

FNB CORP/FL/
Form S-4/A
July 29, 2013

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As filed with the Securities and Exchange Commission on July 29, 2013.

Registration No. 333-189708

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Amendment No. 1
to

Form S-4

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
incorporation or organization)

6021
(Primary Standard Industrial
Classification Code Number)
One F.N.B. Boulevard
Hermitage, Pennsylvania 16148
(724) 981-6000

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

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

Vincent J. Delie, Jr.
President and Chief Executive 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)

Copies to:

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Cleveland, OH 44114
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Fax: (216) 479-6060

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon the effective date of the merger of PVF Capital Corp. with and into the Registrant.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, 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(d) 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.

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 a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common stock, \$0.01 par value per share	9,710,000	Not applicable	\$98,584,263.33	\$13,446.89(4)

- (1) The maximum number of shares of F.N.B. Corporation common stock estimated to be issuable upon the completion of the proposed merger of PVF Capital Corp. with and into F.N.B. Corporation. This number is based on the number of PVF Capital Corp. common shares estimated to be outstanding, or reserved for issuance under various equity-based compensation plans and outstanding warrants of PVF Capital Corp. as of immediately prior to completion of the merger, and the exchange of each such PVF Capital Corp. common share for 0.3405 shares of F.N.B. Corporation common stock pursuant to the Agreement and Plan of Merger, dated as of February 19, 2013, between F.N.B. Corporation and PVF Capital Corp.
- (2) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act and computed pursuant to Rules 457(f)(1) and(f)(3) and 457(c) under the Securities Act. Pursuant to Rule 457(f)(1) under the Securities Act, the proposed maximum aggregate offering price of the registrant's shares of common stock was calculated in accordance with Rule 457(c) under the Securities Act based upon the market value of the PVF Capital Corp. common shares to be cancelled and exchanged for the registrant's shares of common stock in connection with the proposed merger as follows: the product of (i) 26,702,272, the maximum possible number of PVF Capital Corp. common shares which may be cancelled and exchanged in the proposed merger, and (ii) \$3.78, the average of the high and low prices for the PVF Capital Corp. common shares reported on The NASDAQ Capital Market on June 24, 2013. Pursuant to Rule 457(f)(3) under the Securities Act, the estimated amount of cash that shall be payable by F.N.B. Corporation in the merger, or \$2,350,324.83, has been deducted from the proposed maximum aggregate offering price (computed by multiplying (A) the difference between (x) the product of 0.3405 and the Average Closing Price as of June 24, 2013 of a share of F.N.B. Corporation common stock, and (y) \$1.75, times (B) 1,083,009, or the number of PVF Capital Corp. common shares underlying the unexercised warrants of PVF Capital Corp. The term "Average Closing Price" used above is defined in the Agreement and Plan of Merger between F.N.B. Corporation and PVF Capital Corp. and means, as of a specified date, the average composite closing price of a share of F.N.B. common stock as reported by the New York Stock Exchange for each of the 20 consecutive trading days ending on and including the fifth such trading day prior to the specified date, rounded to the nearest ten-thousandth.
- (3) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$136.40 per \$1,000,000 of the proposed maximum offering price.
- (4) Previously paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this proxy statement/prospectus is not complete and may be changed. F.N.B. Corporation may not issue the shares of its common stock to be issued in connection with the merger described in this proxy statement/prospectus until the registration statement it filed with the Securities and Exchange Commission becomes effective. This proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

PRELIMINARY SUBJECT TO COMPLETION, DATED JULY 29, 2013

MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT

July 31, 2013

To the holders of PVF Capital Corp. common shares:

You are cordially invited to attend the special meeting of shareholders of PVF Capital Corp. The meeting will be held at Embassy Suites Cleveland Beachwood, 3775 Park East Dr., Beachwood, Ohio 44122 on Wednesday, September 25, 2013 at 10:00 a.m. local time.

