

FNB CORP/FL/  
Form 8-K  
May 21, 2015

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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 20, 2015

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.)

12 Federal Street, One North Shore Center,  
Pittsburgh, Pennsylvania

15212

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

800-555-5455

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))



**Top of the Form****ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

On May 20, 2015, F.N.B. Corporation (the Corporation) held its Annual Meeting of Shareholders. Shareholders voted on the matters set forth below.

**Proposal 1 Election of Directors**

The Corporation's fifteen director nominees proposed by the Board of Directors were elected to serve until the 2016 Annual Meeting of Shareholders by the following vote of common shareholders:

| <b>Director Nominee</b> | <b>For</b>  | <b>Withheld</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------------------|-------------|-----------------|----------------|-------------------------|
| William B. Campbell     | 123,326,545 | 1,941,061       | 909,728        | 24,463,168              |
| James D. Chiafullo      | 100,489,698 | 24,752,415      | 935,221        | 24,463,168              |
| Vincent J. Delie, Jr.   | 123,447,191 | 1,931,559       | 798,584        | 24,463,168              |
| Laura E. Ellsworth      | 123,349,199 | 1,883,881       | 944,254        | 24,463,168              |
| Stephen J. Gurgovits    | 123,298,690 | 2,001,511       | 877,133        | 24,463,168              |
| Robert A. Hormell       | 124,228,489 | 1,096,967       | 851,878        | 24,463,168              |
| David J. Malone         | 123,726,544 | 1,647,948       | 802,842        | 24,463,168              |
| D. Stephen Martz        | 124,267,818 | 1,059,395       | 850,121        | 24,463,168              |
| Robert J. McCarthy, Jr. | 123,375,396 | 1,951,173       | 850,765        | 24,463,168              |
| David L. Motley         | 124,104,171 | 1,258,097       | 815,066        | 24,463,168              |
| Heidi A. Nicholas       | 124,125,527 | 1,198,885       | 852,922        | 24,463,168              |
| Arthur J. Rooney, II    | 123,611,132 | 1,699,016       | 867,186        | 24,463,168              |
| John S. Stanik          | 124,223,840 | 1,006,377       | 947,117        | 24,463,168              |
| William J. Strimbu      | 123,977,314 | 1,366,638       | 833,382        | 24,463,168              |
| Earl K. Wahl, Jr.       | 123,773,155 | 1,522,133       | 882,046        | 24,463,168              |

**Proposal 2 Adoption of Advisory Resolution on Executive Compensation**

The advisory (non-binding) resolution to approve the 2014 compensation of the Corporation's named executive officers was approved by a vote of the common shareholders of 121,707,226 shares voted for, 3,187,838 shares voted against and 1,282,270 abstentions. There were 24,463,168 broker non-votes for this proposal.

**Proposal 3 Ratification of Appointment of Ernst & Young LLP as Independent Registered Public Accounting Firm**

The ratification of appointment of Ernst & Young LLP as the Corporation's independent registered public accounting firm for 2015 was approved by a vote of the common shareholders of 147,728,557 shares voted for, 1,832,933 shares voted against and 1,079,012 abstentions. There were no broker non-votes for this proposal.

**Proposal 4 Approval and Adoption of the Amendment of the F.N.B. Corporation 2007 Incentive Compensation Plan**

The proposal to approve and adopt the amendment of the F.N.B. Corporation 2007 Incentive Compensation Plan was approved by a vote of the common shareholders of 120,370,825 shares voted for, 4,461,494 shares voted against and 1,345,015 abstentions. There were 24,463,168 broker non-votes for this proposal.

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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.

*May 21, 2015*

F.N.B. Corporation

By: *Vincent J. Calabrese, Jr.*

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*Name: Vincent J. Calabrese, Jr.*

*Title: Chief Financial Officer*