

SOUTH STATE Corp
Form 11-K
June 22, 2018
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20529

FORM 11-K

(Mark One)

Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2017

OR

Transition Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number: 001-12669

A.Full title of the plan and the address of the plan, if different from that of the issuer named below:

South State Bank 401(k) Retirement Savings Plan

520 Gervais Street

Columbia, South Carolina 29201

B.Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

SOUTH STATE CORPORATION

520 Gervais Street

Columbia, South Carolina 29201

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South State Bank 401(k) Retirement Savings Plan

Financial Statements with Supplementary Information

December 31, 2017 and 2016 and for the Year Ended December 31, 2017

And Report of Independent Registered Public Accounting Firm

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Report of Independent Registered Public Accounting Firm

To the Participants and the Retirement Committee of the

South State Bank 401(k) Retirement Savings Plan

Columbia, South Carolina

Opinion on the Financial Statements

We have audited the accompanying statements of net assets available for benefits of the South State Bank 401(k) Retirement Savings Plan (the "Plan") as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2017 and 2016, and the changes in net assets available for benefits for the year ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on the Plan's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Plan in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Supplementary Information

The supplemental information in the accompanying schedule of assets as of December 31, 2017, has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the basic financial statements but includes supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.

We have served as the Plan's auditor since 2008.

Charlotte, North Carolina

June 22, 2018

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South State Bank 401(k) Retirement Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2017 and 2016

	2017	2016
ASSETS		
Cash	\$ 1,085	\$ 308,699
Total Investments, at fair value	203,603,221	155,877,619
Receivables:		
Employer's contribution	1,057,142	831,764
Notes receivable from participants	4,611,662	3,026,486
Total receivables	5,668,804	3,858,250
Total assets	\$ 209,273,110	\$ 160,044,568
LIABILITIES		
Loans payable	\$ –	\$ 14,557
Total liabilities	–	14,557
Net assets available for benefits	\$ 209,273,110	\$ 160,030,011

The accompanying notes are an integral part of the financial statements.

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South State Bank 401(k) Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2017

Additions to net assets attributed to:	
Investment income:	2017
Net appreciation in fair value of investments	\$ 15,146,309
Interest and dividends	9,874,644
Other income	280,899
Total investment income	25,301,852
Interest income on notes receivable from participants	171,136
Contributions:	
Participants'	10,021,576
Rollovers	18,110,041
Employer contributions	8,262,632
Total contributions	36,394,249
Total additions	61,867,237
Deductions from net assets attributed to:	
Benefits paid to participants	12,514,341
Administrative expenses	109,797
Total deductions	12,624,138
Net increase	49,243,099
Net assets available for benefits:	
Balance, beginning of year	160,030,011
Balance, end of year	\$ 209,273,110

The accompanying notes are an integral part of the financial statements.

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South State Bank 401(k) Retirement Savings Plan

Notes to Financial Statements

Note 1 – Description of Plan

The following description of the South State Bank 401(k) Retirement Savings Plan (“Plan”) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a contributory defined contribution plan covering all employees with the exception of employees classified as temporary or “on-call” of South State Bank (the “Company”), a wholly-owned subsidiary of South State Corporation., and all affiliates of the Company who are age eighteen or older. The Company’s employees can enter the Plan on the first day of each month after meeting eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Plan is administered by the Retirement Committee, members of which are appointed by the Board. For the period January 1, 2017 through July 3, 2017, the Retirement Committee contracted with American Pensions (the "Administrator"), which is a division of the Company, for record-keeping, administrative, custodial and trust service and contracted with MG Trust Company, LLC ("MG Trust" or "Investment Trustee") to operate as custodian for the Plan. Beginning July 3, 2017, the Retirement Committee contracted Fidelity Management Trust Company ("Fidelity" or the "Trustee") as the trustee and record keeper of the Plan and the Plan's assets.

