

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6



Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

I, Mario Garcia, Jr.

Name of the Holding Company Director and Official

CEO & Managing Partner

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Validus Holdings, LLLP

Legal Title of Holding Company

3504 Cragmont Dr.

(Mailing Address of the Holding Company) Street / P.O. Box

Tampa FL 33619
City State Zip Code

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Richard A. Mocsari CFO, GulfShore Bancshare,
Name Title

813-418-3050

Area Code / Phone Number / Extension

813-418-3098

Area Code / FAX Number

rmocsari@gulfshorebank.com

E-mail Address

Signature of Holding Company Director and Official

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID

C.I.

4114585

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

GulfShore Bancshares, Inc.
Legal Title of Subsidiary Holding Company

401 S. Florida Ave., Suite 100
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Tampa FL 33602
City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

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Physical location (if different from mailing address)

FORM FR Y-6
Validus Holdings, LLLP
Fiscal Year Ending December 31, 2012

Report Item 1: Annual Report to Shareholders

An annual report is not prepared for Validus Holdings, LLLP, the top tier holding company, but it is prepared for GulfShore Bancshares, Inc. the entity that issued stock to the shareholders. As of this report filing, the annual report is not complete, and will therefore be submitted under separate cover when it is available.

Report Item 2a: Organization Chart



* All entities are incorporated in Florida

Note (1): Validus Holdings, LLLP's number of shares owned remain constant from previous filings, however, its percentage of ownership has changed as GulfShore Bancshares, Inc. common stock outstanding has increased as a result of a common stock offering, which closed on 12/31/12; and as restricted stock grants vested in 2012.

Report Item 2b: Domestic Branch Listing

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK	12/31/2012	Full Service (Head Office)	3628777	GULFSHORE BANK	401 SOUTH FLORIDA AVENUE, SUITE 300	TAMPA	FL	33602	HILLSBOROU GH	UNITED STATES	467303	0	GULFSHORE BANK	3628777	
OK	12/31/2012	Full Service	4397409	SOUTH TAMPA OFFICE	3201 SOUTH MACDILL AVENUE	TAMPA	FL	33629	HILLSBOROU GH	UNITED STATES	Not Required	Not Required	GULFSHORE BANK	3628777	

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GulfShore Bancshares, Inc.
Fiscal Year Ending December 31, 2012

Report Item 3: Securities Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2012		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of each class of voting securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of each class of voting securities
Validus Holdings, LLLP Tampa, Florida, USA	USA	912,308 - 32% Common Stock (1)	N/A	N/A	N/A
Mark E. Levey Apollo Beach, FL	USA	143,308 - 5% common stock owned or controlled	N/A	N/A	N/A
R. Bob Smith, III Tampa, FL, USA	USA	140,929 - 5% common stock owned or controlled	N/A	N/A	N/A
Joseph L. Caballero Tampa, Florida, USA	USA	102,331 - 3% Common Stock 65,093 - 2% - Stock Options + Restricted Stock	N/A	N/A	N/A

Note (1): Validus Holdings, LLLP's number of shares owned remain constant from previous filing, however, its percentage of ownership has changed as GulfShore Bancshares, Inc. common stock outstanding has increased as a result of a common stock offering, which closed on 12/31/12; and as restricted stock grants vested in 2012.

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Validus Holdings, LLLP
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names, City, State, Country	Principal Occupation if other than with bank holding company	Title & Position with bank holding company	Title & position with subsidiaries (include names of subsidiaries)	Title & position with other businesses (include names of other businesses)	Percentage of voting shares in bank holding company	Percentage of voting shares in subsidiaries (include names of subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and % of voting securities held)
Mario Garcia Jr., Apollo Beach, FL, USA	Medical device company CEO, Electrostim Medical Services, Inc.	Director	n/a	Managing Member, General Partner of Validus Holdings, LLLP	100% voting control of Validus Holdings, LLLP via 1% ownership as General Partner of Validus Holdings, LLLP; and Validus Holdings, LLLP has 32% ownership of GulfShore Bancshares, Inc.	n/a	Validus Holdings, LLLP - 100% voting control via 1% ownership as General Partner of Validus Holdings, LLLP
				CEO, Electrostim Medical Services, Inc.			Validus Group LLC - 100%
				Managing Member, Validus Group LLC			Electrostim Medical Services, Inc. - 100%
				Management Committee Member - Carter Validus REIT Investment Management Company, LLC			Validus Aviation, LLC - 100% voting control via 1% ownership as General Partner of Validus Group, LLC
				Management Committee Member - Carter Validus Broker Dealer Investment Management Company, LLC			Validus Group Partners LTD - 100% voting control via 1% ownership as General Partner of Validus Group, LLC
				Director - Museum of Science & Industry, Tampa FL			

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 GulfShore Bancshares, Inc.
 Fiscal Year Ending December 31, 2012

