



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, 2013

Month / Day / Year

I, **Mario Garcia, Jr.**

Reporter's Name, Street, and Mailing Address

Validus Holdings, LLLP

Name of the Holding Company Director and Official

Legal Title of Holding Company

CEO & Managing Partner

3504 Cragmont Dr.

Title of the Holding Company Director and Official

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

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.

Tampa

FL

33619

City

State

Zip Code

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@gulfshorenbank.com

E-mail Address

Signature of Holding Company Director and Official

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

Date of Signature

3/28/14

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 **4114588**
C.I. _____

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 Banchsares, Inc.

Legal Title of Subsidiary Holding Company

401 S. Florida Ave.

(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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State

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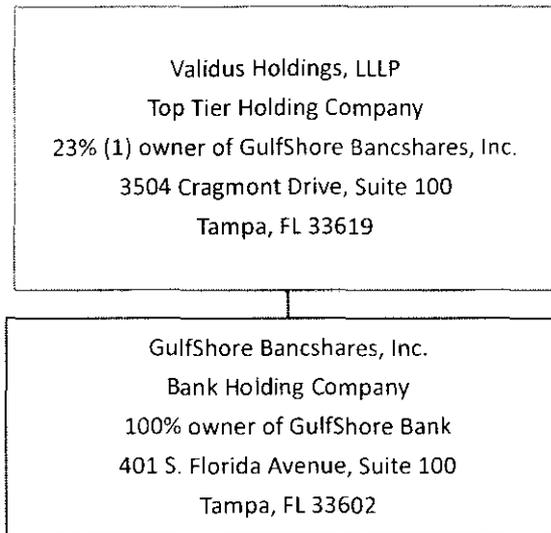
Physical location (if different from mailing address)

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Validus Holdings, LLLP
Fiscal Year Ending December 31, 2013

Report Item 1: Annual Report to Shareholders

An annual report is not prepared for Validus Holdings, L.L.P., 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



Note (1): Validus Holdings, L.L.P.'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 during 2013, and as restricted stock grants vested in 2013.

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	12/31/2013	Full Service (Head Office)	3628777	GULFSHORE BANK	401 SOUTH FLORIDA AVENUE, SUITE 100	TAMPA	FL	33602	HILLSBOROUGH	UNITED STATES	467303	0	GULFSHORE BANK	3628777	
OK	12/31/2013	Full Service	4397409	SOUTH TAMPA OFFICE	3201 SOUTH MACDILL AVENUE	TAMPA	FL	33629	HILLSBOROUGH	UNITED STATES	522051	1	GULFSHORE BANK	3628777	

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Validus Holdings, LLLP
Fiscal Year Ending December 31, 2013

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 12-31-2013			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 12/31/2013		
(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
Mario Garcia Jr. Apollo Beach, FL USA	USA	100% voting control of Validus Holdings, LLLP via 1% ownership as General Partner of Validus Holdings, LLLP	N/A	N/A	N/A

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 GulfShore Bancshares, Inc.
 Fiscal Year Ending December 31, 2013

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 12-31-2013			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 12/31/2013		
(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 - 23% Common Stock (1)	Joseph L. Caballero Tampa, Florida, USA	USA	104,860 - 3% Common Stock 62,564 - 2% - Options on common stock (Percentages shown are prior to equity offering at 3/31/13, and subsequent to offering were reduced to less than 5% ownership.)
Mark E. Levey Apollo Beach, FL	USA	710,000 - 18% common stock owned or controlled			
Jon C. Bruss Hartland, WI, USA	USA	205,762 - 5% common stock controlled			

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 during 2013; and as restricted stock grants vested in 2013.

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Validus Holdings, LLLP
Fiscal Year Ending December 31, 2013

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 Group Partners, LTD - 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 Aviation, LLC - 100% voting control via 1% ownership as General Partner of Validus Group, LLC
				Management Committee Member - Carter Validus REIT Investment Management Company II, LLC			Validus Senior Living Holdings, LLC - 90% owned by Validus Group Partners LTD
				Investment Committee Member - Carter Validus Advisor II, LLC			Validus Senior Living REIT Investment Management Company, LLC - 60% owned by Validus Group Partners LTD
				Director - Museum of Science & Industry, Tampa FL			

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 GulfShore Bancshares, Inc
 Fiscal Year Ending December 31, 2013

