

REVISED
7/27/15

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

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, 2014

Month / Day / Year

N/A.

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

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.

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.

Physical Location (if different from mailing address)

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 4114585
C.I.

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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City State Zip Code

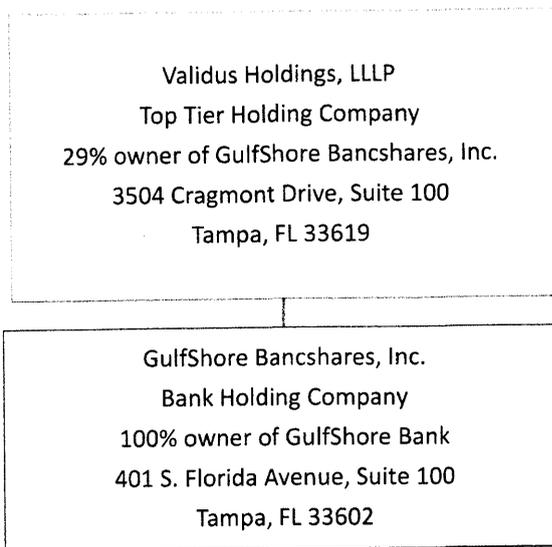
Physical Location (if different from mailing address)

FORM FR Y-6
Validus Holdings, LLLP
Fiscal Year Ending December 31, 2014

Report Item 1: Annual Report to Shareholders

An annual report is not prepared for Validus Holdings, LLLP, the top tier holding company.

Report Item 2a: Organization Chart



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
		Full Service (Head Office)	3628777	GULFSHORE BANK	401 SOUTH FLORIDA AVENUE, SUITE 100	TAMPA	FL	33602	HILLSBOROUGH	UNITED STATES	467303	0	GULFSHORE BANK	3628777	
		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, 2014

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 12-31-2014			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 12/31/2014		
(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.
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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 12-31-2014			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 12/31/2014		
(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 (control via General Partner, Mario Garcia, Jr.) Tampa, Florida, USA	USA	1,302,091 - 29.48% Common Stock (including 2,186 shares owned by Mario Garcia, Jr., the General Partner, with 100% voting control of Validus Holdings, LLLP)	None		
Mark E. Levey Apollo Beach, FL	USA	710,512 - 16.09% common stock			
Fortress Partners Banc Ventures I, LP, and Fortress Partners Banc Ventures II, LP (control via Jon C. Bruss, Manager of each LP)		293,790 - 6.65% common stock (146,895 shares owned by each entity, and controlled by Jon C. Bruss, Manager)			
Hartland, WI, USA	USA				

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Validus Holdings, LLLP
Fiscal Year Ending December 31, 2014

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 29.48% 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 REIT Investment Management Company II, LLC			Validus Aviation, LLC - 100% voting control via 1% ownership as General Partner of Validus Group, LLC
				Investment Committee Member - Carter Validus Advisor I & II, LLC			Validus Senior Living Holdings, LLC - 90% owned by Validus Group Partners LTD
				Director - Museum of Science & Industry, Tampa FL			Validus Senior Living REIT Investment Management Company, LLC - 60% owned by Validus Group Partners LTD

