

FNB CORP/FL/  
Form 8-K  
April 06, 2016

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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):

April 1, 2016

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))



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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The Compensation Committee of the Board of Directors of F.N.B. Corporation (the "Company") granted equity incentive awards effective April 1, 2016, to certain executives, including the Company's named executive officers, with an award of performance-based restricted stock units ("performance-based RSUs") and an award of time-based restricted stock units ("time-based RSUs"), representing sixty-seven percent (67%) and thirty-three percent (33%), respectively, of the total grant date award value for each executive.

The target number of performance-based RSUs awarded to each named executive officer is as follows: Vincent J. Delie, Jr., President and Chief Executive Officer, 115,883 RSUs; Vincent J. Calabrese, Jr., Chief Financial Officer, 38,686 RSUs; Gary L. Guerrieri, Chief Credit Officer, 14,909 RSUs; Timothy G. Rubritz, Corporate Controller and Senior Vice President, 4,211 RSUs; James G. Orie, Chief Legal Officer, 4,373 RSUs; Robert Moorehead, Chief Wholesale Banking Officer, 14,335 RSUs; and Barry Robinson, Chief Consumer Banking Officer, 13,380 RSUs. The performance-based RSUs will vest on April 1, 2019, based on the Company's "Relative Total Shareholder Return" compared to its "Peer Financial Institutions" (each as defined in the Award Agreements). Based on this performance, the named executive officers may earn between 0% - 175% of the target award of the performance-based RSUs.

The number of time-based RSUs awarded to each named executive officer is as follows: Mr. Delie, 57,942 RSUs; Mr. Calabrese, 19,343 RSUs; Mr. Guerrieri, 7,455 RSUs; Mr. Rubritz, 2,106 RSUs; Mr. Orie, 2,187 RSUs; Mr. Moorehead, 7,168 RSUs; and Mr. Robinson, 6,690 RSUs. The time-based RSUs will vest on April 1, 2019, if the named executive officer remained employed by the Company through that date.

The foregoing summaries are qualified in their entirety by reference to the full text of the F.N.B. Corporation Restricted Stock Unit Award Agreement – Performance-Based and the F.N.B. Corporation Restricted Stock Unit Award Agreement – Time-Based, each of which was previously filed with the Securities and Exchange Commission and each of which is incorporated by reference herein.

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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

*April 6, 2016*

By: *Vincent J. Calabrese, Jr.*

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*Name: Vincent J. Calabrese, Jr.*

*Title: Chief Financial Officer*