

FNB CORP/FL/  
Form 8-K/A  
July 25, 2011

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

FORM 8-K/A  
(Amendment No. 1)

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  

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(State or other jurisdiction  
of incorporation)

001-31940  

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(Commission  
File Number)

25-1255406  

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

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

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(Address of principal executive offices)

16148  

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(Zip Code)

Registrant's telephone number, including area code:

724-981-6000

Not Applicable

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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))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**INFORMATION TO BE INCLUDED IN THE REPORT**

**Explanatory Note:**

F.N.B. Corporation ( Corporation ) is filing this Current Report on Form 8-K/A as an amendment ( Amendment ) to the Current Report on Form 8-K filed May 20, 2011 ( Original 8-K ). The Corporation filed the Original 8-K to report, among other things, the results of the matters submitted to a vote at the Annual Meeting of Shareholders of the Corporation held on May 18, 2011 ( Annual Meeting ). The sole purpose of this Amendment is to disclose the Corporation's decision regarding the frequency of the shareholder advisory vote on executive compensation. The Corporation is not making any other changes to the Original 8-K.

**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

As previously reported in the Original 8-K, with respect to the advisory vote regarding the frequency of a shareholder advisory on executive compensation one year received the majority of the votes cast.

| ONE YEAR   | TWO YEARS | THREE YEARS | ABSTAINED | BROKER<br>NON-VOTES |
|------------|-----------|-------------|-----------|---------------------|
| 38,693,956 | 2,941,906 | 35,193,866  | 1,290,731 | 17,664,808          |

In light of the voting results and other factors, the Board of Directors of the Corporation have determined to provide shareholders with an annual advisory vote on executive compensation at each Annual Meeting of Shareholders, until the Board of Directors decides to hold the next shareholder advisory vote on the frequency of the advisory shareholder vote on executive compensation, which shall be no later than the Corporation's Annual Meeting of Shareholders in 2017.

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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

*July 25, 2011*

By: *Vincent J. Calabrese*

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*Name: Vincent J. Calabrese*  
*Title: Chief Financial Officer*