

Edgar Filing: PVF CAPITAL CORP - Form 425

PVF CAPITAL CORP  
Form 425  
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Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-6 of the Securities Exchange Act of 1934

Subject Company: PVF Capital Corp.

(SEC Registration Statement No. 333-189708)

The following slides are excerpts from an investor presentation used by F.N.B. management on August 20, 2013. The entire slide presentation is also available on F.N.B.'s website, at [www.fnbcorporation.com](http://www.fnbcorporation.com).

*Additional Information About the Merger:*

In connection with their pending merger, F.N.B. Corporation and PVF Capital Corp. are required to file a proxy statement/prospectus and other relevant documents with the SEC. F.N.B. and PVF Capital also file annual, quarterly and current reports, proxy statements and other information with the SEC. These documents may be obtained free of charge at the SEC's website at <http://www.sec.gov>. Additionally, investors and security holders may obtain free copies of the documents that F.N.B. has filed with the SEC by contacting James G. Orie, Chief Legal Officer, F.N.B. Corporation, One F.N.B. Boulevard, Hermitage, PA 16148, telephone: (724) 983-3317, and free copies of the documents that PVF Capital has filed with the SEC by contacting Jeffrey N. Male, Secretary, PVF Capital Corp., 30000 Aurora Road, Solon, OH 44139, telephone: (440) 248-7171.

SHAREHOLDERS OF PVF CAPITAL CORP. ARE ADVISED TO READ THE PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENT FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS AND SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

F.N.B., PVF Capital and certain of their directors and executive officers may be deemed to be participants in the solicitation of proxies from shareholders of PVF Capital in connection with the proposed merger. The proxy statement/prospectus, when it becomes available, will describe the interests those directors and officers may have in the merger.

Cautionary Statement Regarding Forward-Looking Information  
and Non-GAAP Financial Information

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This presentation and the reports F.N.B. Corporation files with the Securities and Exchange Commission often contain forward-looking statements relating to present or future trends or factors affecting the banking industry and, specifically, the financial operations, markets and performance of F.N.B. Corporation. These forward-looking statements involve certain risks and uncertainties. There are a number of important factors that could cause F.N.B. Corporation's future results to differ materially from historical performance or projected performance. These factors include, but are not limited to: (1) a significant increase in competitive pressures among financial institutions; (2) changes in the interest rate environment that may affect the Company's earnings; (3) changes in prepayment speeds, loan sale volumes, charge-offs and loan loss provisions; (4) general economic conditions; (5) changes in the regulatory environment; (6) changes in the credit quality of the Company's assets; (7) changes in the Company's asset-liability structure; (8) changes in the Company's cost of funds; (9) changes in the Company's liquidity; (10) changes in the Company's capital structure; (11) changes in the Company's risk management strategy; (12) changes in the Company's business strategy; (13) changes in the Company's management; (14) changes in the Company's technology; (15) changes in the Company's legal and regulatory environment; (16) changes in the Company's reputation; (17) changes in the Company's market conditions; (18) changes in the Company's competitive landscape; (19) changes in the Company's customer base; (20) changes in the Company's operating costs; (21) changes in the Company's revenue streams; (22) changes in the Company's assets and liabilities; (23) changes in the Company's earnings; (24) changes in the Company's cash flow; (25) changes in the Company's financial position; (26) changes in the Company's overall business performance; (27) changes in the Company's market value; (28) changes in the Company's stock price; (29) changes in the Company's debt ratings; (30) changes in the Company's credit ratings; (31) changes in the Company's regulatory compliance; (32) changes in the Company's risk management; (33) changes in the Company's internal controls; (34) changes in the Company's governance; (35) changes in the Company's corporate social responsibility; (36) changes in the Company's environmental, social and governance (ESG) factors; (37) changes in the Company's human resources; (38) changes in the Company's information technology; (39) changes in the Company's cybersecurity; (40) changes in the Company's data privacy; (41) changes in the Company's intellectual property; (42) changes in the Company's brand; (43) changes in the Company's customer loyalty; (44) changes in the Company's employee retention; (45) changes in the Company's talent acquisition; (46) changes in the Company's innovation; (47) changes in the Company's research and development; (48) changes in the Company's marketing and sales; (49) changes in the Company's operations; (50) changes in the Company's overall business environment.

fiscal policies and regulations of the U.S. government that may adversely affect the businesses in which F.N.B. Corporation is issues which may adversely affect F.N.B. Corporation's financial operations or customers; (7) changes in the securities market in the reports and registration statements F.N.B. Corporation files with the Securities and Exchange Commission; (9) housing price consumer confidence and spending habits; (12) estimates of fair value of certain F.N.B. Corporation assets and liabilities; (13) with the pending mergers of PVF Capital Corp. and BCSB Bancorp, Inc., and integration challenges related to the recently completed Annapolis Bancorp, Inc. and the difficulties encountered in expanding into a new market; or (14) the effects of current, pending regulation and regulatory actions. F.N.B. Corporation undertakes no obligation to revise these forward-looking statements or the circumstances after the date of this presentation.

