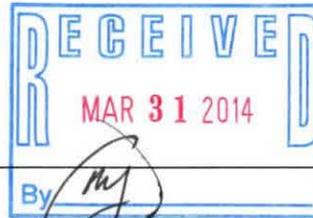




Annual Report of Holding Companies—FR Y-6



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):

March 28, 2014

Month / Day / Year

Reporter's Name, Street, and Mailing Address

HCBF Holding Company, Inc.

Legal Title of Holding Company

2222 Colonial Rd, Suite 100

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

Fort Pierce	FL	34950
City	State	Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Randall Ezell	EVP/CFO
Name	Title

772 409-2273

Area Code / Phone Number / Extension

772461-7310

Area Code / FAX Number

randyezell@harborcb.com

E-mail Address

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

I, Michael J. Brown, Sr.

Name of the Holding Company Director and Official

Chairman and CEO

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.

Michael J. Brown Sr.
Signature of Holding Company Director and Official

03/28/2014

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 4251499
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:
Appendix A & B
- 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

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Report Item 2a & 2b

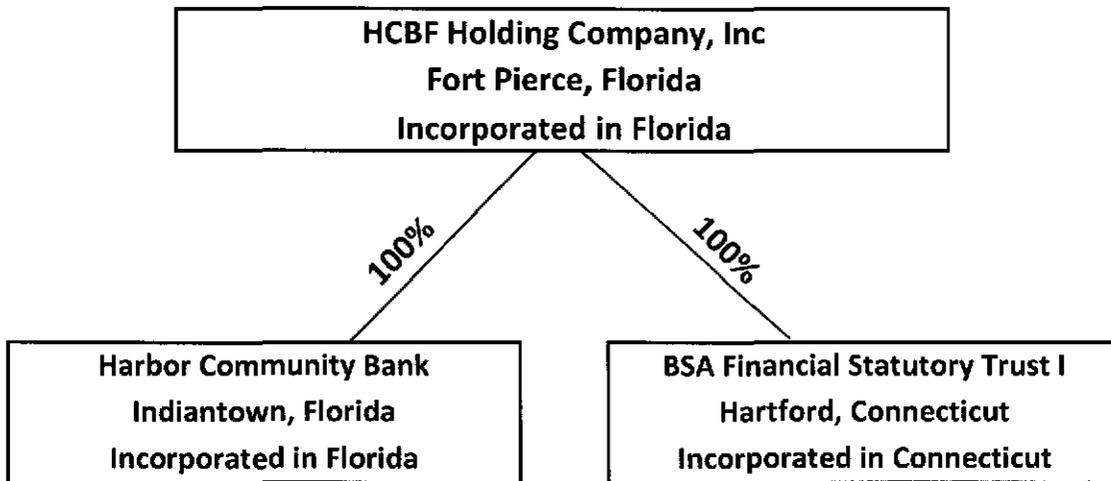
Form FR Y-6
HCBF Holding Company, Inc
Fort Pierce, Florida
Fiscal Year Ending December 31, 2013

Report Item

The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the appropriate Reserve Bank, one copy is

1 enclosed.

2 Organizational Chart



2b Domestic branch listing provided to the Federal Reserve Bank

Results: A list of branches for your depository institution: HARBOR COMMUNITY BANK (ID_RSSD: 883137).
This depository institution is held by HCBF HOLDING COMPANY, INC. (4251499) of FORT PIERCE, FL.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