At the special meeting, you will be asked to consider the merger of PVF Capital Corp. with and into F.N.B. Corporation pursuant to an Agreement and Plan of Merger, dated as of February 19, 2013, between PVF Capital and F.N.B. Upon completion of the merger contemplated by the merger agreement, you will be entitled to receive 0.3405 shares of F.N.B. common stock for each PVF Capital common share that you own immediately prior to the merger. The merger agreement also provides that all options to purchase PVF Capital common shares that are outstanding and unexercised immediately prior to the closing shall be converted into fully vested and exercisable options to purchase shares of F.N.B. common stock, as adjusted for the exchange ratio of 0.3405 shares of F.N.B. common stock for each PVF Capital common share. At the closing, each outstanding warrant to acquire PVF Capital common shares shall be cancelled and the holder of the warrant will be entitled to receive from F.N.B., in consideration of the cancellation of the warrant, an amount in cash equal to the product obtained by multiplying (a) the difference between (i) the product of 0.3405 and the average closing price as of the closing date of shares of F.N.B. common stock, and (ii) One Dollar and Seventy-Five Cents (\$1.75), times (b) the number of common shares that were purchasable pursuant to such warrant immediately before the completion of the merger.

F.N.B. common stock is quoted on the New York Stock Exchange under the symbol "FNB." PVF Capital common shares are quoted on The NASDAQ Capital Market under the symbol "PVFC."

The merger cannot be completed unless the common shareholders of PVF Capital approve the merger. We have scheduled this special meeting so you can vote to approve the merger. Shareholders are also being asked to approve, on a non-binding advisory basis, the golden parachute compensation that will or may be payable to the named executive officers of PVF Capital once the merger is completed. You will also be asked to allow the PVF Capital board of directors to adjourn the special meeting to a later date, if necessary, to solicit additional proxies in favor of approval of the merger.

After careful consideration, the PVF Capital board of directors has determined unanimously that the merger is advisable and in the best interest of the shareholders. **The PVF Capital board of directors recommends that you vote FOR the merger, FOR approval of the advisory, non-binding resolution on golden parachute compensation to our named executive officers and FOR the approval of the adjournment, postponement or continuation of the special meeting, if necessary, to solicit additional proxies in favor of approval of the merger.**

For more information about the merger and the merger agreement, please read the attached proxy statement/prospectus in its entirety. We encourage you to read it carefully and to pay particular attention to the "Risk Factors" section that begins on page 23. This proxy statement/prospectus also constitutes F.N.B.'s prospectus for the common stock it will issue in connection with the merger. You may obtain additional information about PVF Capital and F.N.B. from documents both companies have filed with the Securities and Exchange Commission at www.sec.gov.

Whether or not you plan to attend the special meeting, please vote as soon as possible to ensure that your shares are represented. Instructions on how to vote appear on the enclosed proxy card.

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If you have any questions or need assistance voting your shares, please contact Georgeson Inc., a firm that is helping us solicit proxies, at (866) 203-9357.

Thank you in advance for your consideration of this matter.

Very truly yours,

ROBERT J. KING, JR.

President and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the F.N.B. common stock to be issued pursuant to this proxy statement/prospectus or determined if this proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

Shares of F.N.B. common stock are not savings or deposit accounts or other obligations of any bank or savings association, and the shares of F.N.B. common stock are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

The date of this proxy statement/prospectus is July 31, 2013, and we are first mailing or otherwise delivering it to our shareholders on or about August 6, 2013.

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PVF CAPITAL CORP.

**30000 AURORA ROAD
SOLON, OHIO 44139**

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To Be Held on September 25, 2013

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of PVF Capital Corp. will be held on Wednesday, September 25, 2013, at Embassy Suites Cleveland Beachwood, 3775 Park East Dr., Beachwood, Ohio 44122 at 10:00 a.m. local time, for the following purposes:

1. to consider and vote upon a proposal to approve the merger described in the accompanying materials;
2. to consider and vote upon an advisory (non-binding) proposal to approve the golden parachute compensation payable to the named executive officers of PVF Capital Corp. in connection with the merger;
3. to consider and vote upon a proposal to grant the PVF Capital board of directors discretionary authority to adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger; and
4. to transact such other business as may properly come before the special meeting or any adjournment or postponement of the special meeting.

