

FNB CORP/FL/  
Form S-8  
June 16, 2015

As filed with the Securities and Exchange Commission on June 16, 2015.

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**F.N.B. CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Florida**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**12 Federal Street**

**25-1255406**  
**(I.R.S. Employer**  
**Identification No.)**

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**One North Shore Center**

**Pittsburgh, Pennsylvania 15212**

**(Address of principal executive offices) (Zip Code)**

**F.N.B. Corporation 2007 Incentive Compensation Plan (Amended and Restated Effective May 20, 2015)**

**(Full Title of the Plan)**

**Vincent J. Delie, Jr.**

**President and Chief Executive Officer**

**F.N.B. Corporation**

**12 Federal Street**

**One North Shore Center**

**Pittsburgh, Pennsylvania 15212**

**(Name and address of agent for service)**

**(800) 555-5455**

**(Telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of</b>	<b>Amount to be</b>	<b>Proposed Maximum Offering</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee(2)</b>
<b>Securities to be Registered</b>	<b>Registered(1)</b>	<b>Price per Unit(2)</b>	<b>Offering Price(2)</b>	<b>Fee(2)</b>
Common stock, \$0.01 par value per share	1,500,000 shares	\$13.90	\$20,850,000.00	\$2,422.77

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this registration statement shall also be deemed to cover any additional securities to be offered or issued in connection with the provisions of the above-referenced plan, which provide for adjustments in the amount of securities to be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based upon the average of high and low prices of the common stock of F.N.B. Corporation as reported on the New York Stock Exchange on June 9, 2015, which was \$13.90.

## EXPLANATORY NOTE

This registration statement on Form S-8 is being filed with respect to 1,500,000 additional shares of common stock of F.N.B. Corporation, par value \$0.01 per share (the Common Stock ), that are issuable under the F.N.B. Corporation 2007 Incentive Compensation Plan (the 2007 Incentive Plan ), and are of a class of securities for which F.N.B. Corporation has other effective registration statements on Form S-8 that relate to the 2007 Incentive Plan. Pursuant to General Instruction E to Form S-8, the contents of those earlier registration statements on Form S-8, which were filed with the Securities and Exchange Commission on June 27, 2007 (File No. 333-144088) and on August 10, 2011 (File No. 333-176202), are incorporated by reference herein except as otherwise set forth below.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### **Item 6. Indemnification of Directors and Officers.**

The Florida Business Corporation Act, as amended (the FBCA ), provides that, in general, a business corporation may indemnify any person who is or was a party to any proceeding, other than an action by, or in the right of, the corporation, by reason of the fact that he or she is or was a director or officer of the corporation, against liability incurred in connection with such proceeding, including any appeal thereof, provided certain standards are met, including that such officer or director acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and provided further that, with respect to any criminal action or proceeding, the officer or director had no reasonable cause to believe his or her conduct was unlawful. In the case of proceedings by or in the right of the corporation, the FBCA provides that, in general, a corporation may indemnify any person who was or is a party to any such proceeding by reason of the fact that he or she is or was a director or officer of the corporation, against expenses and amounts paid in settlement actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof, provided that such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that the amount so indemnified shall not exceed the estimated expense of litigating the matter to conclusion, and no indemnification shall be made with respect to any claim as to which such person is adjudged liable, unless a court of competent jurisdiction determines upon application that such person is fairly and reasonably entitled to indemnity. To the extent that any officer or director is successful on the merits or otherwise in the defense of any of such proceedings, the FBCA requires that the corporation indemnify such officer or director against expenses actually and reasonably incurred in connection therewith. The corporation may pay in advance the expenses incurred by an officer or director in defending a civil or criminal proceeding so long as the director or officer has undertaken to repay those amounts if he or she is ultimately found not to be entitled to indemnification. However, the FBCA further provides that, in general, indemnification or advancement of expenses shall not be made to or on behalf of any officer or director if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (i) a violation of the criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe it was unlawful; (ii) a transaction from which the director or officer derived an improper personal benefit; (iii) in the case of a director, a circumstance under which the director has voted for or assented to a distribution made in violation of the FBCA or the corporation's articles of incorporation; or (iv) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

F.N.B.'s articles of incorporation and bylaws provide that F.N.B. shall indemnify its directors and officers to the fullest extent permitted by law in connection with any actual or threatened action, suit or proceeding, civil,

criminal, administrative, investigative or other (whether brought by or in the right of F.N.B. or otherwise) arising out of their service to F.N.B. or to another organization at F.N.B.'s request, or because of their positions with F.N.B. F.N.B.'s bylaws also state that F.N.B. shall pay the expenses incurred by a director or officer in defending or investigating a threatened or pending action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by the director or officer to repay those amounts if it is ultimately determined that he or she was not entitled to be indemnified. F.N.B.'s articles of incorporation further provide that F.N.B. may purchase and maintain insurance to protect itself and any such director or officer against any liability, cost or expense asserted against or incurred by him or her with respect to such service, whether or not F.N.B. would have the power to indemnify him or her against such liability by law or under the provisions of this paragraph.

F.N.B. maintains insurance policies insuring directors and officers against certain liabilities they may incur in their capacity as such.

**Item 8. Exhibits.**

The following exhibits are filed with or incorporated by reference in this Registration Statement:

<b>Exhibit</b>	<b>No.</b>	<b>Description</b>
	5.1	Opinion of James G. Orie, Esquire, filed herewith
	23.1	Consent of James G. Orie, Esquire (included in Exhibit 5.1)
	23.2	Consent of Ernst & Young LLP, filed herewith
	24.1	Powers of attorney, filed herewith
	99.1	F.N.B. Corporation 2007 Incentive Compensation Plan, as amended and restated effective May 20, 2015, filed herewith

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on June 16, 2015.

F.N.B. CORPORATION

By: /s/ Vincent J. Delie, Jr.  
 Vincent J. Delie, Jr.  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Vincent J. Delie, Jr. Vincent J. Delie, Jr.	President and Chief Executive Officer and a Director (principal executive officer)	June 16, 2015
/s/ Vincent J. Calabrese, Jr. Vincent J. Calabrese, Jr.	Chief Financial Officer (principal financial officer)	June 16, 2015
/s/ Timothy G. Rubritz Timothy G. Rubritz	Corporate Controller and Senior Vice President (principal accounting officer)	June 16, 2015
* William B. Campbell	Director	
* James D. Chiafullo	Director	
* Laura E. Ellsworth	Director	
* Stephen J. Gurgovits	Chairman of the Board and a Director	

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Director

Robert A. Hormell

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Director

David J. Malone

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Signature	Title	Date
*	Director	
D. Stephen Martz		
*	Director	
Robert J. McCarthy, Jr.		
*	Director	
David L. Motley		
*	Director	
Heidi A. Nicholas		
*	Director	
Arthur J. Rooney, II		
*	Director	
John S. Stanik		
*	Director	
William J. Strimbu		
*	Director	
Earl K. Wahl, Jr.		

\* Vincent J. Delie, Jr., by signing his name hereto, does hereby sign this document on behalf of each of the above-noted directors of the Registrant pursuant to powers of attorney duly executed by such persons.

By: /s/ Vincent J. Delie, Jr.

Vincent J. Delie, Jr.

Attorney-in-fact

Date: June 16, 2015



**EXHIBIT INDEX**

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