



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, **Robert M. Clements**

Reporter's Name, Street, and Mailing Address

EverBank Financial Corp

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman and Chief Executive Officer

501 Riverside Avenue, 12th Floor

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.

Jacksonville

FL

32202

City

State

Zip Code

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:

Mark Baum

Senior Vice President

Name

Title

904 623-8191

Area Code / Phone Number / Extension

904623-8100

Area Code / FAX Number

mark.baum@everbank.com

E-mail Address

www.everbank.com

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

Signature of Holding Company Director and Official

03/31/2014

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 **353857**

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:

Items 2, 3 + 4

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



Board of Governors of the Federal Reserve System

Report FR Y-6

For

**EverBank Financial Corp
(Docket H-4188)**

This FR Y-6 for EverBank Financial Corp (the “Company”), a Delaware corporation, is for the fiscal year ending December 31, 2013. The Company is the savings and loan holding company of EverBank, a federal savings association.

**Item 1.
Annual Report to Shareholders**

See *Public Exhibit 1* for a copy of the Company’s 2013 Annual Report to Shareholders.

**Item 2(a).
Organization Chart**

See *Public Exhibit 2(a)* for a copy of the Company’s organization chart.

**Item 2(b).
Domestic Branch Listing**

See *Public Exhibit 2(b)* for a copy of EverBank’s domestic branch listing.

See *Confidential Exhibit 1* for certain other information required by Item 2(b) with respect to EverBank’s domestic branch listing.

**Item 3.
Securities Holders.**

See *Public Exhibit 3* for certain information required by Item 3(1) and 3(2) with respect to the Company’s securities holders.

See *Confidential Exhibit 2* for certain other information required by Item 3(1) with respect to the Company’s securities holders.

