

FNB CORP/FL/  
Form 8-K  
October 23, 2012

**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): October 22, 2012**

**F.N.B. CORPORATION**

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

**FLORIDA**

**(State or Other Jurisdiction of Incorporation)**

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**001-31940**  
(Commission

**25-1255406**  
(IRS Employer

File Number)

Identification No.)

**One F.N.B. Boulevard, Hermitage, PA**  
(Address of Principal Executive Offices)

**16148**  
(Zip Code)

**(724) 981-6000**

(Registrant's telephone number, including area code)

(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 (see General Instructions A.2. below):

- .. 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))

**INFORMATION TO BE INCLUDED IN THE REPORT**

**ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On October 22, 2012, F.N.B. Corporation (the Corporation) announced financial results for the quarter ended September 30, 2012. A copy of the press release announcing the Corporation's results for the quarter ended September 30, 2012 is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**ITEM 7.01 REGULATION FD DISCLOSURE**

On October 23, 2012, the Corporation will host a conference call to discuss the Corporation's financial results. A copy of reference materials to be used during this call is furnished with this Form 8-K as Exhibit 99.2. This Form 8-K and Exhibit 99.2 attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, or deemed incorporated by reference in any filing under the Securities Act of 1933, unless specifically identified as being incorporated therein by reference.

**ITEM 8.01 OTHER ITEMS**

The information regarding the Corporation's financial results set forth in Item 2.02 of this Current Report on Form 8-K is incorporated by reference in this Item 8.01.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

Exhibits:

- 99.1 Press release dated October 22, 2012 announcing the financial results of F.N.B. Corporation for the quarter ended September 30, 2012.
- 99.2 Reference materials for the October 23, 2012 earnings release conference call.

**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  
(Registrant)

By: /s/ Vincent J. Calabrese, Jr.  
Name: Vincent J. Calabrese, Jr.  
Title: Chief Financial Officer  
(Principal Financial Officer)

Dated: October 23, 2012