

EverBank Financial Corp
Form SC 13G/A
February 17, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2

(Amendment No. 2)*

EVERBANK FINANCIAL CORP
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

29977G1022
(CUSIP Number)

Dino Verardo
Sageview Capital, L.P.
55 Railroad Avenue
Greenwich, CT 06830
Tel. No.: 203-625-4215
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

with a copy to

Raphael M. Russo, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019-6064

December 31, 2014
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

xRule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.
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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sageview Partners L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 12,912,230

SHARES 6 SHARED VOTING POWER
BENEFICIALLY OWNED

-0-

BY EACH 7 SOLE DISPOSITIVE POWER
REPORTING PERSON

12,912,230

WITH

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,912,230

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.5%

12 TYPE OF REPORTING PERSON

PN

CUSIP No.
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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sageview Capital GenPar, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 12,912,230

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED

-0-

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON

12,912,230

WITH

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,912,230

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.5%

12 TYPE OF REPORTING PERSON

PN

CUSIP No.
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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sageview Capital GenPar, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 12,912,230

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED -0-

BY EACH

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON

12,912,230

WITH

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,912,230

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

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10.5%

12 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sageview Capital MGP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 12,912,230

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED

-0-

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON

12,912,230

WITH

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,912,230

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.5%

12 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Edward A. Gilhuly

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES -0-

6 SHARED VOTING POWER
BENEFICIALLY OWNED

12,912,230

7 SOLE DISPOSITIVE POWER
BY EACH REPORTING PERSON

-0-

8 SHARED DISPOSITIVE POWER

12,912,230

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,912,230

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SHARES

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10.5%

12 TYPE OF REPORTING PERSON

IN

CUSIP No.
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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Scott M. Stuart

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY EACH
REPORTING
PERSON
WITH

-0-

6 SHARED VOTING POWER

12,912,230

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

12,912,230

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SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.5%

12 TYPE OF REPORTING PERSON

IN

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Item 1. (a) Name of Issuer

EverBank Financial Corp, a Delaware corporation (the "Issuer")

(b) Address of Issuer's Principal Executive Offices

501 Riverside Ave.,
Jacksonville, FL 32202

Item 2. (a) Name of Person Filing

This Statement on Schedule 13G is being filed on behalf of the following persons (each, a "Reporting Person" and collectively, the "Reporting Persons"):

- (i) Sageview Partners L.P. ("Sageview Partners");
- (ii) Sageview Capital GenPar, Ltd. ("Sageview GenPar Ltd.");
- (iii) Sageview Capital GenPar, L.P. ("Sageview GenPar");
- (iv) Sageview Capital MGP, LLC ("Sageview MGP");
- (v) Edward A. Gilhuly; and
- (vi) Scott M. Stuart.

(b) Address of Principal Business Office or, if none, Residence; (c) Citizenship

(i) Sageview Partners is a Delaware limited partnership formed in order to engage in the acquiring, holding and disposing of investments in various companies. The principal business office of Sageview Partners is 55 Railroad Avenue, Greenwich, Connecticut 06830.

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(ii) Sageview GenPar Ltd. is a Cayman Islands exempted limited partnership and the general partner of Sageview Partners. The principal business office of Sageview GenPar Ltd. is 55 Railroad Avenue, Greenwich, Connecticut 06830.

(iii) Sageview GenPar is a Delaware limited partnership formed to be the sole owner of Sageview GenPar Ltd. The principal business office of Sageview GenPar is 55 Railroad Avenue, Greenwich, Connecticut 06830. Sageview MGP is the general partner of Sageview GenPar.

(iv) Sageview MGP is a Delaware limited liability company formed to act as the general partner of Sageview GenPar. The principal business office of Sageview MGP is 55 Railroad Avenue, Greenwich, Connecticut 06830. The managing members and controlling persons of Sageview MGP are Scott M. Stuart and Edward A. Gilhuly.

(v) Mr. Gilhuly is a managing member and controlling person of Sageview MGP. Mr. Gilhuly is a United States citizen whose business address is c/o Sageview Capital, L.P., 245 Lytton Ave, Suite 250, Palo Alto, California 94301. Mr. Gilhuly's principal occupation is to act as Co-President of Sageview Management, LLC.

(vi) Mr. Stuart is a managing member and controlling person of Sageview MGP. Mr. Stuart is a United States citizen whose business address is 55 Railroad Avenue, Greenwich, Connecticut, 06830. Mr. Stuart's principal occupation is to act as Co-President of Sageview Management, LLC.

(vii) As a managing member of Sageview MGP, each of Messrs. Stuart and Gilhuly may be deemed to beneficially own any shares of common stock that Sageview MGP may beneficially own or be deemed to beneficially own. Each such individual disclaims beneficial ownership of such shares. Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of the common stock referred to herein for purposes of Section 13(g) of the Exchange Act or for any other purpose, and such beneficial ownership is expressly disclaimed.

(d) Title of Class of Securities

Common stock, par value \$0.01 per share (the "Shares")

(e) CUSIP Number

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Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

All ownership percentages set forth herein assume that there are 123,057,547 Shares outstanding, representing the total number of Shares reported in the Quarterly Report of the Issuer filed on Form 10-Q with the Securities and Exchange Commission (the "SEC") on October 29, 2014.

(a) Amount Beneficially Owned

See row 9 of cover page of each reporting person

(b) Percent of Class

See row 11 of cover page of each reporting person

(c) Number of Shares as to which such person has

(i) sole power to vote or to direct the vote:
See row 5 of cover page of each reporting person

(ii) shared power to vote or to direct the vote:
See row 6 of cover page of each reporting person

(iii) sole power to dispose or to direct the disposition of:
See row 7 of cover page of each reporting person

(iv) shared power to dispose or to direct the disposition of:
See row 8 of cover page of each reporting person

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item
10. Certifications

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2015

SAGEVIEW PARTNERS L.P.

By: Sageview Capital GenPar, Ltd., its General Partner

By: /s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Director

SAGEVIEW CAPITAL GENPAR, LTD.

By: /s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Director

SAGEVIEW CAPITAL GENPAR, L.P.

By: Sageview Capital MGP, LLC, its General Partner

By: /s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Co-President

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SAGEVIEW CAPITAL MGP, LLC

By: /s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Co-President

/s/ Scott M. Stuart
SCOTT M. STUART

/s/ Edward A. Gilhuly
EDWARD A. GILHULY

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EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this Schedule 13G. This Joint Filing Agreement shall be included as an Exhibit to such joint filing. In evidence thereof, each of the undersigned, being duly authorized, hereby executed this Agreement.

Date: February 17, 2015

SAGEVIEW PARTNERS L.P.

By: Sageview Capital GenPar, Ltd., its General Partner

By: /s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Director

SAGEVIEW CAPITAL GENPAR, LTD.

By: /s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Director

SAGEVIEW CAPITAL GENPAR, L.P.

By: Sageview Capital MGP, LLC, its General Partner

By: /s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Co-President

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29977G1022

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SAGEVIEW CAPITAL MGP, LLC

By: /s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Co-President

/s/ Scott M. Stuart
SCOTT M. STUART

/s/ Edward A. Gilhuly
EDWARD A. GILHULY