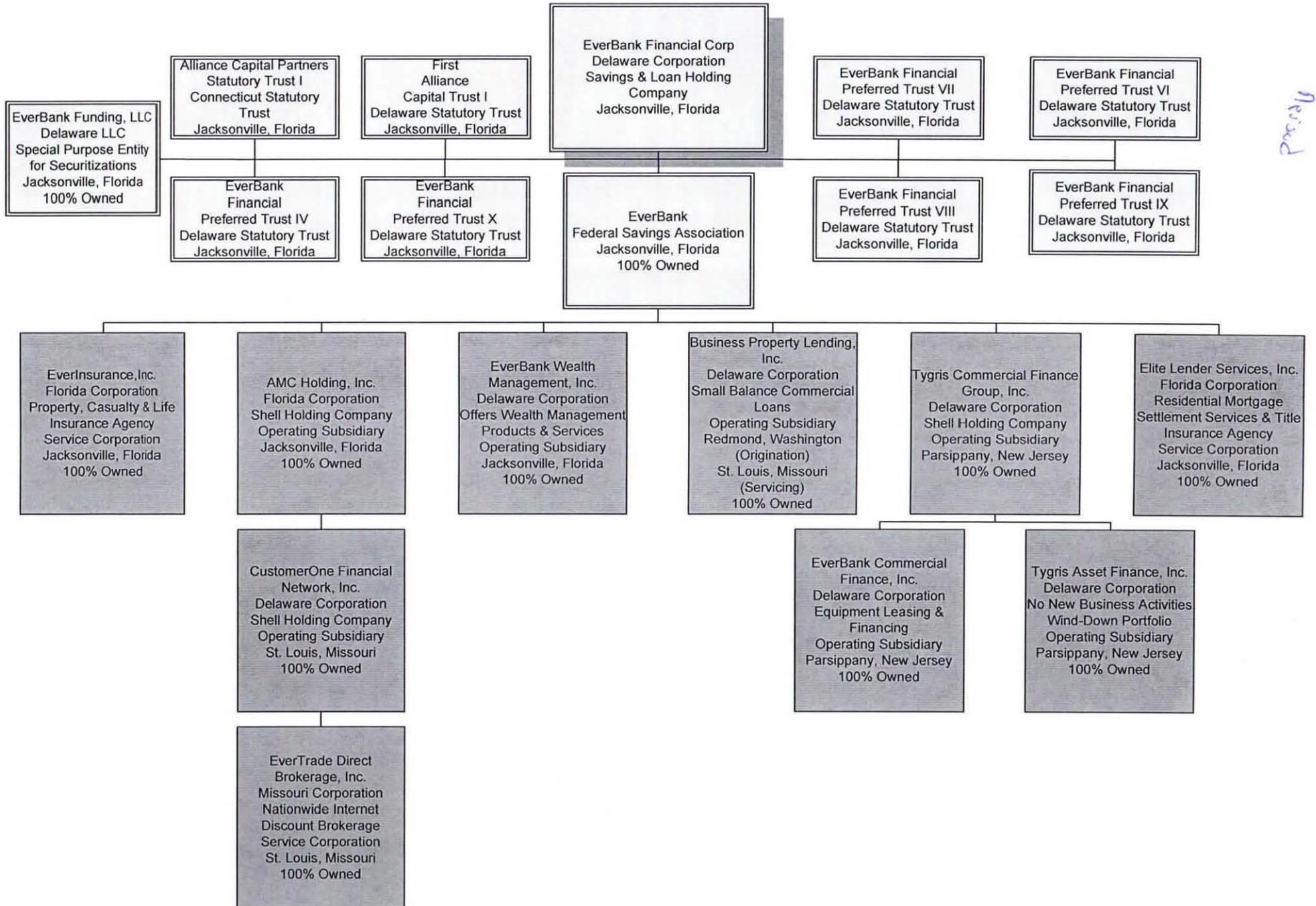
**Item 4.
Insiders.**

See *Public Exhibit 4* for certain information required by Item 4 with respect to the Company’s “Insiders.”

See *Confidential Exhibit 3* for certain other information required by Item 4 with respect to the Company’s “Insiders.”

Master Corporate Organizational Chart

As of 12/31/2013



Revised

**Report Item 2(a) – Supporting Information to Organizational Chart
As of December 31, 2013**

Name of Legal Entity	State of Incorporation	Physical Address	Ownership Structure
EVERBANK FINANCIAL CORP	Delaware	Jacksonville, Florida, USA	<ul style="list-style-type: none"> • Ultimate parent company.
EVERBANK FUNDING, LLC	Delaware	Jacksonville, Florida, USA	<ul style="list-style-type: none"> • Owned 100% by EverBank Financial Corp
EVERBANK	Federal Savings Association	Jacksonville, Florida, USA	<ul style="list-style-type: none"> • Owned 100% by EverBank Financial Corp
EVERINSURANCE, INC.	Florida	Jacksonville, Florida, USA	<ul style="list-style-type: none"> • Owned 100% directly by EverBank • Owned 100% indirectly by EverBank Financial Corp
AMC HOLDING, INC.	Florida	Jacksonville, Florida, USA	<ul style="list-style-type: none"> • Owned 100% directly by EverBank • Owned 100% indirectly by EverBank Financial Corp
CUSTOMERONE FINANCIAL NETWORK, INC.	Delaware	St. Louis, Missouri, USA	<ul style="list-style-type: none"> • Owned 100% directly by AMC Holding, Inc. • Owned 100% indirectly by EverBank Financial Corp
EVERTRADE DIRECT BROKERAGE, INC.	Missouri	St. Louis, Missouri, USA	<ul style="list-style-type: none"> • Owned 100% directly by CustomerOne Financial Network, Inc. • Owned 100% indirectly by EverBank Financial Corp
EVERBANK WEALTH MANAGEMENT, INC.	Delaware	Jacksonville, Florida, USA	<ul style="list-style-type: none"> • Owned 100% directly by EverBank • Owned 100% indirectly by EverBank Financial Corp
BUSINESS PROPERTY LENDING, INC.	Delaware	Redmond, Washington, USA St. Louis, Missouri, USA	<ul style="list-style-type: none"> • Owned 100% directly by EverBank • Owned 100% indirectly by EverBank Financial Corp
TYGRIS COMMERCIAL FINANCE GROUP, INC.	Delaware	Parsippany, New Jersey, USA	<ul style="list-style-type: none"> • Owned 100% directly by EverBank • Owned 100% indirectly by EverBank Financial Corp
EVERBANK COMMERCIAL FINANCE, INC.	Delaware	Parsippany, New Jersey, USA	<ul style="list-style-type: none"> • Owned 100% directly by Tygris Commercial Finance Group, Inc. • Owned 100% indirectly by EverBank Financial Corp
TYGRIS ASSET FINANCE, INC.	Delaware	Parsippany, New Jersey, USA	<ul style="list-style-type: none"> • Owned 100% directly by Tygris Commercial Finance Group, Inc. • Owned 100% indirectly by EverBank Financial Corp
ELITE LENDER SERVICES, INC.	Florida	Jacksonville, Florida, USA	<ul style="list-style-type: none"> • Owned 100% directly by EverBank • Owned 100% indirectly by EverBank Financial Corp