To supplement its consolidated financial statements presented in accordance with Generally Accepted Accounting Principles (GAAP), provides additional measures of operating results, net income and earnings per share (EPS) adjusted to exclude certain costs, expenses and losses. The Corporation believes that these non-GAAP financial measures are appropriate to enhance the understanding of its performance as prospects for its future performance. In the event of such a disclosure or release, the Securities and Exchange Commission requires the presentation of the most directly comparable financial measure calculated and presented in accordance with GAAP and (ii) the differences between the non-GAAP financial measure presented and the most directly comparable financial measure calculated in accordance with GAAP. The required presentations and reconciliations are contained herein and can be found at our website, [www.pvf.com](#), under Shareholder and Investor Relations by clicking on Non-GAAP Reconciliation.

The Appendix to this presentation contains non-GAAP financial measures used by the Corporation to provide information useful in understanding the Corporation's operating performance and trends, and facilitate comparisons with the performance of the Corporation. The Corporation believes that these non-GAAP financial measures are useful in evaluating the Corporation, the information should be supplemental in nature and not as a substitute for or superior to the relevant financial information prepared in accordance with GAAP. Financial measures used by the Corporation may differ from the non-GAAP financial measures other financial institutions use in their operations. This information should be reviewed in conjunction with the Corporation's financial results disclosed on July 23, 2010, with the Securities and Exchange Commission.

About F.N.B. Corporation

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Fourth Largest

Pennsylvania-Based Bank

Positioned for Sustained Growth

Consistent, Strong Operating Results

Operating Strategy

Assets:\$14.0 billion

(1)

Loans:\$9.5 billion

(1)

Deposits:\$11.6 billion

(1)

Banking locations:286

(1)

Consumer finance locations:72

Attractive and expanding footprint: PA/OH/MD/WV: Banking locations span 56 counties and four states

(1)

Leading market position (Pro-Forma)

(2)

#3 market share in the Pittsburgh MSA

#10 market share in the Baltimore MSA

#6 overall market position for all counties of operation

Top quartile profitability performance

Deliver consistent, solid results

Industry-leading, consistent loan growth through recent economic cycle

Strong performance:3-year total shareholder return of 88%

(3)

Reposition and reinvest for sustained growth; maintain low-risk profile

Reposition and reinvest for sustained growth

Maintain disciplined expense control

Expanding market share potential and growth opportunities

Maintain low-risk profile

(1) Pro-forma for pending acquisition of PVFC, expected to close October 2013 with assets of approximately \$0.8 billion, loans of approximately \$0.8 billion and 16 banking locations and BCSB Bancorp, expected to close 1Q14 with assets of approximately \$0.6 billion, loans of approximately \$0.6 billion and 16 banking locations (2) SNL Financial, Pro-forma for PVFC & BCSB, excludes custodian bank; (3) As of August 2013

Reposition and Reinvest  
Actions Drive Long-Term Performance  
9  
2009  
2010  
2011  
2012  
2013 YTD  
PEOPLE

Talent Management

Strengthened team through key hires; Continuous team development

Attract, retain, develop best talent

Geographic Segmentation

Regional model

Regional

Realignment

Created

5

&

6

Regions

PROCESS

Sales Management/Cross Sell

Proprietary sales management

system developed and

implemented: Balanced

scorecards, cross-functional

alignment

Consumer

Banking

Scorecards

Consumer Banking Refinement/Daily Monitoring

Continued

Utilization

Commercial

Banking Sales

Management

Expansion to additional lines of

business

Private Banking,

Insurance,

Wealth

Management

PRODUCT

Product Development

Deepened product set and niche

areas allow FNB to successfully

compete with larger banks and

gain share

Private Banking

Capital Markets

Online and mobile banking investment

/implementation

Online banking enhancements, mobile

banking and app

Online/mobile

banking

infrastructure  
complete with  
mobile remote  
deposit capture  
and online  
budgeting tools  
Asset Based  
Lending  
Small Business  
Realignment  
Treasury  
Management  
PRODUCTIVITY  
Branch Optimization  
Continuous evolution of branch  
network to optimize profitability  
and growth prospects  
De-Novo Expansion 9 Locations  
Continuous  
Evaluation  
Consolidate 2  
Locations  
Consolidate 6  
Locations  
Consolidate 37  
Locations  
Acquisitions  
Opportunistically expand  
presence in attractive markets  
CB&T  
Parkvale  
ANNB Closed 4/13  
PVFC 10/13  
BCSB 1Q14  
th  
th



FNB's model utilizes six regions, including three in top 30 MSA markets, with each having a regional headquarters housing cross-functional teams.