Contributions:

Each year, participants may contribute up to 100% of pretax annual base compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified retirement plans. Participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan defines compensation as follows: the term Compensation means a participant's Form W-2 Compensation received during a Compensation Determination Period. A Compensation Determination Period is defined as the Plan Year; and any elective deferrals as defined under Code §402(g) and any amount contributed or deferred by the Employer at the election of the Employee which is not includible in gross income by reason of Code §125, Code §132(f)(4) or Code §457, will be included in Compensation. In addition, any amount received under the following circumstances will not be considered Compensation: amounts set forth in Regulation §1.414(s)-1(c)(3) (i.e.,

reimbursements or other expense allowances, including fringe benefits (cash and non-cash), moving expenses, deferred compensation and welfare benefits, even if includible in gross income).

The Plan permits eligible participants to contribute up to a maximum annual amount of \$18,000 for 2017 and 2016. Participants age 50 and older are permitted to make catch-up contributions of \$6,000 for 2017 and 2016.

The Plan requires newly eligible employees be automatically enrolled in the Plan with a withholding of 5% of Compensation as defined by the Plan unless a Salary Deferral Election form is filed.

The Plan provides for discretionary non-elective profit sharing contributions on an annual basis. Employees will be entitled to such contributions if they are of an eligible class, are employed on the last day of the year and have completed 1,000 hours of service during the Plan year. Employment terminated during the year due to normal retirement, death or disability shall not result in loss of the non-elective Company contribution. There were no non-elective contributions for 2017 or 2016.

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Note 1 – Description of Plan (continued)

Employees participating in the plan receive a 100% matching of their 401(k) plan contribution, up to 5% of their salary. Employer contributions on the first 5% of their salary are made per pay period. In addition, employees are eligible for an additional 1% discretionary matching contribution contingent upon achievement of the Company's current year financial goals and payable the first quarter of the following respective year. Employer contributions for the discretionary 1% match may be made annually from current or accumulated net profits. Both employer and employee contributions are subject to certain limitations based on the Internal Revenue Code ("IRC").

Participant accounts:

Each participant's account is credited with the participant's contribution, allocations of the Company's matching contribution, and allocations of plan earnings and plan losses. Each participant's account is also charged with an allocation of administrative expenses. Allocations are based on account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting:

All participant contributions and South State Bank matching contributions are immediately vested. Participants vest in non-elective profit sharing contributions at 10% for first and second year, 20% per year for the next four years until fully vested at six years, or upon the earlier of their death, disability or retirement at age 65 or older. An employee must complete at least 1,000 hours of service during a vesting computation period to receive credit for a year of service. The Plan measures a year of service on the basis of the 12-consecutive month period of the Plan year.

Investment Options:

Participants may direct how their tax deferred contributions, rollover funds, employer matching contributions and employer non-elective profit sharing contributions will be invested within various investment options selected by the Trustee Committee. All participant directed funds, except investments in South State Bank Unitized Stock Fund may be redirected daily (See Note 7 – Investments for additional information on the South State Bank Unitized Stock Fund).

Participants must wait 30 calendar days before exchanging back into South State Bank common stock. The 30-day clock restarts after every exchange out of the account. This does not apply to the following:

- 1.Purchases of shares with participant payroll or employer contributions or loan payments.
- 2.Purchases of shares with reinvested capital.
- 3.Redemption of shares to pay any otherwise permissible withdrawals from the plan.
- 4.Redemption of shares at the direction of the plan.
- 5.Redemption of shares to pay fees.

Forfeitures:

At December 31, 2017 and 2016, forfeited non-vested accounts totaled \$7,672 and \$25,509 respectively. Forfeitures may be used to pay administrative expenses incurred by the Plan. Any additional balances in the forfeiture account will then be applied to restore previous forfeitures of participant accounts pursuant to the Plan document. The portion of the forfeiture account available after the above items are satisfied is then available to be used to offset any employer contribution. During 2017, forfeitures of \$7,672 were used to offset the 2017 employer contributions.

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Note 1 – Description of Plan (continued)

Notes Receivable from Participants:

Participants may borrow from their Plan assets after one year of participation. A participant must borrow at least \$1,000 with the maximum amount being the lesser of (1) \$50,000 or (2) one-half of the participant's vested account balance. Loans are payable in full upon default or termination of employment. Outstanding loans at December 31, 2017 carry interest rates ranging from 4.25% to 9.00%.

The Plan allows one loan outstanding per participant at a time. A participant also must wait until at least 30 days after the pay-off of the previous loan to obtain a new loan. The Plan does not restrict loans from any portion of the participant's funds invested in South State Bank's common stock.