Report Item 4: Insiders
 (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names, City, State, Country	(2) Principal Occupation if other than with bank holding company	(3)(a) Title & Position with bank holding company	(3)(b) Title & position with subsidiaries (include names of subsidiaries)	(3)(c) Title & position with other businesses (include names of other businesses)	(4)(a) Percentage of voting shares in bank holding company	(4)(b) Percentage of voting shares in subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and % of voting securities held)
Validus Holdings, LLLP Tampa, FL, USA	N/A	N/A	N/A	N/A	32%	N/A	N/A
							Note that Mario Garcia, Jr. holds 100% voting control of Validus Holdings, LLLP via 1% ownership as General Partner of Validus Holdings, LLLP; and Validus Holdings, LLLP has 32% ownership of GulfShore Bancshares, Inc.
John E. Carter Tampa, FL, USA	Real Estate Investor / Manager	Director	Director, GulfShore Bank	Carter & Associates, LLC - Vice Chairman / Principal Newport Realty, Inc. - Vice President Newport Realty Investments, LLC - Member Carter & Associates Advisory Services, LLC - Vice President Carter Validus REIT Investment Company, LLC - CEO Carter Validus Mission Critical REIT - CEO & Chairman Carter Validus Advisors, LLC - CEO Carter Validus RE Management Services, LLC - CEO Carter Validus Broker Dealer Investment Management Co - Chief Admin Officer Carter Validus Holdings II, LLC - CEO Newport Realty REIT Investments, LLC - President	1%	N/A	Newport Realty, Inc. - 100% Newport Realty Investments, LLC - 100% Carter & Associates Advisory Services, LLC - 26% Newport Realty REIT Investments, LLC - 75% Carter Holdings Enterprises Principals, LLC - 14%
Vincent J. Cassidy Tampa, FL, USA	Title Company	Director	Director, GulfShore Bank	Majesty Title Services, LLC - President Greater Tampa Chamber of Commerce - Board Member Tampa Metro YMCA - Board Member	1%	N/A	Majesty Title Services, LLC - 100% (as Mgr Member; own 99%) Majesty Properties, LLC - 100% (as Mgr Member; own 50%) VMEK, LLC - 100% (as Mgr Member; own 25%) Majesty Abstract Services II, LLC - 100% (as Mgr Member; own 99%) Florida Investors Capital, LLC - 4.4% (Managing Member) Tampa Developers, LLC - 20% (Managing Member)

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Fiscal Year Ending December 31, 2012

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(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names, City, State, Country	(2) Principal Occupation if other than with bank holding company	(3)(a) Title & Position with bank holding company	(3)(b) Title & position with subsidiaries (include names of subsidiaries)	(3)(c) Title & position with other businesses (include names of other businesses)	(4)(a) Percentage of voting shares in bank holding company	(4)(b) Percentage of voting shares in subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and % of voting securities held)
George A. Guida Tampa, FL, USA	Retired	Director	Director, GulfShore Bank	Retired	1%	N/A	N/A
Mark E. Levey Apollo Beach, FL, USA	Investor	Director	Director, GulfShore Bank	ML Trust GP, LLC - Mbr ML Investment Partnership, Ltd - Mbr ML Real Estate, Inc. - Mgr Carbon Craft, Inc. - Mgr Windwatch Properties, LLC - Mbr Lobstahs, LLC - Mbr Bay Luxe Properties, LLC - Mbr West Coast Body Shop, LLC - Mbr ML Trust Partnership, Ltd - Mbr	5%	N/A	Mark E. Levey Revocable Trust - 100% ML Trust GP, LLC - 100% ML Investment Partnership, Ltd - 100% (own 99%) ML Real Estate, Inc. - 100% Carbon Craft, Inc. - 50% Windwatch Properties, LLC - 50% Lobstahs, LLC - 50% Bay Luxe Properties, LLC - 83% West Coast Body Shop, LLC - 33.3% ML Trust Partnership, Ltd - 100% (via ownership of 1% General Partnership owner) 1810 Kennedy, LLC - 100% (via ML Real Estate) Snowmass VR 428, LLC - 100% (via ML Real Estate) Pompano 806, LLC - 100% (via ML Real Estate) Southshore 448, LLC - 100% (via ML Real Estate) 908 Group of Companies, LLC - 25% (via ML Real Estate) Deep Blue Aviation, LLC - 83% (via ML Real Estate)
Luciano L. Prida, Jr. Tampa, FL, USA	CPA	Director	Director, GulfShore Bank	President & Partner, Prida, Guida & Co. Member, Franklin Street Developers, LLC Member, Careless Prairie, LLC Director, MLC Farms, Inc	1%	N/A	Prida, Guida & Co. - 52% Franklin Street Developers, LLC - 30% Careless Prairie - 50% MLC Farms, Inc - 66.66%
Armando O. Roche Tampa, FL, USA	Surety Company	Chairman	Chairman of GulfShore Bank	Roche Surety & Casualty (sub to RFH) - CEO Roche Surety, Inc. (sub to RFH) - CEO Roche Family Holdings, Inc. ("RFH") - CEO Roche Bail Bonds of Arkansas, LLC (sub to Roche Surety & Casualty) Ocala Single Member LLC (sub to RFH) Pensacola Single Member LLC (sub to RFH) Taylor Road Single Member LLC (sub to RFH) Hazen Ft. King Single Member LLC (sub to RFH) Roche Bail Bonds, Inc - Owner	1%	N/A	Roche Family Holdings, Inc. - 100% voting All other entities to the left are subsidiaries of Roche Family Holdings, Inc. Roche Bail Bonds, Inc - 100%
R. Bob Smith, III Tampa, FL, USA	CEO	Director	Director, GulfShore Bank	Psychological Assessment Resources - CEO	5%	N/A	Psychological Assessment Resources - 25% Ark Applications, LLC - 40%

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Joseph L. Caballero Tampa, FL, USA	President & CEO	Director	Director, GulfShore Bank GulfShore Bank - President & CEO	CBJC, LLC - Managing Member Castle Rock BSP I, LLC - Managing Member	3%	N/A	CBJC, LLC - 25% Castle Rock BSP I, LLC - 50%
Richard A. Mocsari Tampa, FL	Chief Financial Officer	N/A	CFO of GulfShore Bank	N/A	1%	N/A	N/A
Edmund O'Carroll Tampa, FL, USA	Chief Operating Officer	N/A	COO of GulfShore Bank	Director, Meals on Wheels, Tampa	1%	N/A	N/A
Andrew Peterson Tampa, FL, USA	Chief Credit Officer	N/A	CCO of GulfShore Bank	N/A	1%	N/A	N/A