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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.

I, **Mario Garcia, Jr**

Name of the Holding Company Director and Official

**CEO & Managing Partner**

Title of the Holding Company Director and Official

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.

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. \_\_\_\_\_

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

**December 31, 2015**

Month / Day / Year

**N/A**

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

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

**N/A**

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**Richard 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

**N/A**

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."

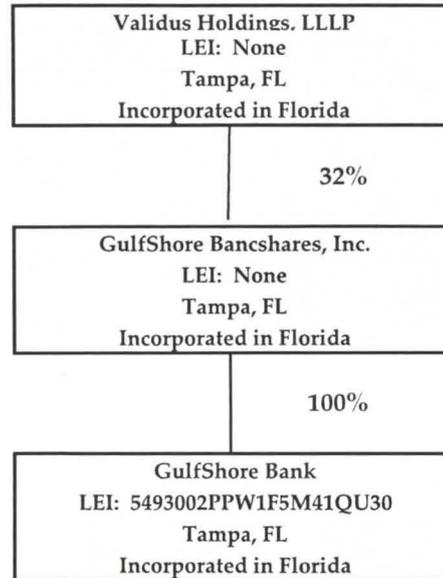
No

FORM FR Y-6  
Validus Holdings, LLLP  
Fiscal Year Ending December 31, 2015

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



 **REVISED**  
4/22/16.

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		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		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, 2015

**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 12-31-2015			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 12/31/2015		
(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, 2015

**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 12-31-2015			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 12/31/2015		
(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	1,768,143; 32.35% Common Stock (including 3,121 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	USA	711,096 - 13.01% common stock			
Fortress Partners Banc Ventures I, LP, and Fortress Partners Banc Ventures II, LP (control via Jon C. Bruss, Manager of each LP) Hartland, WI, USA	USA	294,447 - 5.39% common stock (146,895 shares owned by each entity, and controlled by Jon C. Bruss, Manager; plus 657 shares owned by Jon C. Bruss)			

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Validus Holdings, LLLP  
Fiscal Year Ending December 31, 2015

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, Chairman & Founder, 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 32.35% 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
				Management Committee Member - Carter Validus REIT Investment Management Company III, LLC			Validus Senior Living Holdings, LLC - 90% owned by Validus Group Partners LTD
				Management Committee Member - Carter Validus REIT Investment Management Company IV, LLC			Validus Senior Living REIT Investment Management Company, LLC - 60% owned by Validus Group Partners LTD
				Management Committee Member - Strategic Capital / SC Distributors			Validus Broker Dealer Investment Management Company, LLC - 76.3% via control of Validus Group Partners, LTD
				Investment Committee Member - Carter Validus Advisor I & II, LLC			Carter Validus REIT Investment Management Company, LLC - 36% via control of Validus Group Partners, LTD
				Director - Museum of Science & Industry, Tampa FL			

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GulfShore Bancshares, Inc.  
Fiscal Year Ending December 31, 2015

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 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  Management Committee Member - Carter Validus REIT Investment Management Company III, LLC  Management Committee Member - Carter Validus REIT Investment Management Company IV, LLC  Investment Committee Member - Carter Validus Advisor I & II, LLC  Director - Museum of Science & Industry, Tampa FL	32.35%	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  Validus Broker Dealer Investment Management Company, LLC - 76.3% via control of Validus Group Partners, LTD  Carter Validus REIT Investment Management Company, LLC - 36% via control of Validus Group Partners, LTD
Marty E. Adams Naples, FL, USA	President, Marty Adams Consulting, LLC	Director	Director, GulfShore Bank	Managing Partner, Strategic Value Bank Partners, L.P.	1.28%	N/A	Marty Adams Consulting, LLC - 100%  Strategic Value Investors, LLC - 35%
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	2.69%	N/A	N/A  Fortress Partners Capital Management, Ltd. - 100%
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	2.69%	N/A	N/A  Fortress Partners Capital Management, Ltd. - 100%
Jon C. Bruss Hartland, WI, USA	Bank investor and advisor	Director	Director, GulfShore Bank	Managing Principal and CEO, Fortress Partners Capital Management, LTD	0.01%	N/A	Fortress Partners Capital Management, Ltd. - 100%  Foundation Financial Partners, LLC 100% (via 100% ownership of its Managing Member)

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 Fiscal Year Ending December 31, 2015

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  CV 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 RE Management Services II, LLC - CEO Newport Realty REIT Investments, LLC - President CV REIT Management Company, LLC - Co-CEO CV Asset Management, LLC - Co-CEO Newport Advisor Ownership, LLC - Manager Newport REIT Investment II, LLC - Manager	0.57%	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 Insurance Company	Director	Director, GulfShore Bank	Majesty Title Services, LLC - CEO, Member  Greater Tampa Chamber of Commerce - Board Member / Exec Committee Majesty Properties, LLC - member VMEK, LLC - member  Florida Investors Capital - member of member Tampa Hillsborough Expressway Authority - Board Member  Greater Tampa Chamber of Commerce - Board Member / Exec Committee	0.79%	N/A	Majesty Title Services, LLC - 95%  Majesty Properties, LLC - 50%  VMEK, LLC - 25% Florida Investors Capital, LLC - 4.2% (Managing Member)  4922 St. Croix, LLC - 5.4%
George A. Guida Tampa, FL, USA	Retired banker	Director	Director, GulfShore Bank	Retired banker	0.50%	N/A	N/A
Mark E. Levey Tampa, FL, USA	Investor	Director	Director, GulfShore Bank	N/A	13.01%	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. - 50% Windwatch Properties, LLC - 50% Lobstahs, LLC - 50% Healthy Intent, LLC - 50% West Tyson, LLC - 70% ML Trust Partnership, Ltd. - 100% (via ownership / control of GP) Monocle Developers, LLC - 33% Tampa Bay Developers 5% Rattlesnake Marine, LLC - 70% Waterways, LLC - 100% ML GSB Revocable Trust (in formation) - 100%

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

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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	0.93%	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%



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

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Kenneth M. Pierce Tampa, FL, USA	Investor	Director	Director, GulfShore Bank	N/A	2.29%	N/A	Carbon Craft, Inc. - 15% KMP Real Estate and Investments Partnership, Ltd - 100%  KMP Management, LLC - 100% Tampa Bay Developers, LLC - 20% 908 Development - 25% CCGNU Consulting Inc. - 50% Bayluxe 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 Careless Prairie, LLC - Member MLC Farms, Inc - Shareholder Safety Squeeze - Member	0.88%	N/A	Prida, Guida & Co. - 52% Careless Prairie - 50% MLC Farms, Inc 66%
Armando O. Roche Tampa, FL, USA	Surety & Casualty 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 Roche Bail Bonds of Arkansas, LLC (sub to RFH) - CEO 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) Roche Bail Bonds, Inc - Owner	1.07%	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	2.64%	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	CBJC, LLC - Managing Member LB2J, LLC - Managing Member	1.92% 3% common stock+options	N/A	CBJC, LLC - 25% LB2J, LLC - 41%
Richard A. Mocsari Tampa, FL, USA	Chief Financial Officer	N/A	SVP & CFO of GulfShore Bank	Corbett Preparatory School of IDS - Board of Trustees Member	0.15% 0.6% common stock+options	N/A	N/A
Edmund O'Carroll Tampa, FL, USA	Chief Operating Officer	N/A	EVP & COO of GulfShore Bank		0.36% 1% common stock+options	N/A	N/A
Andrew Peterson Tampa, FL, USA	Chief Credit Officer	N/A	SVP & CCO of GulfShore Bank	N/A	0.14% 0.5% common stock+options	N/A	N/A