

FNB CORP/FL/  
Form 8-K  
August 25, 2009

**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): August 19, 2009  
F.N.B. CORPORATION**

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

(State or Other Jurisdiction of Incorporation)

001-31940

25-1255406

(Commission File Number)

(IRS Employer Identification No.)

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

16148

(Address of Principal Executive Offices)

(Zip Code)

(724) 981-6000

(Registrant's telephone number, including area code)

(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 (see General Instructions A.2. below):

- 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))
-

**INFORMATION TO BE INCLUDED IN THE REPORT**

**ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF  
CERTAIN OFFICERS**

On August 19, 2009, F.N.B. Corporation (the Corporation) and First National Bank of Pennsylvania entered into the First Amendment to the Amended and Restated Consulting Agreement with its Chief Executive Officer, Stephen J. Gurgovits. The purpose of the amendment is to toll the running of the Consulting Agreement during the period of time that Mr. Gurgovits serves as Chief Executive Officer of the Corporation after his return to the role on February 11, 2009. The foregoing description of the amendment to Mr. Gurgovits Consulting Agreement is qualified in its entirety by reference to the subject amendment which is incorporated by reference and attached as Exhibit 10.1.

---

**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  
(Registrant)

By: /s/ Vincent J. Calabrese  
Name: Vincent J. Calabrese  
Title: Chief Financial Officer  
(Principal Financial Officer)

Dated: August 25, 2009