

FNB CORP/FL/  
Form S-8 POS  
August 11, 2016

As filed with the Securities and Exchange Commission on August 11, 2016.

**Registration No. 333-150321**

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**F.N.B. CORPORATION**

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

**Florida**  
**(State or other jurisdiction of**

**25-1255406**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**One North Shore Center**

**12 Federal Street**

**Pittsburgh, Pennsylvania 15212**

**(Address of principal executive offices) (Zip Code)**

**F.N.B. Corporation/Omega Financial Corporation Plans:**

**2004 Stock Option Plan for Non-Employee Directors**

**1994 Stock Option Plan for Non-Employee Directors**

**Employee Stock Purchase Plan**

**1996 Employee Stock Option Plan**

**Sun Bancorp 1998 Employee Stock Purchase Plan**

**Sun Bancorp 1998 Stock Incentive Plan**

**(Full Titles of the Plans)**

**Vincent J. Delie, Jr.**

**President and Chief Executive Officer**

**F.N.B. Corporation**

**One North Shore Center**

**12 Federal Street**

**Pittsburgh, Pennsylvania 15212**

**(Name and address of agent for service)**

**(800) 555-5455**

**(Telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment relates to the Registration Statement on Form S-8 (File No. 333-150321) (the Registration Statement ) filed by F.N.B. Corporation (the Corporation ) on April 18, 2008 with respect to 794,131 shares of the common stock of the Corporation, par value \$0.01 per share (collectively, the Shares ), which were issuable by the Corporation pursuant to the following stock compensation plans: 2004 Stock Option Plan for Non-Employee Directors, 1994 Stock Option Plan for Non-Employee Directors, Employee Stock Purchase Plan, 1996 Employee Stock Option Plan, Sun Bancorp 1998 Employee Stock Purchase Plan and Sun Bancorp 1998 Stock Incentive Plan (collectively, the Plans ). The Corporation has terminated its offering of the Shares, of which 776,162 Shares remain unsold.

In accordance with the undertakings contained in the Registration Statements, the Corporation hereby files this post-effective amendment to remove from registration the securities that had been registered for issuance pursuant to the Registration Statement and that remain unsold at the termination of their offering.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania, on August 11, 2016.

F.N.B. CORPORATION

By: /s/ Vincent J. Delie, Jr.  
Vincent J. Delie, Jr.  
President and Chief Executive Officer