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Report Item 4: Insiders
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Validus Holdings, LLLP Mario Garcia, Jr. - voting control as General Partner Tampa, FL, USA	N/A	N/A	N/A	N/A Managing Member, General Partner of Validus Holdings, LLLP CEO, Electrostim Medical Services, Inc. Managing Member, Validus Group LLC Management Committee Member - Carter Validus REIT Investment Management Company, LLC Management Committee Member - Carter Validus REIT Investment Management Company II, LLC Investment Committee Member - Carter Validus Advisor I & II, LLC Director - Museum of Science & Industry, Tampa FL	29.48%	N/A	N/A Validus Holdings, LLLP - 100% voting control via 1% ownership as General Partner of Validus Holdings, LLLP Validus Group LLC - 100% Electrostim Medical Services, Inc. - 100% Validus Group Partners, LTD - 100% voting control via 1% ownership as General Partner of Validus Group LLC Validus Aviation, LLC - 100% voting control via 1% ownership as General Partner of Validus Group, LLC Validus Senior Living Holdings, LLC - 90% owned by Validus Group Partners LTD Validus Senior Living REIT Investment Management Company, LLC - 60% owned by Validus Group Partners LTD
Fortress Partners Banc Ventures I, LP Jon C. Bruss; voting control via 100% control of General Partner, Fortress Partners Capital Management, Ltd. Hartland, WI, USA	Investor	N/A	N/A	N/A Managing Principal and CEO, Fortress Partners Capital Management, LTD	3.33%	N/A	N/A Fortress Partners Capital Management, Ltd. - 100% Foundation Financial Partners, LLC 100% (via 100% ownership of its Managing Member)
Fortress Partners Banc Ventures II, LP Jon C. Bruss; voting control via 100% control of General Partner, Fortress Partners Capital Management, Ltd. Hartland, WI, USA	Investor	N/A	N/A	N/A Managing Principal and CEO, Fortress Partners Capital Management, LTD	3.33%	N/A	N/A Fortress Partners Capital Management, Ltd. - 100% Foundation Financial Partners, LLC 100% (via 100% ownership of its Managing Member)

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

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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 Advisory Services II, LLC - President Carter Validus REIT Investment Company, LLC - CEO Carter Validus REIT Management Company II, LLC - CEO Carter Validus Mission Critical REIT - CEO & Chairman Carter Validus Mission Critical REIT II - CEO & Chairman Carter Validus Advisors, LLC - CEO Carter Validus Advisors II, 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	0.69%	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	Majesty Title Services, LLC - CEO Greater Tampa Chamber of Commerce - Board Member / Exec Committee Tampa Metro YMCA - Board Member Florida Land Title Association - Board Member Tampa Hillsborough Expressway Authority - Board Member Majesty Properties, LLC - member VMEK, LLC - member Florida Investors Capital - member	0.95%	N/A	Majesty Title Services, LLC - 99% Majesty Properties, LLC - 50% VMEK, LLC - 25% Majesty Abstract Services II, LLC - 100% (as Mgr Member, own 99%) Florida Investors Capital, LLC - 2% (Managing Member) 556 Riviera Dr, LLC - 15% 4922 St. Croix, LLC - 5%

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George A. Guida Tampa, FL, USA	Retired	Director	Director, GulfShore Bank	Retired	0.62%	N/A	N/A
Mark E. Levey Apollo Beach, FL, USA	Investor	Director	Director, GulfShore Bank	N/A	16.09%	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% 1810 Kennedy, LLC - 100% Snowmass VR 428, LLC - 100% Pompano 806, LLC - 100% Southshore 448, LLC - 100% 908 Group of Companies, LLC - 25% Carbon Craft, Inc. - 80% Windwatch Properties, LLC - 50% Lobstahs, LLC - 50% Bait, LLC - 50% West Coast Body Shop, LLC - 33% ML Trust Partnership, Ltd - 100% (via ownership / control of GP) Balibay 616, LLC - 100% 29 Blvd of Presidents, LLC - 100% Monecle Developers, LLC - 33% Healthy Intent, LLC - 100% Brightwaters Blvd, LLC - 33% West Tyson, LLC - 70% Rattlesnake Marine, LLC - 70%