FNB Banking Footprint -

Regional Alignment

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Source: SNL Financial, Pro-Forma for PVFC and BCSB

Top 30 MSA Presence

MSA

Population

2.7 million  
#20 MSA  
2.4 million  
#22 MSA  
2.1 million  
#28 MSA  
Cleveland MSA  
Pittsburgh MSA  
Baltimore MSA  
PVFC Acquisition  
Expected  
Completion  
October 2013  
FNB  
Northwest Region  
FNB  
Central Region  
FNB  
Capital Region  
FNB  
Pittsburgh Region  
FNB  
Cleveland Region  
ANNB Completed  
4/6/2013 &  
BCSB Acquisition  
Expected  
Completion 1Q14  
Baltimore,  
MD  
Pittsburgh,  
PA  
Cleveland,  
OH

MSA Market Share -

Proven Success, Opportunity For Growth

15

Source: SNL Financial, deposit data as of June 30, 2012, pro-forma as of August 1, 2013, excludes custodial bank (Pittsburgh)

All Other MSA s represent MSA s with FNB presence excluding Pittsburgh, Cleveland and Baltimore MSA s.

Established MSA Markets

Proven Success, Leading Share Position Achieved

Recent

and

Pending  
Expansion  
MSA  
Markets

Opportunity  
for  
Growth  
Pittsburgh, PA MSA  
Rank  
Institution  
Total Deposits  
(\$ 000's)  
Market  
Share (%)

1  
PNC Financial Services Group Inc.  
42,596,832  
54.7

2  
Royal Bank of Scotland Group Plc  
6,883,477  
8.8

3  
F.N.B. Corporation  
3,524,259  
4.5

4  
Dollar Bank Federal Savings Bank  
3,453,494  
4.4

5  
First Niagara Financial Group Inc.  
2,830,934  
3.6

6  
Huntington Bancshares Inc.  
2,526,263  
3.2

7  
First Commonwealth Financial Cor  
2,426,042  
3.1

8  
S&T Bancorp Inc.  
1,684,601  
2.2

9  
TriState Capital Holdings Inc.  
1,679,984  
2.2

10  
Northwest Bancshares Inc.  
1,046,252  
1.3

All Other FNB MSA's (excludes Pittsburgh, Baltimore, Cleveland)

Rank

Institution

Total Deposits

(\$ 000's)

Market

Share (%)

1  
PNC Financial Services Group Inc.  
10,910,138  
11.8

2  
M&T Bank Corp.  
6,599,882  
7.1

3  
F.N.B. Corporation  
5,219,603  
5.6

4  
Wells Fargo & Co.  
4,734,090  
5.1

5  
Banco Santander SA  
3,854,650  
4.2

6  
Huntington Bancshares Inc.  
3,839,197

4.1

7

Royal Bank of Scotland Group Plc

3,645,447

3.9

8

FirstMerit Corp.

3,163,562

3.4

9

Susquehanna Bancshares Inc.

2,946,878

3.2

10

JPMorgan Chase & Co.

2,481,729

2.7

Baltimore-Towson, MD MSA

Rank

Institution

Total Deposits

(\$ 000's)

Market

Share (%)

1

Bank of America Corp.

15,836,195

24.8

2

M&T Bank Corp.

14,823,019

23.2

3

PNC Financial Services Group Inc.

6,659,451

10.4

4

Wells Fargo & Co.

5,913,121

9.3

5

BB&T Corp.

3,612,709

5.7

6

SunTrust Banks Inc.

2,084,077

3.3

7

Susquehanna Bancshares Inc.

1,188,991

1.9

8

First Mariner Bancorp

1,030,695

1.6

9

Capital One Financial Corp.

931,446

1.5

10

F.N.B. Corporation

913,327

1.4

Cleveland-Elyria-Mentor, OH MSA

Rank

Institution

Total Deposits

(\$ 000's)

Market

Share (%)

1

KeyCorp

9,961,386

19.8

2

PNC Financial Services Group Inc.

5,758,463

11.5

3

TFS Financial Corp. (MHC)

5,628,594

11.2

4

Royal Bank of Scotland Group Plc

4,420,693

8.8

5

Huntington Bancshares Inc.