The PVF Capital board of directors has fixed the close of business on July 30, 2013 as the record date for the determination of PVF Capital Corp. shareholders entitled to notice of and to vote at the special meeting. Only holders of our common shares of record at the close of business on that date will be entitled to notice of and to vote at the special meeting or any adjournment or postponement of the special meeting.

We encourage you to read the entire proxy statement/prospectus which is attached, particularly the "Risk Factors" section that begins on page 23.

The PVF Capital board of directors has determined that the merger is in the best interests of PVF Capital Corp. and its shareholders and unanimously recommends that you vote FOR approval of the merger, FOR approval of the advisory (non-binding) resolution approving the golden parachute compensation payable to our named executive officers in connection with the merger, and FOR approval of the proposal granting the PVF Capital board of directors discretionary authority to adjourn the special meeting, if necessary.

Your vote is very important. Whether or not you plan to attend the special meeting, please promptly complete, sign, date and return your proxy card in the enclosed envelope.

By Order of the Board of Directors

JEFFREY N. MALE
Vice President and Secretary

Solon, Ohio
July 31, 2013

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REFERENCE TO ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about F.N.B. Corporation from documents filed with or furnished to the U.S. Securities and Exchange Commission, which are not included in or delivered with this proxy statement/prospectus.

You can obtain any of the documents that F.N.B. and PVF Capital have filed with or furnished to the SEC from the SEC's website at www.sec.gov. You may also request copies of these documents, including the documents F.N.B. incorporates by reference in this proxy statement/prospectus, at no charge, by contacting either F.N.B. or PVF Capital, as applicable, at the following addresses:

F.N.B. CORPORATION

**One F.N.B. Boulevard
Hermitage, Pennsylvania 16148
Attention: David B. Mogle, Corporate Secretary
Telephone: (724) 983-3431**

PVF CAPITAL CORP.

**30000 Aurora Road
Solon, Ohio 44139
Attention: Jeffrey N. Male, Secretary
Telephone: (440) 248-7171**

In addition, if you have questions about the merger or the PVF Capital special meeting, need additional copies of this document or need to obtain proxy cards or other information related to the proxy solicitation, you may contact Georgeson Inc., PVF Capital's proxy solicitor, at the following address and telephone number:

**Georgeson Inc.
480 Washington Boulevard
26th Floor
Jersey City, NJ 07310
(866) 203-9357**

You will not be charged for any of these documents that you request. In order to receive timely delivery of the documents in advance of the PVF Capital special meeting, you should make your request to F.N.B. or PVF Capital, as the case may be, no later than September 18, 2013, or five trading days prior to the PVF Capital special meeting.

See "Where You Can Find More Information" on page 165 of this proxy statement/prospectus for more details.

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND OUR SPECIAL MEETING

Q. What is the merger?

A. F.N.B. and PVF Capital have agreed to enter into a merger. The purpose of the merger is to combine the businesses and operations of PVF Capital with F.N.B.'s. In the merger, PVF Capital will be merged with and into F.N.B., the separate corporate existence of PVF Capital will cease, and F.N.B. will be the surviving corporation. The merger agreement described in this proxy statement/prospectus contains the terms and conditions which must be satisfied to complete the merger. A copy of the merger agreement is attached to this proxy statement/prospectus as Appendix A.

In order to complete the combination of their businesses, F.N.B. and PVF Capital also agreed that their principal operating subsidiaries should merge with each other. Once the merger between F.N.B. and PVF Capital is completed, Park View Federal Savings Bank, the savings and loan subsidiary of PVF Capital, will merge with and into First National Bank of Pennsylvania, the bank subsidiary of F.N.B. As a result of this bank merger, the separate corporate existence of Park View Federal will cease, and First National Bank of Pennsylvania will continue as the surviving entity.

Q. Why am I receiving this document?

The merger of PVF Capital into F.N.B. cannot occur unless PVF Capital shareholders vote to approve the merger. PVF Capital will hold a special meeting of its shareholders to obtain this approval. This proxy statement/prospectus contains important information about the merger, the merger agreement, the special meeting of PVF Capital shareholders and other related matters. You should read this proxy statement/prospectus carefully. The enclosed voting materials for the special meeting allow you to vote your PVF Capital common shares without attending the special meeting.