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Jonathan A. Levy Tampa, FL, USA	Investor	Director	Director, GulfShore Bank	Redstone Investments - Managing Partner Simco Management Corp - Trust Advisor Jonlee Lebanon LC - Managing Member Jonlee Toledo LTD - Manager Redstone Construction, Inc. - President BLS Bennington L.C. - Managing Member BLS Commerce LTD - Managing Member BLS Limited Partnership - Officer of GP CFS Limited Partnership - Officer of GP CFS Realty Inc - President Jonlee Tampa LTD - limited partner Liberty Funding Corp - President Jonlee Lewiston LLC - Managing Member Route 46 Land Partners LTD - partner JLB Ft Myers LLC - Managing Member JLB Windham LLC - Managing Member BLS Realty Corp - President Blue Properties Inc - President Greenville Realty Corp - President GWO Limited Partnership - limited partner JKL Barre LLC - Managing Member JKL Belmont LTD - Managing Member Jonlee Buckhannon LC - Managing Member Jonlee Investors LTD - Managing Member JLB Suncoast LLC - Managing Member JLB Pasco LLC - Managing Member JLB Gunn LLC - Managing Member of Managing Member JLB Southeast LLC - Managing Member Jokadoza Limited Partnership - General Partner Redstone Funding, LLC - Manager Bentgrass Capital LLC - Manager JLB GulfBreeze LLC - Manager JLB Mint Hill, LLC - Manager JLB North, LLC - Manager JLB Sunshine, LLC - Manager BLS Salisbury, LLC - Manager Redstone Asset Management Services, LLC - Manager Redstone Commercial, LLC - Manager JLB Pizza, LLC - Manager Hillsborough Lacross Alliance - President Huntington Bancshares Inc. - Director Huntington National Bank - Director	0.69%	N/A	Jonlee Lebanon, LC - 25% Jonlee Toledo LTD - 25% Redstone Construction, Inc. - 50% BLS Commerce LTD - 33% Jonlee Tampa LTD - 25% Liberty Funding Corp. - 25% JLB Windham LLC - 35% BLS Realty Corp - 33% Blue Properties Inc - 50% Greenville Realty, Corp - 33% GWO Limited Partnership - 31% JKL Barre LLC - 33% JKL Belmont LTD - 33% Jonlee Buckhannon LC - 25% Jonlee Investors LTD - 50% JLB Pasco LLC - 30% JLB Gunn, LLC - 40% JLB Southeast LLC - 42% Bentgrass Capital LLC - 26% Redstone Asset Management Services, LLC - 35% Redstone Commercial, LLC - 30% JLB Pizza, LLC - 30%

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Kenneth M. Pierre Apollo Beach, FL, USA	Investor	Director	Director, GulfShore Bank	N/A	2.81%	N/A	West Coast Body Shop, LLC - 33% Carbon Craft, Inc. - 20% KMP Real Estate and Investments Partnership, Ltd - 100% KMP Management, LLC - 100% Tampa Bay Developers, LLC - 20% 908 Development - 25% CCGNU Consulting Inc. - 50% Bavluxe Properties, LLC - 17% Windwatch Properties, LLC - 50% West Tysopn, LLC - 30% Rattlesnake Marine Center, LLC - 30% Monacle Developers, LLC - 33%
Luciano L. Prida, Jr. Tampa, FL, USA	CPA	Director	Director, GulfShore Bank	Prida, Guida & Co. - Partner Franklin Street Developers, LLC - Member Careless Prairie, LLC - Member MLC Farms, Inc - Director Safety Squeeze - Member	0.58%	N/A	Prida, Guida & Co. - 52% Franklin Street Developers, LLC - 30% Careless Prairie - 50%
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) - CEO Roche Surety & Casualty (sub to RFH) - CEO 4107 N Himes, LLC (sub to Roche Surety & Casualty) RFH Ocala Single Member LLC (sub to RFH) RFH Pensacola Single Member LLC (sub to RFH) RFH Taylor Road Single Member LLC (sub to RFH) RFH Hazen Ft. King Single Member LLC (sub to RFH) RFH Heiter Single Member LLC / RFH Tampa Bay (sub to RFH) Roche Bail Bonds, Inc - Owner Roche Parking Services, LLC (sub to RFH) Roche Monitoring LLC (sub to RFH)	1.08%	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	3.25%	N/A	Psychological Assessment Resources - 25% Ark Applications, LLC - 40%
Joseph I. 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 LB2J, LLC - Managing Member	2.37% 3.6% common stock+options	N/A	CBJC, LLC - 25% Castle Rock BSP I, LLC - 50% LB2J, LLC - 41%
Richard A. Moesari Tampa, FL	Chief Financial Officer	N/A	SVP & CFO of GulfShore Bank	Corbett Preparatory School of IDS - Board of Trustees Member	0.11% 0.5% common stock+options	N/A	N/A

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Edmund O'Carroll Tampa, FL, USA	Chief Operating Officer	N/A	EVP & COO of GulfShore Bank	Director, Meals on Wheels, Tampa	0.44%	N/A	N/A
Andrew Peterson Tampa, FL, USA	Chief Credit Officer	N/A	SVP & CCO of GulfShore Bank	N/A	1.1% common stock+options 0.17%	N/A	N/A