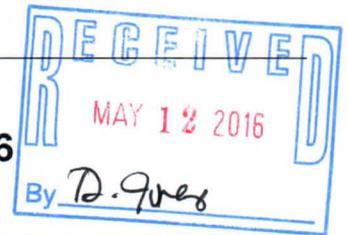


Board of Governors of the Federal Reserve System



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, **J. Malcolm Jones, Jr**

Name of the Holding Company Director and Official

**Director and CFO**

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  
**03/29/2016**  
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 **3223828**  
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

**Florida Capital Group, Inc.**

Legal Title of Holding Company

**10151 Deerwood Park Blvd**

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

**Jacksonville**

**FL**

**32256**

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**Robert Ventrone**

**Chief Accounting Officer**

Name

Title

**904-245-7125**

Area Code / Phone Number / Extension

**904-472-2731**

Area Code / FAX Number

**bventrone@ficb.com**

E-mail Address

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."

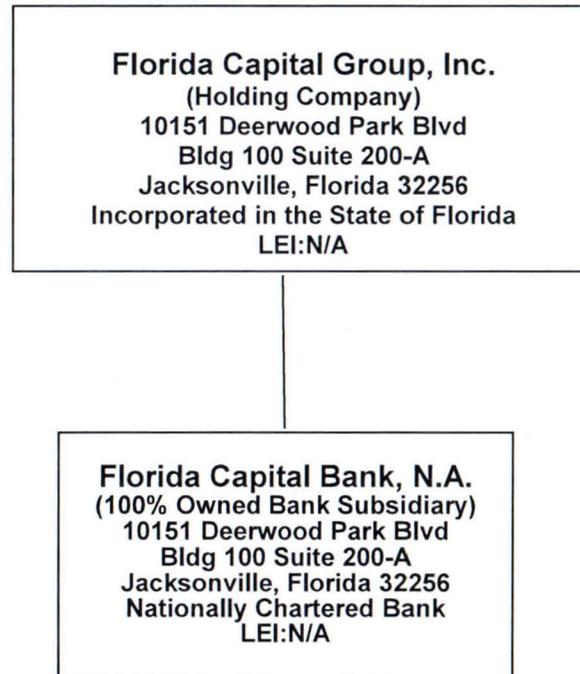
No

**Annual Report of Bank Holding Companies - FR Y-6  
Florida Capital Group, Inc.  
For the Fiscal Year Ending December 31, 2015**

**Report Item:**

1. The bank holding company is in the process of preparing an annual report for its shareholders, copies will be forwarded at a later date.

2a: Organizational Chart



FLORIDA CAPITAL BANK, N.A.  
 CURRENT LIST OF ACTIVE BRANCHES  
 Report Item 2b.



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)	188430	FLORIDA CAPITAL BANK, N.A.	10151 DEERWOOD PARK BOULEVARD, BUILDING 100 SUITE 200	JACKSONVILLE	FL	32256	DUVAL	UNITED STATES	32826	0	FLORIDA CAPITAL BANK, N.A.	188430	
Full Service	3437054	GAINESVILLE BRANCH	5023 NW 8TH AVENUE, SUITE C	GAINESVILLE	FL	32605	ALACHUA	UNITED STATES	444351	3	FLORIDA CAPITAL BANK, N.A.	188430	
Full Service	3643042	ORLANDO MAIN BRANCH	109 EAST CHURCH STREET, SUITE 100	ORLANDO	FL	32801	ORANGE	UNITED STATES	Not Required	Not Required	FLORIDA CAPITAL BANK, N.A.	188430	
Full Service	3437027	TAMPA BAY AREA BRANCH	8200 66TH STREET NORTH, SUITE 150	PINELLAS PARK	FL	33781	PINELLAS	UNITED STATES	Not Required	Not Required	FLORIDA CAPITAL BANK, N.A.	188430	

RD

Annual Report of Bank Holding Companies - FR Y-6  
 Florida Capital Group, Inc.  
 For the Fiscal Year Ending December 31, 2015