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 Miami, Florida, U.S.A.	N/A	N/A	N/A	N/A	23%	N/A	N/A
Marc Valdez, Jr., Voting interests General Partner				Managing Member, General Partner of Validus Holdings, LLLP			Validus Holdings, LLLP - 100% voting control via 100% ownership as General Partner of Validus Holdings, LLLP
Lampy, FL, USA				CEO, Electrosm Medical Services, Inc. Managing Member, Validus Group LLC Management Committee Member - Carter Validus RHP Investment Management Company, LLC Management Committee Member - Carter Validus Bank Deals Investment Management Company, LLC Management Committee Member - Carter Validus RHP Investment Management Company, LLC Investment Committee Member - Carter Validus Advisor II LLC Director - Museum of Science & Industry - Tampa FL			Validus Group LLC - 13% Electrosm Medical Services, Inc. - 100% Validus Group Partners L.P. - 100% voting control via 100% ownership as General Partner of Validus Group LLC Validus Acquisitions, LLC - 100% voting control via 100% ownership as General Partner of Validus Group LLC Validus Structuring Holdings, LLC - 90% owned by Validus Group Partners L.P. Validus Structuring II Investment Management Company, LLC - 90% owned by Validus Group Partners L.P.
Fortress Partners Banc Ventures I, LP	Investor	N/A	N/A	N/A	2%	N/A	N/A
Eric C. Buss, voting control via 100% control of General Partner, Fortress Partners Capital Management, Ltd. Hartland, WI, USA	Bank investor and advisor	Director	Director, GulfShore Bank	Managing Principal and CEO, Fortress Partners Capital Management, L.P.		N/A	Fortress Partners Capital Management, Ltd. - 100% Foundation Financial Partners, LLC - 100% ownership plus Managing Member
Fortress Partners Banc Ventures II, LP	Investor	N/A	N/A	N/A	2%	N/A	N/A
Eric C. Buss, voting control via 100% control of General Partner, Fortress Partners Capital Management, Ltd. Hartland, WI, USA	Bank investor and advisor	Director	Director, GulfShore Bank	Managing Principal and CEO, Fortress Partners Capital Management, L.P.		N/A	Fortress Partners Capital Management, Ltd. - 100% Foundation Financial Partners, LLC - 100% ownership plus Managing Member

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Fiscal Year Ending December 31, 2013

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)
John E. Carter Tampa, FL, USA	Real Estate Investor Manager	Director	Director, GulfShore Bank	Carter & Associates, LLC - Vice Chairman 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 REIT Management Company, LLC - CIO Carter Validus Mission Critical REIT - CEO & Chairman Carter Validus Mission Critical REIT II - CEO & Chairman Carter Validus Advisors, LLC - CIO Carter Validus Advisors II, LLC - CEO Carter Validus RE Management Services, LLC - CIO 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 - 36% Newport Realty REIT Investments, LLC - 75%
Vincent J. Cassidy Tampa, FL, USA	Title Company	Director	Director, GulfShore Bank	Maesty Title Services, LLC - President Greater Tampa Chamber of Commerce - Board Member Tampa Metro YMCA - Board Member Florida Land Title Association - Director - Chair Tampa Hillsborough Expressway Authority - Board Member	1%	N/A	Maesty Title Services, LLC - 100% (as Mgr Member, own 99%) Maesty Properties, LLC - 100% (as Mgr Member, own 50%) VMEK, LLC - 100% (as Mgr Member, own 25%) Maesty Abstract Services II, LLC - 100% (as Mgr Member, own 99%) Florida Investors Capital, LLC - 25% (Managing Member) Tampa Developers, LLC - 20% (Managing Member)
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	N/A	18%	N/A	Mark E. Levey Revocable Trust - 100% ML Trust GP, LLC - 100% ML GSR Revocable Trust (in formation) - 100% ML Investment Partnership, Ltd. - 100% (own 99%) ML Real Estate, Inc. - 100% 1810 Kennedy, LLC - 25% Snohomash AR 428, LLC - 100% Pompano 806, LLC - 13% Seashore 448, LLC - 100% 908 Group of Companies, LLC - 25% Carbon Craft, Inc. - 50% Windwatch Properties, LLC - 50% Bay Luxe Properties, LLC - 83% Lebsch, LLC - 50% West Coast Body Shop, LLC - 50% ML Trust Partnership, Ltd. - 100% (via ownership of 1% General Partnership - owner) Deep Blue Aviation, LLC - 45% (via Bay Luxe Properties, LLC)

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GulfShore Bancshares, Inc.
Fiscal Year Ending December 31, 2013

