

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

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:

| Director Nominee | For | Withheld | Broker Non-Votes |
|-------------------------|------------|-----------------|-----------------------------|
| 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.

May 20, 2010

F.N.B. Corporation

By: *Vincent J. Calabrese*

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