We are delivering this proxy statement/prospectus to you as both a proxy statement of PVF Capital and a prospectus of F.N.B. It is a proxy statement because the PVF Capital board of directors is soliciting proxies from PVF Capital shareholders to vote on the approval of the merger at a special meeting of shareholders, and your proxy will be used at the special meeting or at any adjournment or postponement of the special meeting. It is a prospectus because F.N.B. will issue its common stock to PVF Capital shareholders in exchange for their PVF Capital common shares upon completion of the merger.

Q. What items of business will we ask our shareholders to consider at our special meeting?

A. At our special meeting, we will ask our shareholders to vote in favor of approval of the merger of PVF Capital with and into F.N.B. We sometimes refer to this proposal as the "merger proposal" in this proxy statement/prospectus. In addition, our shareholders will be asked to cast an advisory (non-binding) vote on the golden parachute compensation payable to the named executive officers of PVF Capital in connection with the merger. We sometimes refer to this proposal as the "golden parachute proposal" in this proxy statement/prospectus. Lastly, we will ask our shareholders to vote in favor of a proposal to adjourn our special meeting, if necessary, to solicit additional proxies if we have not received sufficient votes to approve the merger at the time of our special meeting. We sometimes refer to this proposal as the "adjournment proposal" in this proxy statement/prospectus.

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Q. What will I receive in exchange for my PVF Capital common shares if the merger is completed?

A. Upon completion of the merger of PVF Capital with and into F.N.B., you will have the right to receive 0.3405 shares of F.N.B. common stock in exchange for each PVF Capital common share you own. F.N.B. will pay cash in lieu of issuing fractional shares of F.N.B. common stock.

Q. What does the PVF Capital board of directors recommend?

A. The PVF Capital board of directors has unanimously determined that the merger is fair to you and in your and PVF Capital's best interests and unanimously recommends that you vote **FOR** approval of the merger, **FOR** approval, on an advisory (non-binding) basis, of the golden parachute proposal, and **FOR** approval of the adjournment proposal.

In making this determination, the PVF Capital board of directors considered the opinion of Sandler O'Neill + Partners, L.P., our independent financial advisor, as to the fairness, from a financial point of view, of the merger consideration you will receive pursuant to the merger agreement. The PVF Capital board of directors also reviewed and evaluated the terms and conditions of the merger agreement and the merger with the assistance of our independent legal counsel.

Q. What was the opinion of our financial advisor?

A. Sandler O'Neill presented an opinion to the PVF Capital board of directors to the effect that, as of February 19, 2013, and based upon the assumptions Sandler O'Neill made, the matters it considered and the limitations on its review as set forth in its opinion, the merger consideration provided for in the merger agreement is fair to you from a financial point of view.

Q. When do you expect to complete the merger?

A. If our shareholders approve the merger, we anticipate that we will be able to complete the merger in October 2013. However, we cannot assure you when or if the merger will occur. Our ability to complete the merger is subject to other factors that are outside of our control, such as the approval of the merger by the banking regulators.

Q. What happens if the merger is not completed?

A. If the merger is not completed, holders of PVF Capital common shares will not receive any shares of F.N.B. common stock, cash or any other consideration in exchange for their shares. PVF Capital will remain an independent public company and its common shares will continue to be listed and traded on The NASDAQ Capital Market.

Q. Why am I being asked to cast an advisory (non-binding) vote to approve the golden parachute compensation payable to certain PVF Capital officers in connection with the merger?

A. The SEC, in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, adopted rules that require PVF Capital to seek an advisory (non-binding) vote with respect to certain payments that will or may be made to PVF Capital's named executive officers in connection with the merger.

Q. What will happen if PVF Capital shareholders do not approve the golden parachute compensation at the special meeting?

A.

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Approval of the golden parachute compensation payable in connection with the merger is not a condition to completion of the merger. The vote with respect to the golden parachute compensation is an advisory vote and will not be binding on PVF Capital (or the combined

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company that results from the merger) regardless of whether the merger is approved. Accordingly, since the compensation to be paid to certain of the PVF Capital executives in connection with the merger is contractual, such compensation will be payable if the merger is completed regardless of the outcome of the advisory vote.

