

FNB CORP/FL/  
Form 8-K  
May 19, 2011

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

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): May 18, 2011**

**F.N.B. Corporation**

(Exact name of registrant as specified in its charter)

Florida

001-31940

25-1255406

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

One F.N.B. Boulevard, Hermitage,  
Pennsylvania

16148

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 724-981-6000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On May 18, 2011, F.N.B. Corporation completed its previously announced public offering of 6,037,500 shares of common stock at a price of \$10.70 per share, including 787,500 shares that were issued pursuant to the exercise in full by Keefe, Bruyette & Woods, Inc. and RBC Capital Markets, LLC, as representatives of the underwriters, of their overallotment option. The net proceeds of the offering, after deducting underwriting discounts and commissions and estimated offering expenses, are expected to be approximately \$62.8 million.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

F.N.B. Corporation

*May 19, 2011*

By: /s/ James G. Orie  
Name: *James G. Orie*  
Title: *Chief Legal Officer*