

FNB CORP/FL/  
Form S-3DPOS  
June 04, 2012

As filed with the Securities and Exchange Commission on June 4, 2012

Registration No. 333-149469

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

**POST EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**F.N.B. Corporation**

(Exact name of registrant as specified in its charter)

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

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

**One F.N.B. Boulevard**  
**Hermitage, Pennsylvania 16148**  
**(724) 981-6000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Vincent J. Calabrese**  
**Chief Financial Officer**  
**F.N.B. Corporation**  
**One F.N.B. Boulevard**  
**Hermitage, Pennsylvania 16148**  
**(724) 981-6000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**The Commission is requested to mail signed copies of all orders, notices and communications to:**

**Eric A. Koontz**  
**Troutman Sanders LLP**  
**600 Peachtree Street, N.E., Suite 5200**  
**Atlanta, Georgia 30308**

*Approximate date of commencement of proposed sale to the public:* From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instructions I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

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. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if smaller reporting company)

**EXPLANATORY NOTE**

Pursuant to Item 512(a)(3) of Regulation S-K and Rule 478 under the Securities Act of 1933, as amended, we are filing this Post-Effective Amendment No. 1 to our Registration Statement on Form S-3 (File No. 333-149469) in order to deregister 456,458 shares of our common stock that remain unsold and will not be issued under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hermitage, Commonwealth of Pennsylvania, on the 4th day of June, 2012.

F.N.B. CORPORATION

By /s/ Vincent J. Calabrese  
Vincent J. Calabrese

Chief Financial Officer

Note: No other person is required to sign this Post-Effective Amendment No. 1 in reliance upon Rule 478 under the Securities Act of 1933, as amended.