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)
Jonathan A. Levy Tampa, FL, USA	Investor	Director	Director, GulfShore Bank	Redstone Construction, Inc. - President Redstone Commercial LLC - Manager Redstone Asset Management Services, LLC - Manager Redstone Funding, LLC - Manager Huntington Bancshares Inc. - Director Huntington National Bank - Director Jonas Toban LLC - Managing Member Jonas Toledo LLC - Manager Liberty Funding Corp. - President BLS Bennation LLC - Managing Member BLS Commers LLC - Managing Member BLS Realty Corp. - President CJS Realty Inc. - President Leola Post LLC - Manager Leola Leola LLC - Managing Member HBB Myers LLC - Managing Member HBB Windham LLC - Managing Member Blue Properties Inc. - President Greenleaf Realty Corp. - President BK Belmont LLC - Managing Member Leola Buckramson LLC - Managing Member Leola Investors LLC - Managing Member Dorby Properties - Managing Member HBB Sorensen LLC - Managing Member HBB Pasco LLC - Managing Member HBB Gunn LLC - Managing Member of Managing Member HBB Sorensen LLC - Managing Member Jokadota Limited Partnership - General Partner Leola Dakota LLC - General Partner Bergass Capital LLC - Manager HBB GulfBreeze LLC - Manager	1%	N/A	Leola Leola LLC - 25% Jonas Toledo LLC - 25% Redstone Construction, Inc. - 50% BLS Commers LLC - 25% Jonas Pasco LLC - 50% Liberty Funding Corp. - 25% HBB Windham LLC - 25% BLS Realty Corp. - 50% Blue Properties Inc. - 50% Greenleaf Realty Corp. - 25% GWA Limited Partnership - 25% BK Leola Realty - 25% BK Belmont LLC - 25% Leola Investors LLC - 50% HBB Pasco LLC - 25% HBB Sorensen LLC - 25% Leola Dakota LLC - 50% Bergass Capital LLC - 25%
Kenneth M. Pierce Apollo Beach, FL, USA	Investor	Director	Director, GulfShore Bank	N/A	1%	N/A	West Coast Body Shop LLC - 25% Carroll Corp. Inc. - 25% KMP Real Estate and Investments Partnership, Ltd. - 100% KMP Management, LLC - 100% Tampa Bay Diversities LLC - 25% HBB Development - 25% CCGSL Consulting Inc. - 100% Bayview Properties LLC - 25% Leola Investors Capital, LLC - 25% Windward Properties, LLC - 50%
Luciano L. Prida, Jr. Tampa, FL, USA	CPA	Director	Director, GulfShore Bank	Prida, Prida & Co. - Partner Franklin Street Developers, LLC - Member Carless Place, LLC - Member MHC James, Inc. - Director Safety Source - Member	1%	N/A	Prida Landy & Co. - 25% Franklin Street Developers, LLC - 25% Carless Place - 50%

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Armando O. Roche Tampa, FL, USA	Surety Company	Chairman	Chairman of GulfShore Bank	Roche Family Holdings, Inc. (RFH) - CEO Roche Surety, Inc. (sub to RFH) - CFO Roche Surety & Casualty (sub to RFH) - CEO Roche Bail Bonds of Arkansas, LLC (sub to Roche Surety & Casualty) Orala Single Member LLC (sub to RFH) Densicola Single Member LLC (sub to RFH) Tayer Road Single Member LLC (sub to RFH) Hazen Ft. King Single Member LLC (sub to RFH) Roche Bail Bonds, Inc. - Owner Roche Monitoring LLC (sub to RFH)	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	2%	N/A	Psychological Assessment Resources - 25% Ark Applications LLC - 40%
Joseph L. Caballero Tampa, FL, USA	President & CEO	Director	Director, GulfShore Bank GulfShore Bank - President & CEO	CBIC, LLC - Managing Member Castle Rock BSP, LLC - Managing Member LB2, LLC - Managing Member	3%	N/A	CBIC, LLC - 25% Castle Rock BSP, LLC - 50% LB2, LLC - 41%
Richard A. Mocsari Tampa, FL	Chief Financial Officer	N/A	SVP & COO of GulfShore Bank	N/A	1%	N/A	N/A
Edmund O Carroll Tampa, FL, USA	Chief Operating Officer	N/A	V.P. & COO of GulfShore Bank	Director, Meals on Wheels, Tampa	1%	N/A	N/A
Andrew Peterson Tampa, FL, USA	Chief Credit Officer	N/A	SVP & COO of GulfShore Bank	N/A	1%	N/A	N/A