

FNB CORP/FL/  
Form 8-K  
May 20, 2010

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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 19, 2010

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.)

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

16148

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

724-981-6000

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****INFORMATION TO BE INCLUDED IN THE REPORT****ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

On May 19, 2010, 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 ten director nominees proposed by the Board of Directors were elected with the following votes:

<b>Director Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
William B. Campbell	77,062,917	3,989,735	16,436,763
Phillip E. Gingerich	77,187,965	3,864,687	16,436,763
Robert B. Goldstein	70,932,621	10,120,031	16,436,763
Stephen J. Gurgovits	77,319,950	3,732,702	16,436,763
David J. Malone	76,882,575	4,170,077	16,436,763
Harry F. Radcliffe	77,487,414	3,565,238	16,436,763
Arthur J. Rooney, II	47,247,161	33,805,491	16,436,763
John W. Rose	73,380,785	7,671,867	16,436,763
Stanton R. Sheetz	56,502,487	24,550,165	16,436,763
William J. Strimbu	77,198,532	3,854,120	16,436,763

**Proposal 2 Ratification of Appointment of Ernst & Young LLP as Independent Registered Public Accounting Firm**

The ratification of Ernst & Young LLP as the Corporation's independent registered public accounting firm for the year ending December 31, 2010 was approved with 87,978,618 shares voted for, 6,610,944 shares voted against and 2,899,853 abstentions. There were no 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.

F.N.B. Corporation

*May 20, 2010*

By: *Vincent J. Calabrese*

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