4,212,182

8.4

6  
Fifth Third Bancorp  
3,531,385  
7.0

7  
FirstMerit Corp.  
3,349,627  
6.7

8  
JPMorgan Chase & Co.  
2,738,568  
5.4

9  
U.S. Bancorp  
1,979,041  
3.9

10  
Dollar Bank Federal Savings Bank  
1,662,699  
3.3

14  
F.N.B. Corporation  
649,212  
1.3



Significant Commercial Prospects

17

Note: Above metrics at the MSA level

(1)

Data per U.S. Census Bureau

(2)

Data per Hoover's as of August 14, 2013

Strong Concentration of Commercial Prospects

Over 175,000 Total Businesses

1,912

1,986

2,112

8,913

9,690

10,479

12,851

13,345

13,410

52,149

59,240

65,169

Youngstown MSA

Scranton MSA

Harrisburg MSA

Cleveland MSA

Pittsburgh MSA

Baltimore MSA

# of Business with Revenue >\$1M

Total Businesses

Significant Commercial Prospects Concentrated in Pittsburgh, Baltimore & Cleveland

Opportunity to Leverage Core Competency and Drive Sustained Organic Growth

(1)

(2)

(1)

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Acquisition Strategy

Disciplined and Consistent Strategy

Significant Expansion

Enhanced Organic Growth Prospects

Acquisition Strategy

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Disciplined and Consistent Acquisition Strategy

Disciplined identification and focus on markets that offer potential to leverage core competencies and growth opportunities

Create shareholder value

Meet strategic vision

Fit culturally

Targeted financial and capital recoupment hurdles  
Proficient and experienced due diligence team  
Extensive and detailed due diligence process  
Superior post-acquisition execution  
Execute FNB's proven, scalable, business model  
Proven success assimilating FNB's strong sales culture

Criteria

Evaluation

Strategy

Strategy

Execution

Strategy

Criteria

Evaluation

Execution

Significant Acquisition-Related Expansion

20

FNB Banking Location (pro-forma)

12

th

bank acquisition

since 2002 announced

June 14, 2013 (BCSB)

Pre-2002

Presence  
Additional  
Acquisition-Related Expansion  
Pittsburgh  
MSA Acquisition Expansion  
Cleveland MSA  
Expansion  
Baltimore MSA  
Pittsburgh MSA  
Cleveland MSA  
PVFC Acquisition  
Target Completion  
October 2013  
ANNB Completed  
4/6/2013 &  
BCSB Acquisition  
Target Completion  
1Q14  
Maryland Acquisition-  
Related Expansion  
Cleveland  
Hermitage  
Erie  
State College  
Harrisburg  
Philadelphia  
Scranton  
Baltimore  
Pittsburgh  
WV  
OH  
PA  
NY  
MD  
Fourth consecutive  
acquisition in a major MSA  
Status of recent acquisitions  
ANNB closed 4/6/2013  
PVFC expected close  
10/2013  
BCSB expected close  
1Q14  
Five acquisitions since 2010  
Ten acquisitions since 2005

M&A Strategic Update

Progressing as Planned

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Significant Progress Replicating Proven Success in Pittsburgh MSA

to Expansion Markets of Baltimore MSA (ANNB And BCSB Acquisitions) and Cleveland MSA (PVFC Acquisition)

Strategies

Pittsburgh

MSA

Baltimore



MSA

Cleveland

MSA

Market Characteristics

Support Sustained

Organic Growth

Markets with considerable  
scale and growth  
opportunities.

Density of commercial  
prospects, strong consumer,  
wealth, private banking,  
insurance opportunities  
support FNB's strategy.

Commercial

Prospects

(1)

59,240

65,169

52,149

Population

2.4 million

2.7 million

2.1 million

Median Household Income

\$46,000

\$63,000

\$45,000

Single Family Housing Permits

YOY

Change

(6/13)

(3)

31%

40%

23%

FNB Execution in

Market

Instills FNB Culture

Assemble strong regional  
leadership with established  
market connections.

Build experienced cross-  
functional team.

Deploy proprietary sales  
management process  
immediately.

Create synergistic cross-  
functional alignment.

Leadership

In Process

Team

Sales Management

Cross-Functional Alignment

Market Position

Establishes

Scale and Presence

Achieve attractive  
market position.

Establish strong presence  
and FNB hub with a regional  
headquarters.

Market

Position

(2)

#3

#10

#14

Regional Headquarters

In Process

(1) Data per U.S. Census Bureau;(2) Deposit market share, pro-forma, excludes custodial bank in Pittsburgh MSA (3) Informa  
local market monitor

Expanded Franchise = Enhanced Organic Growth Prospects

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Note: Market population and market businesses represent current metrics based on respective FNB MSA presence  
Data per FNB, SNL Financial and/or U.S. Census Bureau (Businesses)

Acquisition-

Related

Expansion in

Higher Growth

Markets

Enhances  
Organic Growth  
Opportunities  
FNB Branches  
FNB Counties of Operation  
(MSA)  
FNB Markets Households  
(MSA)  
FNB Markets' Population