

APR 2 2012

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

322 3828

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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):  
**December 31, 2011**

Month / Day / Year

I, J. Malcolm Jones, Jr

Reporter's Name, Street, and Mailing Address

Florida Capital Group, Inc.

Legal Title of Bank Holding Company

10151 Deerwood Park Blvd

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

Jacksonville

Florida

32256

City

State

Zip Code

Name of the Bank Holding Company Director and Official

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert Ventrone

Controller

Name

Title

904-472-42746

Area Code / Phone Number / Extension

904-472-2731

Area Code / FAX Number

bventrone@fcb.com

E-mail Address

fcb.com

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

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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 Bank Holding Company Director and Official

03/30/2012

Date of Signature

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 bank 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 \_\_\_\_\_

C.I. \_\_\_\_\_

# For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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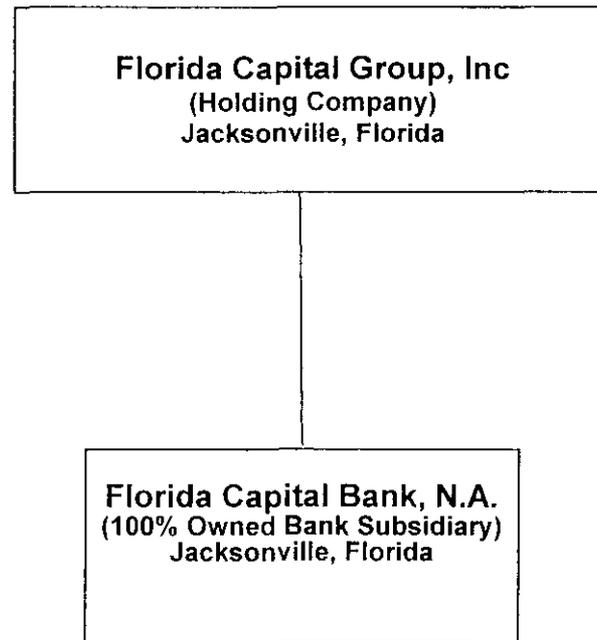
Physical location (if different from mailing address)

**Annual Report of Bank Holding Companies - FR Y-6**  
**Florida Capital Group, Inc.**  
**For the Fiscal Year Ending December 31, 2011**

**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



Annual Report of Bank Holding Companies - FR Y-6  
 Florida Capital Group, Inc.  
 For the Fiscal Year Ending December 31, 2011

Report Item 2b: Domestic Branch Listing

BR #	Date Action	Effective Date	Branch Service Type	Branch ID RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FOIC UNINUM*	Office Number	Head Office	Head Office ID RSSD*	
1	216	Change	5/29/2007	Loan Production Office (Head Office)	188430	FLORIDA CAPITAL BANK, N.A.	10151 DEERWOOD PARK BOULEVARD	JACKSONVILLE	FL	32256	DUVAL	UNITED STATES	32826	0	FLORIDA CAPITAL BANK, N.A.	188430
3	448	OK		Full Service	3643051	DAYTONA BEACH BRANCH	1305 BEVILLE ROAD	DAYTONA BEACH	FL	32119	VOLUSIA	UNITED STATES	not required	not required	FLORIDA CAPITAL BANK, N.A.	188430
5	583	Sold	12/13/2011	Full Service	3643060	FORT LAUDERDALE BRANCH	200 EAST BROWARD BOULEVARD	FORT LAUDERDALE	FL	33301	BROWARD	UNITED STATES	467052	18	FLORIDA CAPITAL BANK, N.A.	188430
6	331	OK		Full Service	3437054	GAINESVILLE BRANCH	5010 WEST KENNEDY ROAD	GAINESVILLE	FL	32607	ALACHUA	UNITED STATES	444351	3	FLORIDA CAPITAL BANK, N.A.	188430
7	219	OK		Full Service	3607277	SAN JOSE BRANCH	10024 SAN JOSE BOULEVARD	JACKSONVILLE	FL	32217	DUVAL	UNITED STATES	465481	13	FLORIDA CAPITAL BANK, N.A.	188430
10	788	OK	4/28/2011	Loan Production Office	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
12	104	OK		Full Service	3600898	PINELLAS PARK BRANCH	8200 96TH STREET NORTH	PINELLAS PARK	FL	33781	PINELLAS	UNITED STATES	462480	12	FLORIDA CAPITAL BANK, N.A.	188430
14	105	CLOSE	7/15/2011	Full Service	3628366	SAINT PETERSBURG BRANCH	3637 4TH STREET NORTH	SAINT PETERSBURG	FL	33704	PINELLAS	UNITED STATES	not required	not required	FLORIDA CAPITAL BANK, N.A.	188430
15	217	OK		Full Service	3437018	SAINT AUGUSTINE BEACH OFFICE	1017 11A BEACH ROAD	ST AUGUSTINE	FL	32080	ST JOHNS	UNITED STATES	441425	1	FLORIDA CAPITAL BANK, N.A.	188430
16	102	OK		Full Service	3437027	DOWNTOWN TAMPA BRANCH	501 EAST KENNEDY BOULEVARD	TAMPA	FL	33602	HILLSBOROUGH	UNITED STATES	448880	5	FLORIDA CAPITAL BANK, N.A.	188430
17	103	OK		Full Service	3470499	TAMPA WESTSI ORE	4404 WEST KENNEDY BOULEVARD	TAMPA	FL	33609	HILLSBOROUGH	UNITED STATES	466784	14	FLORIDA CAPITAL BANK, N.A.	188430
18	787	OK		Full Service	3650620	WINTER PARK BRANCH	220 WEST FAIRBANKS AVENUE	WINTER PARK	FL	32789	ORANGE	UNITED STATES	not required	not required	FLORIDA CAPITAL BANK, N.A.	188430
19	101	CHANGE	8/21/1984	Full Service	3727525	TARFON SPRINGS	701 E TARFON AVENUE	TARFON SPRINGS	FL	34669	PINELLAS	UNITED STATES	not required	not required	FLORIDA CAPITAL BANK, N.A.	188430