Payment of benefits and withdrawals:

On termination of service due to death, disability, retirement, or other reasons, a participant may leave the funds in the Plan or receive a lump-sum amount equal to the value of his or her account.

A participant may also receive a hardship withdrawal upon meeting certain immediate financial need requirements as defined by the Plan. Funds derived from matching and profit sharing contributions are not available for hardship withdrawals.

The Plan allows the Administrator, at its sole discretion, to distribute a participant's vested Aggregate Account balance without consent of the participant if the account balance is less than \$5,000. Such distribution may be made in a lump sum at any time after a participant terminates employment, subject to certain provisions of the Plan.

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting:

The financial statements of the Plan are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and the disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

Investment Valuation and Income Recognition:

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 8 for discussion of fair value measurements.

The fair value of the Plan's interest in common collective trust fund is based on the fair value of the fund's underlying managed group annuity contract, as reported by the issuer of the contract. The fully benefit-responsive stable value fund is valued at contract value as estimated by the administrator of the fund. As described above, investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value basis.

The Plan provides for various investment options in any combination of South State Corporation stock, mutual funds, common collective trust funds, or money market funds. Investment securities are exposed to various risks, such as interest rate, liquidity, market and credit risks. Due to the level of risk associated with certain investment

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securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will change in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation in the fair value of the Plan's investments consists of the realized gains or losses on investments sold and unrealized appreciation or depreciation on investments held at year end.

Payment of Benefits and Withdrawals:

Benefits and withdrawals are recorded when paid. Amounts allocated to withdrawing participants may be recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31 but not yet paid as of that date.

Notes Receivable from Participants:

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2017 or 2016.

Risks and Uncertainties:

The Plan invests in various investment securities which are exposed to various risks such as interest rate, market volatility and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

Note 3 – Related Party Transactions

Certain Plan investments are shares of South State Corporation common stock. The Plan held common shares of South State Corporation of 216,683 shares valued at \$18,883,898 and 214,309 shares valued at \$19,018,868 at December 31, 2017 and 2016, respectively. Dividends received from South State Corporation common stock totaled \$288,453 for the year ended December 31, 2017.

Note 4 – Plan Termination

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100 percent vested in their accounts.

Note 5 – Tax Status

The Internal Revenue Service has determined and informed South State Corporation, formerly First Financial, by a letter dated March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since the IRS approval letter of the plan, however the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax exempt as of December 31, 2017 and 2016.

Under accounting principles generally accepted in the United States, plan management is required to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2017 and 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial

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statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 6 – Plan Operating Costs

The Plan's administrative expenses are paid by either the Plan or the Company, as provided by the plan document. Investment related expenses are included in net appreciation of fair value of investments. Certain administrative functions are performed by employees of the Company. No such employee receives compensation from the Plan.

Note 7 – Investments

Plan assets are held in a trust established pursuant to an agreement between South State Bank and the Trustee Committee.

The Retirement Committee and Investment Trustee direct the investment activities of the trust and have full discretionary authority for the purchase and sale of investments, subject to the participants' permitted investment elections and certain other specified limitations.

The Investment Trustee maintains a South State Corporation unitized stock fund, for the exclusive use of the Plan, to account for the Plan's interest in South State Corporation common stock, plus any undistributed cash to be invested into South State Corporation common stock. The common stock is presented as an investment within these financial statements, due to the nature of this unitized fund. The Investment Trustee acquires and sells the common stock through a broker-dealer.

Note 8 – Fair Value Measurements

FASB ASC 820, Fair Value Measurements and Disclosures, defines fair value, establishes a framework for measuring fair value under accounting principles generally accepted in the United States, and enhances disclosures about fair value measurements. FASB ASC 820 clarifies that fair value should be based on the assumptions market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes the information used to develop those assumptions.

FASB ASC 820 establishes a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value as follows:

Level 1 Observable inputs such as quoted prices in active markets;

Level 2 Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3 Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Following is a description of valuation methodologies used for assets recorded at fair value on a recurring and nonrecurring basis. There have been no changes in the methodologies used at December 31, 2017 and 2016.

