

FNB CORP/FL/  
Form 8-A12B  
November 06, 2013

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**F.N.B. Corporation**

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

**Florida**  
**(State of incorporation or organization)**

**25-1255406**  
**(I.R.S. Employer Identification No.)**

**One F.N.B. Boulevard, Hermitage, Pennsylvania**  
**(Address of principal executive offices)**

**16148**  
**(Zip code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Depository Shares, each representing a 1/40th Interest in a Share of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series E, \$0.01 par value per share</b>	<b>The New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

**Securities Act registration statement file number to which this form relates: Commission File No. 333-181418**

**Securities to be registered pursuant to Section 12(g) of the Act: None**

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the Depositary Shares, each representing a 1/40th interest in a share of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series E, \$0.01 par value per share (liquidation preference equivalent to \$25.00 per Depositary Share), of F.N.B. Corporation (the Company), to be registered hereby is included under the sections titled Description of the Preferred Stock and Description of the Depositary Shares in the prospectus supplement dated October 29, 2013 (the Prospectus Supplement), that was filed by the Company with the Securities and Exchange Commission (the Commission) pursuant to Rule 424(b) under the Securities Act of 1933 and which supplemented the Company's Registration Statement on Form S-3 (Registration No. 333-181418) dated May 15, 2012. Such sections of the Prospectus Supplement are incorporated herein by reference. The Depositary Shares are expected to be listed on the New York Stock Exchange.

**Item 2. Exhibits.**

- 3.1. Articles of Incorporation of the Company, as amended through October 30, 2013 (incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011).
- 3.2. Articles of Designation with respect to the Series E Preferred Stock of the Company (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed on November 1, 2013).
- 3.3. Amended Bylaws of the Company as currently in effect (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed on October 22, 2009).
- 4.1. The rights of holders of equity securities are defined in portions of the Company's Articles of Incorporation, Articles of Designation and Amended Bylaws incorporated herein by reference as Exhibits 3.1, 3.2 and 3.3, respectively.
- 4.2. Warrant to purchase up to 651,041.50 shares of common stock of the Company, par value \$0.01, issued to the United States Department of the Treasury (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed on January 14, 2009).
- 4.3. Warrant to purchase up to 819,640.21 shares of common stock of the Company, par value \$0.01, issued to the United States Department of the Treasury (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed on January 4, 2012).
- 4.4. Warrant to purchase up to 342,563.96 shares of common stock of the Company, par value \$0.01, issued to the United States Department of the Treasury (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed on April 8, 2013).
- 4.5. Deposit Agreement, dated as of November 1, 2013, among the Company, Registrar and Transfer Company, as depository, and the holders from time to time of the depository receipts described therein (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed November 1, 2013).
- 4.6. Form of Preferred Stock Certificate (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed November 1, 2013).
- 4.7. Form of Depository Receipt (included as Exhibit A to Exhibit 4.1 above).  
The Company agrees to furnish to the Commission upon request copies of all instruments not filed herewith defining the rights of holders of long-term debt of the Corporation and its subsidiaries.



**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**F.N.B. CORPORATION**

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

Dated: November 6, 2013