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**Report Item 3: Shareholders**

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2011			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 12/31/2011		
(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
✓ J. Malcolm Jones Jacksonville, FL	USA	4,667,373 - 10.6% Common Stock	<p><i>Missing</i></p> <p><i>W. Andrew Krusen - less shares</i></p> <p><i>William Heavener</i></p> <p><i>Clay Biddinger.</i></p>		
<i>New</i> Cottrill, Christopher L. ?????	USA	4,559,951 - 10.4% Common Stock			
✓ James T Katsur Altamonte Springs, FL	USA	3,410,315 - 7.7% Common Stock			
<i>New</i> Ingersoll, Andrew B ?????	USA	3,067,495 - 7.0% Common Stock			
✓ Andrew W Greenberg Altamonte Springs, FL	USA	3,000,000 - 6.8% Common Stock			

\* Note - At 12/30/2011 Florida Capital Group, Inc. (the Company) successfully completed a Non-Voting Series B Non-Cumulative Preferred stock offering which included the issuance of warrants exercisable to purchase common stock of the Company. However, the authorization of the additional shares was not approved until a special meeting of shareholders' which took place on February 7, 2012.

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Florida Capital Group, Inc.  
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**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	Retired banking Executive	Director	Director (Florida Capital Bank, N.A.)	N/A	2.1%	N/A	N/A
✓ Richard R. Dostie Jacksonville, FL	Real Estate Developer	Director	Director (Florida Capital Bank, N.A.)	President, Spartan Development Grp Inc. Managing Member Vice President Member President President Manager	1.5%	N/A	Dos Four LLC (28%) Kingsouth Construction Inc (99%) Kingsouth Investors LLC (87%) Kingsouth Inc (100%) R.V.D. Group Inc (100%) Dostie Homes LLC (100%)
✓ J. Malcolm Jones, Jr. Jacksonville, FL	Private Investor	Director & CEO	President & CEO (Florida Capital Bank, N.A.)	President & Owner Partner Partner	10.6%	N/A	JMJ Capital, LLC (100%) Welborn Partners (44%) Artisan Partners, LLC (25%) EF Medical, LLC (25%) Suwannee River, LLC (33%)
✓ W. Andrew Krusen, Jr. Tampa, FL	Private Investor	Director	Director (Florida Capital Bank, N.A.)	Officer & Director Officer & Director Partner Managing Member Managing Member Managing Member Member Member Partner Partner	3.2%	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%) Oakmont Farms, Inc. (50%) Tampa-Calgary Investment Co (50%) Tejas Partners, Ltd. (50%) 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%) First Dominion Realty, LLC (50%) First Southern Beneva, LLC (25%) Krusen-Thompson Interests, Ltd. (50%) Krusen-Vogt & C. (50%)
✓ P. Bruce Culpepper Tampa, FL	Attorney	Director	Director (Florida Capital Bank, N.A.)	Bruce Culpepper LLC	0.2%	N/A	N/A
✓ M.G. Sanchez Gainesville, FL	Retired Banking Executive	Director	Director (Florida Capital Bank, N.A.)	Director-Directo, Inc.	0.4%	N/A	
✓ James W. Heavener, I	Investor	Director	Director	President/Owner	0.0%	N/A	CCI of Winter Park, Inc-Director-(100%)



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J Stewart Baker Jacksonville, FL	N/A	Chief Credit Officer	Chief Credit Officer (Florida Capital Bank, N.A.)	N/A	0.0%	N/A	N/A
Steven Morrill Jacksonville, FL	N/A	CFO	CFO (Florida Capital Bank, N.A.)	N/A	0.0%	N/A	N/A
Michelle Sammet Jacksonville, FL	N/A	HR Director	HR Director (Florida Capital Bank, N.A.)	N/A	0.1%	N/A	N/A
Robert J. Ventrone Jacksonville, FL	N/A	Controller	Controller (Florida Capital Bank, N.A.)	N/A	0.0%	N/A	N/A

Revised  
 4-4-12  
 (CML)

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J. Malcolm Jones Jacksonville, FL	USA	4,667,373 - 10.6% Common Stock	Clay Biddinger Palm Harbor, FL	USA	2,187,475 - 5.2% Common Stock
Cottrill, Christopher L. Orlando, FL	USA	4,559,951 - 10.4% Common Stock	William Heavener Winter Park, FL	USA	4,559,951 - 10.4% Common Stock
James T Katsur Altamonte Springs, FL	USA	3,410,315 - 7.7% Common Stock			
Ingersoll, Andrew B Tampa, FL	USA	3,067,495 - 7.0% Common Stock			
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*Revised  
7-17-12*

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J. Malcolm Jones Jacksonville, FL	USA	4,667,373 - 10.6% Common Stock	Clay Biddinger Palm Harbor, FL	USA	2,187,475 - 5.2% Common Stock
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