Q. When and where is the PVF Capital special meeting?

A. The PVF Capital special meeting will be held at Embassy Suites Cleveland Beachwood, 3775 Park East Dr., Beachwood, Ohio 44122, on Wednesday, September 25, 2013 at 10:00 a.m. local time.

Q. Who can vote at the PVF Capital special meeting?

A. Holders of PVF Capital common shares as of the close of business on July 30, 2013, which is referred to as the record date, are entitled to vote at the PVF Capital special meeting. Beneficial owners of PVF Capital common shares as of the record date will receive instructions from their bank, broker or nominee describing how to vote their shares.

Q. What is the quorum requirement for the PVF Capital special meeting?

A. The presence, in person or by properly executed proxy, of the holders of at least a majority of our outstanding common shares on the record date is necessary to constitute a quorum at our special meeting. All PVF Capital common shares that are present in person or by proxy, including abstentions and broker non-votes, will be treated as present for purposes of determining the presence or absence of a quorum for all matters voted on at the PVF Capital special meeting.

Q. What vote is required to approve each proposal at the PVF Capital special meeting?

A. Proposal No. 1 requires an approval by the affirmative vote of two-thirds of the issued and outstanding common shares of PVF Capital at a shareholders' meeting at which a quorum is present. Proposal No. 2 and Proposal No. 3 each require approval by the affirmative vote of a majority of the common shares present, represented and entitled to vote at the PVF Capital special meeting.

Q. Why is my vote important?

A. Under the Ohio General Corporation Law and our articles of incorporation, approval of the merger requires the affirmative vote of two-thirds of the issued and outstanding common shares of PVF Capital at a shareholders' meeting at which a quorum is present. This significant approval percentage requirement makes your vote extremely important.

Q. What do I need to do now?

A. You should first carefully read this proxy statement/prospectus, including the appendices and the documents F.N.B. incorporates by reference in this proxy statement/prospectus. See "Where You Can Find More Information" on page 165 in this proxy statement/prospectus. After you have decided how you wish to vote your shares, please vote by submitting your proxy using one of the methods described below.

Q. How do I vote my PVF Capital common shares?

A. If you are a shareholder of record on July 30, 2013, you may have your PVF Capital common shares voted on the matters presented at the special meeting in any of the following ways:

in person you may attend the special meeting and cast your vote there;

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by mail shareholders of record may vote by proxy by signing, dating and returning the enclosed proxy card in the accompanying prepaid reply envelope;

If you are a beneficial owner, please refer to the instructions provided by your bank, brokerage firm or other nominee regarding how to vote your shares. Please note that if you are a beneficial owner and wish to vote in person at the special meeting, you must provide a legal proxy from your bank, brokerage firm or other nominee at the special meeting.

Q. What does it mean if I get more than one proxy card?

A. It means you have multiple accounts at the transfer agent and/or with brokers. Please sign and return all proxy cards to ensure that all of your shares are voted.

Q. What if my PVF Capital shares are held through the Park View Federal Savings Bank 401(k) Plan?

A. If you participate in the Park View Federal Savings Bank 401(k) Plan and invested in PVF Capital common shares, you will receive a voting instruction card that reflects the common shares credited to your account in the 401(k) Plan as of July 30, 2013. You may direct the 401(k) Plan Trustee as to how to vote the common shares credited to your account. The 401(k) Plan Trustee will vote all common shares for which it does not receive timely instructions from participants in the same proportion in which it has received voting instructions. The deadline for returning your voting instructions to the 401(k) Plan Trustee is 10:00 a.m., local time, on September 23, 2013.

Q. What if I do not specify how I want to vote my shares on my proxy card?

A. If you submit a signed proxy card but do not indicate how you want your shares voted, the persons named in the proxy card will vote your shares:

FOR approval of the merger;

FOR approval on an advisory (non-binding) basis of the golden parachute compensation payable to our named executive officers in connection with the merger; and

FOR approval of the adjournment of our special meeting, if necessary.