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)	883137	HARBOR COMMUNITY BANK	15588 SOUTHWEST WARFIELD BOULEVARD	INDIANTOWN	FL	34956	MARTIN	UNITED STATES	12070	0	HARBOR COMMUNITY BANK	883137	
OK		Full Service	3607437	FORT PIERCE BRANCH	200 SOUTH INDIAN RIVER DRIVE	FORT PIERCE	FL	34950	ST. LUCIE	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
OK		Full Service	4395955	FORT PIERCE OFFICE	4009 OKEECHOBEE ROAD	FORT PIERCE	FL	34947	ST. LUCIE	UNITED STATES	531697	10	HARBOR COMMUNITY BANK	883137	
OK		Full Service	3732731	JUPITER OFFICE	6736 WEST INDIANTOWN ROAD	JUPITER	FL	33458	PALM BEACH	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
OK		Full Service	3289235	LAKEPORT OFFICE	11680 E. STATE ROAD 78	MOORE HAVEN	FL	33471	GLADES	UNITED STATES	429972	5	HARBOR COMMUNITY BANK	883137	
OK		Full Service	2851907	OKEECHOBEE OFFICE	2550 US HIGHWAY 441 SOUTH	OKEECHOBEE	FL	34974	OKEECHOBEE	UNITED STATES	244026	3	HARBOR COMMUNITY BANK	883137	
OK		Full Service	4415385	PALATKA OFFICE	350 STATE ROAD 19 NORTH	PALATKA	FL	32177	PUTNAM	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
OK		Full Service	790936	PALM CITY OFFICE	2991 SW HIGH MEADOWS AVENUE	PALM CITY	FL	34990	MARTIN	UNITED STATES	244025	2	HARBOR COMMUNITY BANK	883137	
OK		Full Service	4462941	PORT ST. LUCIE BRANCH	7510 S.U.S. HIGHWAY 1	PORT SAINT LUCIE	FL	34952	ST. LUCIE	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
OK		Full Service	3607419	SAINT LUCIE WEST OFFICE	1549 NW SAINT LUCIE WEST BLVD	PORT SAINT LUCIE	FL	34986	ST. LUCIE	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
OK		Full Service	2597737	312 WEST OFFICE	120 STATE ROAD 312 WEST	SAINT AUGUSTINE	FL	32086	ST. JOHNS	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
OK		Full Service	4172594	BEACH BRANCH	1975 ALA SOUTH	SAINT AUGUSTINE	FL	32080	ST. JOHNS	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
OK		Full Service	4445449	DOWNTOWN BRANCH	81 KING STREET	SAINT AUGUSTINE	FL	32084	ST. JOHNS	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
OK		Full Service	2507099	NORTH SAINT AUGUSTINE OFFICE	2300 NORTH PONCE DE LEON BOULEVARD	SAINT AUGUSTINE	FL	32084	ST. JOHNS	UNITED STATES	261947	7	HARBOR COMMUNITY BANK	883137	
OK		Full Service	3724419	SOUTH SAINT AUGUSTINE OFFICE	3275 US 1 SOUTH	SAINT AUGUSTINE	FL	32086	ST. JOHNS	UNITED STATES	362132	8	HARBOR COMMUNITY BANK	883137	
OK		Full Service	4172606	STATE ROAD 16 BRANCH	900 STATE ROAD 16	SAINT AUGUSTINE	FL	32084	ST. JOHNS	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
OK		Full Service	4399412	SOUTH STUART BRANCH	3230 SE FEDERAL HIGHWAY	STUART	FL	34997	MARTIN	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
OK		Full Service	3924068	VERO BEACH BRANCH	3240 CARDINAL DRIVE	VERO BEACH	FL	32963	INDIAN RIVER	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	

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Report Item 3

Form FR Y-6
HCBF Holding Company, Inc
Ft. Pierce, FL 34956
Fiscal Year Ending December 31, 2013

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 12-31-2013.						Securities holders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013.					
(1)(a) Name City		(1)(b) Country of Citizenship or Incorporation		(1)(c) Number and Percentage of Each Class of Voting Securities		(2)(a) Name City		(2)(b) Country of Citizenship or Incorporation		(2)(c) Number and Percentage of Each Class of Voting	
State	Country	Country	or Incorporation			City	State	Country	or Incorporation		
	Conn	USA	USA	1,123,530	13% Common Stock	NONE					
	Conn	USA	USA	787,950	9% Common Stock						
	Conn	USA	USA	49,290	< 1% Common Stock						
Total Stone Point Capital LLC	Conn	USA	USA	1,960,770	23% Common Stock						
	NY	USA	USA	1,658,190	19% Common Stock						
	NY	USA	USA	302,580	3% Common Stock						
Total KELSO & Company	NY	USA	USA	1,960,770	23% Common Stock						
	MA	USA	USA	238,260	2% Common Stock						
	MA	USA	USA	595,660	7% Common Stock						
Total HarbourVest Partners	MA	USA	USA	833,920	9% Common Stock						
State of Wisconsin Investment Board	Wisc	USA	USA	728,691	8% Common Stock						
Investure Evergreen Fund, LP – 2010 Special Term Tranche	VA	USA	USA	607,242	7% Common Stock						
	NY	USA	USA	367,409	4% Common Stock						
	NY	USA	USA	1,912	< 1% Common Stock						
	NY	USA	USA	1,098	< 1% Common Stock						
	NY	USA	USA	235,653	2% Common Stock						
	NY	USA	USA	1,171	< 1% Common Stock						
Total Tincum Incorporated	NY	USA	USA	607,243	7% Common Stock						