South State Corporation common stock is valued on a recurring basis at quoted market prices where available. The common stock is classified within Level 1 of the valuation hierarchy.

Mutual Funds are public investment vehicles valued using the Net Asset Value ("NAV") provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within Level 1 of the valuation hierarchy.

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Note 8 – Fair Value Measurements (continued)

Common collective trust fund holds guaranteed investment contracts (“GIC”), separate account GICs, and synthetic GICs. Traditional GICs represent deposits which guarantee a stated interest rate for the term of the contracts. The fair value of the traditional GICs is determined based on the present value of the contract’s expected cash flows, discounted by current market interest rates for like-duration and like-quality investments. Separate account GICs are portfolios of securities held in a separate account owned and managed by or on behalf of the insurance company issuing the GIC for the exclusive benefit of investors in the separate account. Synthetic GICs are portfolios of securities owned by the CCT. The fair value of a separate account GIC and a synthetic GIC is determined based on the fair value of the securities underlying each GIC. The fair value of the Plan’s interest in common collective trusts (“CCT” or “pooled funds”) is based on the NAV after adjustments to reflect all fund investments at fair value.

Interest-bearing deposits are valued at carrying value, which approximates fair value.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the Fund, plus earnings, less participant withdrawals and administrative expenses. The Fund imposes certain restrictions on the Plan, and the Fund itself may be subject to circumstances that impact its ability to transact at contract value, as described in the following paragraphs. Plan management believes that the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

The table below presents the recorded amount of the Plan’s investments measured at fair value on a recurring basis.

	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2017:				
Mutual funds	\$ 160,243,279	\$ 160,243,279	\$ –	\$ –
Common stock - South State Corporation	18,883,898	18,883,898	–	–
Total investments in fair value hierarchy	179,127,177	179,127,177	–	–
Investments measured at net asset value(a)	24,476,044	–	–	–
Total Investments at fair value	\$ 203,603,221	\$ 179,127,177	\$ –	\$ –
December 31, 2016:				
Mutual funds	\$ 112,656,65	\$ 112,656,658	\$ –	\$ –
Common stock - South State Corporation	19,018,868	19,018,868	–	–
Interest-bearing deposits	25,535	25,535	–	–
Total investments in fair value hierarchy	131,701,061	131,701,061	–	–
Investments measured at net asset value(a)	24,176,558	–	–	–
Total Investments at fair value	\$ 155,877,619	\$ 131,701,061	\$ –	\$ –

(a) In accordance with Topic 820, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net

assets available for benefits.

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Note 9 – Net Asset Value Per Share

The following table for December 31, 2017 and 2016 sets forth a summary of the Plan’s investments with a reported estimated fair value using net asset value per share:

	Fair Value at December 31, 2017	Fair Value at December 31, 2016	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common collective trust fund: Federated Capital					
Preservation Fund	\$ 24,476,044	\$ 24,176,558	\$ –	Daily	None

- (a) The common collective trust fund simulates the performance of a guaranteed investment contract through an issuer's guarantee of a specific interest rate and a portfolio of financial instruments that are owned by the issuer. This provides a stable value option for Plan participants.

The Group Annuity Contract (“GAC”) includes underlying assets which are held in a trust owned by Federated Investors Trust Company (“Federated Investors”), through the Plan’s investment in a separate GAC. The contract provides that participants execute Plan transactions at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals. The investment is stated at fair value as reported by Federated Investors and adjusted to contract value on the Statement of Assets Available for Benefits. The GACs fair value equals the fluctuating value of the assets backing the contract.

The crediting interest rate was 1.89% and the average yield was 2.39% for the year ended December 31, 2017 in comparison to a crediting interest rate of 1.71% and the average yield of 2.14% for the year ended December 31, 2016. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk or the contract issuer or otherwise. Federated Investors will guarantee principal and accrued interest, based on crediting interest rates, for participant initiated withdrawals as long as the contract remains active. Interest is credited to the contract at interest rates that reflect the performance of the underlying portfolio. Federated Investors will reset the rate quarterly, by amortizing the difference between the market value of the portfolio and the guaranteed value over the weighted average duration of the fund’s investments.