Review

**Report Item 2(b) – Domestic Branch Listings
As of December 31, 2013**

Popular Name of Branch	Date the Branch Opened, Closed or Experienced a Change	Physical Address	Branch Service Type
EVERBANK	7/9/2007	501 Riverside Avenue Jacksonville, Florida 32202 Duval County, USA	Full Service (Head Office)
MIAMI-DADE COUNTY - AVENTURA BRANCH	5/28/2010	19058 NE 29 th Avenue Aventura, Florida 33180 Miami-Dade County, USA	Full Service
BOCA RATON BRANCH	5/28/2010	595 South Federal Highway, Suite 100 Boca Raton, Florida 33432 Palm Beach County, USA	Full Service
CLEARWATER BRANCH	5/28/2010	26417 US Highway 19 North Clearwater, Florida 33761 Pinellas County, USA	Full Service
CORAL GABLES BRANCH	5/28/2010	20 Giralda Avenue Coral Gables, Florida 33134 Miami-Dade County, USA	Full Service
CORAL RIDGE BRANCH	5/28/2010	2521 E. Commercial Boulevard Fort Lauderdale, Florida 33308 Broward County, USA	Full Service
FORT LAUDERDALE BRANCH	5/28/2010	200 SW 1 st Avenue, Suite 100 Fort Lauderdale, Florida 33301 Broward County, USA	Full Service
DANIELS PARKWAY BRANCH	5/28/2010	6321 Daniels Parkway Fort Myers, Florida 33912 Lee County, USA	Full Service
ASHLEIGH PLAZA BRANCH	2/8/2000 (Acquired from Marine National Bank)	10400-01 San Jose Boulevard Jacksonville, Florida 32257 Duval County, USA	Full Service
NORMANDY BOULEVARD BRANCH	12/20/2005	7749 Normandy Boulevard, Suite 155 Jacksonville, Florida 32221 Duval County, USA	Full Service
OCEANWAY BRANCH	5/1/1983 (Acquired from Marine National Bank)	104 New Berlin Road Jacksonville, Florida 32218 Duval County, USA	Full Service
NAPLES BRANCH	5/28/2010	1185 Immokalee Road Naples, Florida 34110 Collier County, USA	Full Service
PARK SHORE BRANCH ¹	5/28/2010	3401 N. Tamiami Trail Naples, Florida 34103	Full Service

Popular Name of Branch	Date the Branch Opened, Closed or Experienced a Change	Physical Address	Branch Service Type
		Collier County, USA	
VANDERBILT BRANCH	Branch was not acquired as part of the FDIC assisted transaction.	2325 Vanderbilt Beach Road Naples, Florida 34109 Collier County, USA	Full Service
TAMPA BRANCH	5/28/2010	777 S. Harbour Island Boulevard, Suite 125 Tampa, Florida 33602 Hillsborough County, USA	Full Service

1. On December 27, 2013, EverBank provided notice to the OCC (with a copy to the FDIC and FRB) that it intends to close this branch on Friday, March 28, 2014. Required notices have been sent to branch customers and posted on the doors of the branch as required by applicable law.