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Report Item 4

Form FR Y-6
HCBF Holding Company, Inc
Ft. Pierce, FL 34956
Fiscal Year Ending December 31, 2013

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include name of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)	List
Michael J Brown, Sr. Fort Pierce, FL USA	N/A	Chairman and CEO	Chairman and CEO Harbor Community Bank	N/A	1%	None	N/A	
J Hal Roberts Jr Port St Lucie, FL USA	N/A	Director, President and COO	Director, President and COO, Harbor Community Bank	Below Managing Member, Harbor Federal Realty, LLC	1%	None	Below Harbor Federal Realty, LLC, 50%	Below
Randall A Ezell Fort Pierce, FL USA	N/A	EVP and CFO	EVP and CFO Harbor Community Bank	None N/A	None < 1%	None None	J Bar Ranch LLC, 40%	N/A
Michael J Brown, Jr. Fort Pierce, FL USA	N/A	EVP and CLO	EVP and CLO Harbor Community Bank	N/A None	< 1%	None	Below Harbor Federal Realty, LLC, 50%	Below
Richard Lynch Fort Pierce, FL USA	CPA	Director	Director Harbor Community Bank	Below Managing Member, Lynch, Johnson & Long, LLC President, Richard L. Lynch CPA PA Vice President, Four R Marine Inc Managing Member, Four R Realty LLC Sec/Treas, Bobby's Brass Rail, Inc	< 1%	None	Below Lynch, Johnson & Long, LLC 85% Richard L. Lynch CPA PA 100% Four R Marine Inc 50% Four R Realty LLC 50% Bobby's Brass Rail, Inc 40%	Below
Frank Fee, III Fort Pierce, FL USA	Attorney	Vice-Chairman	Vice-Chairman Harbor Community Bank	Below Chariman & CEO, Treasure Coast Abstract and Title Insurance Co Managing Member, Fee, DeRoss & Fee, P.L Managing Member, FDF Holdings	< 1%	None	Below Treasure Coast Abstract and Title Insurance Co 25% Fee, DeRoss & Fee, P.L 25% FDF Holdings 25%	Below
Raymond Gustini Washington, DC USA	Attorney	Director	N/A	Below Senior Counsel, Nixon Peabody LLP	< 1%	None	Below None	Below None

Form FR Y-6
HCBF Holding Company, Inc
Ft. Pierce, FL 34956
Fiscal Year Ending December 31, 2013