Participants withdrawing from their accounts for allowable events will receive the principal and accrued earnings. These events include transfers to other Plan investment options, and payments because of retirement, termination of employment, disability, death and in-service withdrawals as permitted by the Plan. Share redemption may be immediate, with no notice period. Certain events, such as plan termination or a Plan merger initiated by the

Plan sponsor, may limit the ability of the Plan to transact at contract value. The Plan sponsor does not believe any events are probable that may limit the ability of the Plan to transact at contract value.

Note 10 – Subsequent Events

The Company has evaluated subsequent events for accounting and disclosure purposes through the date the financial statements are issued.

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Supplementary Information

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South State Bank 401(k) Retirement Savings Plan

EIN 57-0219408

Plan No. 002

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2017

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Corporate Stocks			
*	South State Corporation	216,683 common shares	**	\$ 18,883,898
	Mutual Funds			
	American Funds	EuroPacific Growth Fund Class R5, 382,117 shares	**	21,452,073
	Columbia Management	Columbia Dividend Income Fund Z, 939,251 shares	**	21,058,016
	Diamond Hill Funds	Diamond Hill Small Cap Fund, 142,010 shares	**	5,136,506
	Mainstay Funds	Mainstay Large Cap Growth Fund, 2,443,877 shares	**	23,852,238
	Met West Asset Management	Met West Total Return Bond Fund, 1,725,588 shares	**	17,307,650
	PIMCO	PIMCO Commodity Real Ret. Strategy Fund, 541,434 shares	**	3,665,506
	Principal Funds	Principal High Yield Fund, 388,236 shares	**	2,896,243
	T. Rowe Price	Mid Cap Growth Fund, 110,976 shares	**	9,655,984
	T. Rowe Price	New Horizons Growth Fund, 87,264 shares	**	4,592,706
	Franklin Templeton	Templeton Global Bond Fund, 63,416 shares	**	751,479
	Investments			
	Vanguard	Vanguard Target Retirement Income, 24,255 shares	**	328,653
	Vanguard	Vanguard Target Retirement 2015, 14,215 shares	**	217,916
	Vanguard	Vanguard Target Retirement 2020, 61,279 shares	**	1,922,935
	Vanguard	Vanguard Target Retirement 2025, 146,796 shares	**	2,715,720
	Vanguard	Vanguard Target Retirement 2030, 36,051 shares	**	1,212,403
	Vanguard	Vanguard Target Retirement 2035, 63,983 shares	**	1,323,799
	Vanguard	Vanguard Target Retirement 2040, 24,627 shares	**	880,908
	Vanguard	Vanguard Target Retirement 2045, 44,877 shares	**	1,009,734
	Vanguard	Vanguard Target Retirement 2050, 14,287 shares	**	517,191
	Vanguard	Vanguard Target Retirement 2055, 12,216 shares	**	479,228
	Vanguard	Vanguard Target Retirement 2060, 6,650 shares	**	230,349
	Vanguard	500 Index Fund - Admiral, 67,517 shares	**	16,664,566
	Vanguard	Developed Market Index Fund, 91,811 shares	**	1,322,992
	Vanguard	Intermediate Term Bond Index - Admiral, 272,701 shares	**	3,097,881

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Vanguard	Mid-Cap Index Fund, 7,992 shares	**	1,530,807
Vanguard	Reit Index Fund - Admiral, 34,242 shares	**	4,025,204
Vanguard	Selected Value Fund, 331,909 shares	**	10,378,780
Vanguard	Small-Cap Index Fund - Admiral, 28,480 shares	**	2,015,812
			160,243,279
Common Collective Trust Funds			
Federated Capital	Federated Capital Preservation Fund	**	24,476,044
Participant Loans:			
* Notes receivable from participants	4.25% to 9.00%, Latest Maturity Date: 08/16/2041	***	4,611,662
	Total assets held for investment purposes		208,214,883
Cash	Noninterest-bearing deposits	**	1,085
	Total assets		\$ 208,215,968

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the plan investment committee members have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

South State Bank 401(k) Retirement Savings Plan
(Name of Plan)

Date: June 22, 2018 /s/ William C. Bochette, III
William C. Bochette, III
South State Retirement Committee

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Exhibit Index

Exhibit No.	Description	Location
23.1	<u>Consent of Independent Registered Public Accounting Firm</u>	Filed herewith