 **REVISED**  
 5/16/16

**Report Item 3: Shareholders**

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2015			Shareholders 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 fiscal year ending 12/31/2015		
(1)(a) Name & Address	(1)(b) Country of Citizenship	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address	(2)(b) Country of Citizenship	(1)(c) Number and Percentage of Each Class of Voting Securities
William Heavener Winter Park, FL USA	USA	332,565,419 - 53.89% Common Stock			
James T Katsur Altamonte Springs, FL USA	USA	74,727,065 - 12.11% Common Stock			
W. Andrew Krusen, Jr. Tampa, FL USA	USA	43,839,903 - 7.10% Common Stock			

**Annual Report of Bank Holding Companies - FR Y-6**  
**Florida Capital Group, Inc.**  
**For the Fiscal Year Ending December 31, 2015**



**Report Item 4: Insiders**

(1)(a) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Name)	(3)(c) Title & Position with Other Businesses (Names)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Other companies if 25% or more of voting securities are held
Charles E. Hughes, Jr. Jacksonville, FL USA	Retired Banking Executive	Director	Director (Florida Capital Bank, N.A.)	N/A	0.39%	N/A	N/A
Richard R. Dostie Jacksonville, FL USA	Real Estate Developer	Director	Director (Florida Capital Bank, N.A.)	President, Spartan Development Grp Inc. Managing Member Member President President Managing Member Member	1.38%	N/A	Dos Four LLC (28%) Kingsouth Investors LLC (87%) Kingsouth Inc. (100%) R.V.D. Group Inc. (100%) RCR Acquisitions LLC (33.33%) CRD Terra Pines LLC (100%)
J. Malcolm Jones, Jr. Jacksonville, FL USA	Private Investor	Director & CEO	President & CEO (Florida Capital Bank, N.A.)	President & Owner Partner Partner Partner	0.07%	N/A	JMJ Capital, LLC (100%) Wellborn Partners (44%) Artisan Partners, LLC (25%) Suzannee River, LLC (33%)
W. Andrew Krusen, Jr. Tampa, FL USA	Private Investor	Director	Director (Florida Capital Bank, N.A.)	Officer & Director Officer & Director Officer & Director Officer & Director Officer & Director Officer & Director Officer & Director Partner Managing Member Managing Member Managing Member Managing Member Member Member Partner Partner	7.10%	N/A	DFG Management, Inc. (100%) Dominion Financial Group, Inc. (42%) Black Diamond Exploration, Inc. (50%) First Dominion Partners, LLC (33%) KTI Energy Corp (50%) KTI Offshore (50%) Tejas Partners, Ltd. (50%) 2909 W.A.K. Corporation (25%) Krusen Brothers Interests (50%) Gulf Standard Energy Co., LLC (25%) Dominion Capital Group, LLC (33%) Dominion Consulting Group, LLC (25%) First Dominion Properties, LLC (50%) ARC Partners, LLC (41%) First Dominion Realty, LLC (50%) First Southern Beneva, LLC (25%) Krusen-Thompson Interests, Ltd. (50%) Krusen-Vogt & C. (50%)
P. Bruce Culpepper Tampa, FL USA	Attorney	Director	Director (Florida Capital Bank, N.A.)	Culpepper Kurland, PLLC	0.32%	N/A	N/A
M.G. Sanchez Gainesville, FL USA	Retired Banking Executive/ Consultant	Director	Director (Florida Capital Bank, N.A.)		0.16%	N/A	
James W. Heavener Orlando, FL USA	Investor	Director	Director (Florida Capital Bank, N.A.)	President/Owner The Heavener Company	53.89%	N/A	The Heavener Company ERA Europe, Inc. The Heavener Company Holdings Rocky Mountain School of Art, Inc. Videri Chocolate Factory LLC Various Real Estate Holdings (FL & CA) Pioneer Technology Group LLC
Linda McGurn Gainesville, FL USA	Attorney / CPA	Director	Director (Florida Capital Bank, N.A.)	Officer & Director Officer & Director Officer & Director Officer & Director Officer & Director Officer & Director Partner Partner Partner Partner Partner	0.86%	N/A	McGurn Investment Company (50%) McGurn Management Company (50%) KLM Properties, Inc. (50%) Corner Station, Inc. (100%) Sun Circle, Inc. (50%) Oakbrook Walk GP, Inc. (50%) Watermeters GP, Inc. (50%) Oakbrook Walk, Ltd. (50%) Ocala Watermeters Facilities, Ltd. (49.5%) IMC, LLP (50%) Main Street Landing, LLP (37.5%) New Port LLP (25%)