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include name of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares In Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)	List
Chris Doody	Principal of Stone Point Capital, LLC	Director	N/A	As of December 31, 2013, Christopher M. Doody is a Principal of Stone Point Capital LLC ("Stone Point") and a director of the following companies:	None	None	Stone Point is the manager of the Trident Funds, which are investment entities that own 25% or more of the outstanding voting securities or interests in various companies. While Mr. Doody is an employee and officer of Stone Point, he should not be deemed to "control" Stone Point or the Trident Funds. He is not a "principal securities holder" of Stone Point or the Trident Funds. Furthermore, the investment committees of the Trident Funds are responsible for voting the shares of such companies and Mr. Doody is not a member of the investment committees of the Trident Funds. A schedule of such companies in which the Trident Funds have invested is available upon request.	
New York, NY USA				Director, AloStar Bank of Commerce	None	None	None	
				Director, Grandpoint Capital, Inc.	None	None	None	
				Director, NXT Capital, Inc.	None	None	None	
				Director, Standard Bancshares, Inc.	None	None	None	
Stone Point Capital LLC	N/A	Principal Securities Holder	N/A	Appendix A	23%	None	Appendix A	
Trident V Depository Holdings, L.P.	N/A		N/A	Appendix A	13%	None	Appendix A	
Trident V Parallel Depository Holdings, L.P.	N/A		N/A	Appendix A	9%	None	Appendix A	
Trident V PF Depository Holdings, LLC	N/A		N/A	Appendix A	< 1%	None	Appendix A	
Chris Collins	Managing Member	Director	N/A	Director, Augusta Sportswear, Inc	None	None	None	
New York, NY USA	KELSO and Company			Director, Cronos Ltd	None	None	None	
				Director, Mainline Management LLC	None	None	None	
				Director, Renfro Corporation	None	None	None	
				Director, Third Point Reinsurance Ltd	None	None	None	
				Director, Wilton Re Holdings Limited	None	None	None	
Kelso & Company, L.P.	N/A	Principal Securities Holder	N/A	Appendix B	23%	None	Appendix B	
Kelso Investment Associates VIII, L.P.	N/A		N/A	Appendix B	20%	None	Appendix B	
KEP VI, LLC	N/A		N/A	Appendix B	3%	None	Appendix B	

Form FR Y-6
HCBF Holding Company, Inc
Ft. Pierce, FL 34956
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include name of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares In Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
David Bessette Fort Pierce, FL USA	Real Estate Property Manager	N/A	Director Harbor Community Bank	Below Owner/CEO, Real Living Real Estate Owner/CEO, Florida Insurance Concepts, Inc Owner/CEO, American Business College Partner, All Florida Property Management Managing Partner, Pinnacle Associates Management	< 1% None None None None None	None None None None None	Below Real Living Real Estate 100% Florida Insurance Concepts, Inc 100% American Business College 100% All Florida Property Management 52%	Below None None None None
Cynthia Angelos Port St Lucie, FL USA	Attorney	N/A	Director Harbor Community Bank	Below Owner, Law Office of Cynthia G. Angelos PA	< 1% None	None	Below Law Office of Cynthia G. Angelos 100%	Below
Jeffrey Leslie Tequesta, FL USA	CPA, Business Owner	N/A	Director Harbor Community Bank	Below President/CEO, Postco, Inc President/CEO, ITS Fiber, LLC President/CEO, Indiantown Company, Inc President/CEO, ITS Telecommunications Systems Inc President/CEO, Arrow Communications, Inc Managing Member, Leslie Ventures, LLC Managing Member, Indiantown Ventures, LLC Director, Executive Enterprises of Hobe Sound, Inc	< 1% None None None None None None None None	None None None None None None None	Below Postco, Inc 100% ITS Fiber, LLC 100% Indiantown Company 100% ITS Telecommunication Systems Inc. 100% Arrow Communications, Inc 100% Leslie Ventures, LLC 50% Indiantown Ventures, LLC 33.33% None	Below
Bobby Tucker Palm City, FL USA	Real Estate Broker	N/A	Director Harbor Community Bank	Below Owner, B.H. Tucker Real Estate Inc Owner, Tucker Group	< 1%	None	Below B.H. Tucker Real Estate Inc 100% Tucker Group 50%	Below
Andrew Taylor Vero Beach, FL USA	CPA, Citrus Agriculture	N/A	Director Harbor Community Bank	Below SVO & CFO, Peace River Citrus Products	< 1% None	None	Below None	Below
John Lester Tallahassee, FL USA	Real Estate Broker	N/A	Director Harbor Community Bank	Below President /Director, John Lester Management Services President /Director, Cedars Development of St. Augustine Beach, Inc. Secretary/Director, Medisyn Sydytem, Inc. Sole Trustee and Beneficiary, John Allen Lester's Dynasty Trust Limited member, Eagles Net Storage, LLC	None None None None None	None None None None	Below John Lester Management Services 100% Cedars Development of St. Augustine Beach, Inc 50% None John Allen Lester's Dynasty Trust 100% Eagles Nest Storage, LLC 53%	Below