The PVF Capital board of directors does not currently intend to bring any other proposals before our special meeting. If other proposals requiring a vote of shareholders properly come before our special meeting, the persons named in the enclosed proxy card will vote the shares they represent on any such other proposal in accordance with their judgment.

Q. If my PVF Capital common shares are held in "street name" by my bank, broker or other nominee, will my bank, broker or other nominee vote my PVF Capital common shares for me?

A. Your bank, broker or other nominee is not permitted to vote your shares without instructions from you. Therefore, if a bank, broker or other nominee holds your shares, you must give them instructions on how to vote your shares. You should follow the voting procedures you receive from your bank, broker or other nominee and instruct your bank, broker or other nominee how you want to vote your shares. Please check with your bank, broker or other nominee and follow the voting procedures your bank, broker or other nominee provides.

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Broker non-votes occur when a broker or nominee is not instructed by the beneficial owner of shares to vote on a particular proposal for which the broker does not have discretionary voting power. Abstentions, if any, and broker non-votes, if any, are counted as present for the purpose of determining whether a quorum is present. However, abstentions and broker non-votes will have the same effect as a vote against the proposal to approve the merger. On the other hand, with

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respect to the proposal to approve on an advisory (non-binding) basis the golden parachute compensation payable to the named executive officers of PVF Capital and the proposal to approve adjournment of the special meeting, abstentions and broker non-votes will not be counted in the voting results and will have no effect on the outcome of those proposals.

Q. May I change my vote after I have voted?

A. Yes. You may revoke your proxy at any time before we take the vote at our special meeting by:

the execution of a later dated proxy with respect to the same shares;

giving notice in writing to Jeffrey N. Male, Secretary, PVF Capital Corp., 30000 Aurora Road, Solon, Ohio 44139; or

notifying Mr. Male in person at our special meeting.

However, simply attending our special meeting without voting will not revoke any proxy you previously submitted.

If you hold your shares in street name (that is, in the name of a bank, broker, nominee or other holder of record), you should follow the instructions of the bank, broker, nominee or other holder of record regarding the revocation of proxies.

Q. Should I send my share certificates now?

A. No. Holders of our common shares should not submit their share certificates for exchange until they receive the transmittal instructions from the exchange agent, Registrar and Transfer Company.

Q. What if I oppose the merger?

A. If you are a shareholder who objects to the merger, you may vote against approval of the merger. Under Ohio law, you are not entitled to dissenters' appraisal rights because PVF Capital common shares are listed on a national securities exchange and the only consideration shareholders will receive in the merger (other than cash in lieu of fractional shares) is shares of F.N.B. common stock that are also listed on a national securities exchange. If they had been available, dissenters' rights would enable a shareholder who opposes the merger to obtain an appraisal of the fair cash value of his or her shares and require PVF Capital to purchase those shares at the price established by the appraisal.

Q. Who can answer my questions about the merger and the special meeting?

A. If you have additional questions about the merger or the special meeting or would like additional copies of this proxy statement/prospectus, please call Jeffrey N. Male, our corporate secretary, at (440) 248-7171, or call Georgeson Inc., the proxy soliciting firm we have retained, at (866) 203-9357.

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SUMMARY

This summary highlights selected information from this proxy statement/prospectus. While this summary describes the material aspects of the merger, this summary may not contain all of the information that may be important to you. We encourage you to read this entire proxy statement/prospectus and its appendices carefully in order to understand the merger fully. See "Where You Can Find More Information" on page 165. In this summary, we have included page references to direct you to a more detailed description of the matters this summary describes.

Unless the context otherwise requires, throughout this proxy statement/prospectus, "we," "us," "our" or "PVF Capital" refers to PVF Capital Corp., "Park View Federal" refers to Park View Federal Savings Bank, "F.N.B." refers to F.N.B. Corporation, and "you" refers to the common shareholders of PVF Capital. We refer to the merger between PVF Capital and F.N.B. as the "merger," and the Agreement and Plan of Merger dated as of February 19, 2013 between F.N.B. and PVF Capital as the "merger agreement." Also, we refer to the proposed merger of Park View Federal into First National Bank of Pennsylvania as the "bank merger."

