

Sageview Capital MGP, LLC  
 Form 4  
 March 17, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STUART SCOTT M**  
  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**EverBank Financial Corp [EVER]**

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)

**C/O SAGEVIEW CAPITAL LP, 55  
 RAILROAD AVENUE**  
  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**03/13/2015**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Former 10% Owner

**GREENWICH, CT 06830**  
  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	03/13/2015		S	2,600,000 D	\$ 17.7 10,312,230	I	By Sageview Partners L.P. (1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUART SCOTT M C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		Former 10% Owner
Sageview Partners L.P. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830				Former 10% Owner
GILHULY EDWARD A C/O SAGEVIEW CAPITAL LP 245 LYTTON AVENUE, SUITE 250 PALO ALTO, CA 94301				Former 10% Owner
SAGEVIEW CAPITAL MASTER, L.P. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830				Former 10% Owner
Sageview Capital Partners (A), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830				Former 10% Owner
Sageview Capital Partners (B), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830				Former 10% Owner

Sageview Partners (C) (Master), LP  
C/O SAGEVIEW CAPITAL LP  
55 RAILROAD AVENUE  
GREENWICH, CT 06830  
Former 10% Owner

Sageview Capital GenPar, Ltd.  
C/O SAGEVIEW CAPITAL LP  
55 RAILROAD AVENUE  
GREENWICH, CT 06830  
Former 10% Owner

Sageview Capital GenPar, LP  
C/O SAGEVIEW CAPITAL LP  
55 RAILROAD AVENUE  
GREENWICH, CT 06830  
Former 10% Owner

Sageview Capital MGP, LLC  
C/O SAGEVIEW CAPITAL LP  
55 RAILROAD AVENUE  
GREENWICH, CT 06830  
Former 10% Owner

## Signatures

/s/ Scott M. Stuart  
03/17/2015  
Date  
Signature of Reporting Person

/s/ Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President  
03/17/2015  
Date  
Signature of Reporting Person

/s/ Edward A. Gilhuly  
03/17/2015  
Date  
Signature of Reporting Person

/s/ Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President  
03/17/2015  
Date  
Signature of Reporting Person

/s/ Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President  
03/17/2015  
Date  
Signature of Reporting Person

/s/ Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President  
03/17/2015  
Date  
Signature of Reporting Person

/s/ Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President  
03/17/2015  
Date  
Signature of Reporting Person

/s/ Dino Verardo, Vice President  
03/17/2015  
Date  
Signature of Reporting Person

/s/ Sageview Capital MGP, LLC, its General Partner, Dino Verardo, Vice President  
03/17/2015

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\_\_Signature of Reporting Person

Date

/s/ Dino Verardo, Vice President

03/17/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Sageview Capital Master, L.P. ("Sageview Master"), Sageview Capital Partners (A), L.P. ("Sageview A"), Sageview Capital Partners (B), L.P. ("Sageview B"), Sageview Partners (C) (Master), L.P. ("Sageview C") are the sole shareholders of Sageview Partners L.P. Sageview A, Sageview B and Sageview C are the sole shareholders of Sageview Master. Sageview Capital GenPar, Ltd. ("Sageview Ltd") is the sole general partner of each of Sageview A, Sageview B and Sageview C. Sageview Capital GenPar, L.P. ("Sageview GenPar") is the sole shareholder of Sageview Ltd. Sageview Capital MGP, LLC ("Sageview MGP") is the sole general partner of Sageview GenPar. Edward A. Gilhuly and Scott M. Stuart, one of our directors, are managing and controlling persons of Sageview MGP. Each of Messrs. Gilhuly and Stuart disclaim beneficial ownership over the shares held by Sageview MGP except to the extent of their pecuniary interest therein. (cont'd in FN 2)
- (1)
- (2) (cont'd from FN 1) The address for Mr. Gilhuly is c/o Sageview Capital LP, 245 Lytton Avenue, Suite 250, Palo Alto, CA 94301. The address for Mr. Stuart is c/o Sageview Capital LP, 55 Railroad Avenue, Greenwich, CT 06830.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.