

IN WITNESS WHEREOF, Seacoast Banking Corporation of Florida has caused these Articles of Amendment to be signed by Charles M. Shaffer, its Chairman and Chief Executive Officer, this 19th day of May, 2025.

SEACOAST BANKING CORPORATION OF FLORIDA

By: /s/ Charles M. Shaffer
Name: Charles M. Shaffer
Title: Chairman and Chief Executive Officer