PVF Capital provided the information contained in this proxy statement/prospectus with respect to PVF Capital, and F.N.B. provided the information in this proxy statement/prospectus with respect to F.N.B.

This proxy statement/prospectus, as well as the information included or incorporated by reference in this proxy statement/prospectus, contains a number of forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding the financial condition, results of operations, earnings outlook, business and prospects of F.N.B. and us, and the potential combined company, as well as statements applicable to the period following the completion of the merger. You can find many of these statements by looking for words such as "plan," "believe," "expect," "intend," "anticipate," "estimate," "project," "potential," "possible" or other similar expressions.

These forward-looking statements involve certain risks and uncertainties. The ability of either F.N.B. or us to predict results or the actual effects of our plans and strategies, particularly after the merger, is inherently uncertain. Because these forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed in or implied by these forward-looking statements. See "Cautionary Statement Regarding Forward-looking Statements" on page 30.

The Parties to the Merger

F.N.B. Corporation (Page 98)

F.N.B. Corporation, headquartered in Hermitage, Pennsylvania, is a regional diversified financial services company operating in six states and three major metropolitan areas including Pittsburgh, PA, where it holds the number three retail deposit market share, Baltimore, MD and Cleveland, OH. F.N.B. has total assets of \$12.4 billion (including the recently completed acquisition of Annapolis Bancorp, Inc.) and more than 250 banking offices throughout Pennsylvania, Ohio, West Virginia and Maryland. F.N.B. provides a full range of commercial banking, consumer banking and wealth management solutions through its subsidiary network which is led by its largest affiliate, First National Bank of Pennsylvania. Commercial banking solutions include corporate banking, small business banking, investment real estate financing, asset based lending, capital markets and lease financing. The consumer banking segment provides a full line of consumer banking products and services including deposit products, mortgage lending, consumer lending and a complete suite of mobile and online banking services. F.N.B.'s wealth management services include asset management, private banking and insurance. F.N.B. also operates Regency Finance Company, which has more than 70 consumer finance offices in Pennsylvania, Ohio, Kentucky and Tennessee.

The address of the principal executive offices of F.N.B. is One F.N.B. Boulevard, Hermitage, Pennsylvania 16148. F.N.B.'s telephone number is (724) 981-6000 and F.N.B.'s Internet address is

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www.fnbcorporation.com. The information on F.N.B.'s website is not part of this proxy statement/prospectus.

PVF Capital Corp. (Page 99)

PVF Capital Corp. is the holding company for Park View Federal Savings Bank ("Park View Federal"). PVF Capital owns and operates Park View Federal, PVF Service Corporation, a real estate subsidiary, and Mid Pines Land Company, a real estate subsidiary. Park View Federal has operated continuously for 92 years, having been founded as an Ohio chartered savings and loan association in 1920. Park View Federal's principal business consists of attracting deposits from the general public and investing these funds primarily in loans secured by first mortgages on real estate, as well as other commercial and consumer loans located in its market area, which consists of Portage, Lake, Geauga, Cuyahoga, Summit, Medina and Lorain Counties in Ohio. Historically, Park View Federal has emphasized the origination of loans for the purchase or construction of residential real estate, commercial real estate and multi-family residential property and land loans. To a lesser extent, Park View Federal has also originated loans secured by second mortgages, including home equity lines of credit and loans secured by savings deposits.

The address and headquarters office of PVF Capital is 30000 Aurora Road, Solon, Ohio 44139. PVF Capital's telephone number is (440) 248-7171, and PVF Capital's Internet address is www.parkviewfederal.com. The information on PVF Capital's website is not part of this proxy statement/prospectus.

Our Special Meeting

This section contains information for our shareholders about the special meeting we have called to consider approval of the merger and related matters.

General (Page 32)

We have mailed this proxy statement/prospectus and the enclosed form of proxy to you for use at our special meeting and any adjournment or postponement of our special meeting.

When and Where We Will Hold Our Special Meeting (Page 32)

We will hold our special meeting on Wednesday, September 25, 2013, at 10:00 a.m. local time, at Embassy Suites Cleveland Beachwood, 3775 Park East Dr., Beachwood, Ohio 44122, subject to any adjournment or postponement of our special meeting.