**Item 3(1) – Securities Holders
As of December 31, 2013**

Item 3(1) - Current Securities Holders with Ownership, Control or Holdings of 5% or More With Power to Vote as of December 31, 2013			
Name City, State, Country	Country of Citizenship or Incorporation	Number of Voting Securities	% of Voting Securities
Sageview Partners, L.P. Greenwich, Connecticut, USA	USA	12,921,230 shares of common stock	10.53%
Wellington Management Company, LLP Boston, Massachusetts, USA	USA	10,345,939 shares of commons tock (This mutual fund owns shares on behalf of its clients)	8.43%
New Mountain Partners III, L.P. New York City, New York, USA	USA	8,737,104 shares of common stock	7.12%
TPG Entities			
TPG Partners VI, L.P. Fort Worth, Texas, USA	USA	6,963,236.42 shares of common stock	5.68%
TPG Tortoise AIV, L.P. Fort Worth, Texas, USA	USA	1,747,421.43 shares of common stock	1.42%
TPG FOF VI SPV, L.P. Fort Worth, Texas, USA	USA	26,445.18 shares of common stock	0.02%
Total			7.12%
Clements/Hicks Control Group			
Robert M. Clements Jacksonville, Florida, USA (Mr. Clements is Chairman and CEO of EverBank Financial Corp)	USA	<ul style="list-style-type: none"> ▪ 2,137,495 shares of common stock; ▪ 1,924,500 options convertible into common stock; and ▪ 32,914 restricted stock units convertible into common stock. 	3.29% ¹
Robert M. Clements (as custodian for his minor children) Jacksonville, Florida, USA	USA	70,404 shares of common stock	0.06%
Robert M. Clements Children's Trust Jacksonville, Florida, USA	USA	207,752 shares of common stock	0.17%
Ann H. Clements Jacksonville, Florida, USA (Wife of Mr. Clements)	USA	796,695 shares of common stock	0.65%
Ann H. Clements (as custodian for her children) Jacksonville, Florida, USA (Wife of Mr. Clements)	USA	120,888 shares of common stock	0.10%

¹ Percentages differ from other publicly available information to reflect equity awards held by Mr. Clements exercisable into voting securities in the Company as of December 31, 2013.

Item 3(1) - Current Securities Holders with Ownership, Control or Holdings of 5% or More With Power to Vote as of December 31, 2013

Name City, State, Country	Country of Citizenship or Incorporation	Number of Voting Securities	% of Voting Securities
Ann T. Clements Jacksonville, Florida, USA (Daughter of Mr. Clements)	USA	68,219 shares of common stock	0.06%
Other Members of the Clements/Hicks Control Group	See <i>Confidential Exhibit 1</i>		
Total			6.71%

**Item 3(2) - Securities Holders
As of December 31, 2012**

Securities Holders not listed in Item 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 Ended December 31, 2013

None.

**Item 4 - Insiders of EverBank Financial Corp
As of December 31, 2013**

Name , City, State, Country	Principal Occupation if Other than with EverBank Financial Corp	Title & Position with EverBank Financial Corp	Title and Position with Subsidiaries	% of Voting Shares of EverBank Financial Corp ¹	% of Voting Shares in Subsidiaries (include name of subsidiaries)	List Names of Other Companies (Including Partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
Robert M. Clements Jacksonville, Florida, USA	-	Chairman and Chief Executive Officer	See <i>Confidential Exhibit 2</i>	4.30% ²	0.00%	See <i>Confidential Exhibit 2</i>
Blake Wilson Jacksonville, Florida, USA	-	Director, President and Chief Operating Officer	See <i>Confidential Exhibit 2</i>	2.21%	0.00%	See <i>Confidential Exhibit 2</i>
Gary Meeks Jacksonville, Florida, USA	-	Vice Chairman	See <i>Confidential Exhibit 2</i>	0.83%	0.00%	See <i>Confidential Exhibit 2</i>
Steve Fischer Jacksonville, Florida, USA	-	Executive Vice President and Chief Financial Officer	See <i>Confidential Exhibit 2</i>	0.14%	0.00%	See <i>Confidential Exhibit 2</i>
John Surface Jacksonville, Florida, USA	-	Executive Vice President—Corporate Development	See <i>Confidential Exhibit 2</i>	0.95%	0.00%	See <i>Confidential Exhibit 2</i>
Tom Hajda Jacksonville, Florida, USA	-	Executive Vice President, General Counsel and Secretary	See <i>Confidential Exhibit 2</i>	0.29%	0.00%	See <i>Confidential Exhibit 2</i>
Gerald Armstrong New York City, New York, USA	Managing Partner of Arena Capital Partners, LLC, the management company for a private equity firm	Director	N/A	0.34%	0.00%	See <i>Confidential Exhibit 2</i>
Joseph Hinkel Wilmette, Illinois, USA	Self-employed as financial consultant	Director	N/A	0.01%	0.00%	See <i>Confidential Exhibit 2</i>
Merrick Kleeman Greenwich, Connecticut, USA	Founding partner of Wheelock Street Capital, L.L.C., a real estate private equity firm	Director	N/A	0.21%	0.00%	See <i>Confidential Exhibit 2</i>
Mitch Leidner New York City, New York, USA	Partner with Aquiline Capital Partners LLC, a private equity firm that invests in financial services companies	Director	N/A	2.85%	0.00%	See <i>Confidential Exhibit 2</i>

¹ Percentages based on shares of voting securities in EverBank Financial Corp and equity awards convertible into voting securities of EverBank Financial Corp as of December 31, 2013.

² The ownership percentage for Mr. Clements in this Item 4 differs from the ownership percentage disclosed for Mr. Clements in Item 3(1). This percentage includes the ownership interest of Mr. Clements and his immediate family members. In other words, adding the ownership percentages of Mr. Clements and all of his immediate family members identified in Item 3(1) would result in a collective ownership percentage of 4.30%.

Name , City, State, Country	Principal Occupation if Other than with EverBank Financial Corp	Title & Position with EverBank Financial Corp	Title and Position with Subsidiaries	% of Voting Shares of EverBank Financial Corp ¹	% of Voting Shares in Subsidiaries (include name of subsidiaries)	List Names of Other Companies (Including Partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
W. Radford Lovett, II Jacksonville, Florida, USA	Managing Director of Lovett Miller & Co., a Florida-based venture capital and private equity firm	Director	N/A	1.18%	0.00%	See <i>Confidential Exhibit 2</i>
Arrington Mixon Charlotte, North Carolina, USA	Program Officer and Advisory Board Member for The Leon Levine Foundation and a Business Manager for L&L Management, Inc.	Director	N/A	0.00%	0.00%	See <i>Confidential Exhibit 2</i>
Robert J. Mylod, Jr. Bloomfield Hills, Michigan, USA	Managing Partner of Annox Capital Management, a private investment firm	Director	N/A	0.48%	0.00%	See <i>Confidential Exhibit 2</i>
Russell B. Newton, III Jacksonville, Florida, USA	Chairman and Chief Executive Officer of Timucuan Asset Management, Inc., a privately owned investment management firm	Director	N/A	3.27%	0.00%	See <i>Confidential Exhibit 2</i>
William Sanford Greenwich, Connecticut, USA	Chief Executive Officer of Fairway Holdings, Inc. , a food retail company	Director	N/A	0.01%	0.00%	See <i>Confidential Exhibit 2</i>
Rick Schifter New York City, New York, USA	Senior Advisor at TPG Capital, a private equity fund	Director	N/A	0.00%	0.00%	See <i>Confidential Exhibit 2</i>
Alok Singh New York City, New York, USA	Managing Director of Bridge Growth Partners, a private equity fund	Director	N/A	0.00%	0.00%	See <i>Confidential Exhibit 2</i>
Scott Stuart Greenwich, Connecticut, USA	Co-Founder of Sageview Capital L.P., a private equity firm	Director	N/A	10.52%	0.00%	See <i>Confidential Exhibit 2</i>