The Matters Our Shareholders Will Consider (Page 32)

The purpose of our special meeting is to consider and vote upon:

Proposal 1 A proposal to approve the merger;

Proposal 2 An advisory (non-binding) proposal to approve the golden parachute compensation payable to the named executive officers of PVF Capital in connection with the merger;

Proposal 3 A proposal to grant discretionary authority to our board of directors to adjourn our special meeting if necessary to permit us to solicit additional proxies from our shareholders in the event a quorum is present at our special meeting but there are insufficient votes to approve the merger; and

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Such other business as may properly come before our special meeting and any adjournment or postponement of our special meeting.

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Our shareholders must approve Proposal 1 for the merger to occur. If our shareholders do not approve this proposal, the merger will not occur.

PVF Capital does not intend to bring any other matters before the special meeting. As of the date of this proxy statement/prospectus, the PVF Capital board of directors is not aware of any matter that is to be presented for action at our special meeting by others. If a shareholder properly presents another matter, the proxies will vote in accordance with their judgment with respect to any such other matter.

Record Date; Shares Outstanding and Entitled to Vote (Page 32)

The PVF Capital board of directors has fixed the close of business on July 30, 2013 as the record date for the determination of holders of our common shares entitled to notice of, and to vote at, our special meeting and any adjournment or postponement of our special meeting.

On the record date, we had [] issued and outstanding common shares entitled to vote at our special meeting, held by approximately [] holders of record. Each holder is entitled to cast one vote for each common share held by him or her on all matters that are properly submitted to our shareholders at our special meeting.

Quorum (Page 33)

The presence, in person or by properly executed proxy, of the holders of at least a majority of our outstanding common shares on the record date is necessary to constitute a quorum at our special meeting. All PVF Capital common shares that are present in person or by proxy, including abstentions and broker non-votes, will be treated as present for purposes of determining the presence or absence of a quorum for all matters voted on at the PVF Capital special meeting. A quorum must be present in order for the votes on approval of the merger, approval on an advisory (non-binding) basis of golden parachute compensation payable to our named executive officers in connection with the merger, and the adjournment proposal to occur.

Based on the number of our common shares issued and outstanding as of the record date, [] common shares must be present in person or represented by proxy at our special meeting to constitute a quorum.

Shareholder Vote Required (Page 33)

Approval of the Merger. The approval of the merger requires the affirmative vote of two-thirds of the issued and outstanding common shares of PVF Capital at a shareholders' meeting at which a quorum is present. Accordingly, we urge you to complete, date and sign the accompanying proxy card and return it promptly in the enclosed postage-paid envelope.

When considering the PVF Capital board of directors' recommendation that you vote in favor of approval of the merger, you should be aware that certain of our executive officers and directors have interests in the merger that may be different from, or in addition to, your and their interests as shareholders. See "Proposal No. 1 Proposal to Approve the Merger Interests of PVF Capital's Directors and Executive Officers in the Merger" beginning on page 66.

Advisory (Non-binding) Vote Regarding Golden Parachute Compensation. The affirmative vote of a majority of the votes cast by the holders of our common shares entitled to vote on that matter at a shareholders' meeting at which a quorum is present, is required to approve on an advisory (non-binding) basis, the golden parachute compensation payable to the named executive officers of PVF Capital in connection with the merger.

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Discretionary Authority to Adjourn Our Special Meeting. The affirmative vote of the holders of a majority of the votes cast by the holders of our common shares entitled to vote on the adjournment proposal is required to approve the proposal to grant discretionary authority to the PVF Capital board of directors to adjourn our special meeting if necessary to solicit additional proxies from our shareholders in the event a quorum is present at our special meeting but there are insufficient votes to approve the merger.

Director and Executive Officer Voting (Page 33)

As of the record date, our directors and executive officers and their affiliates beneficially owned [] shares of our outstanding common shares, or approximately []% of the outstanding common shares entitled to vote at our special meeting. Approval of the merger will require the affirmative vote of two-thirds of the issued and outstanding common shares as of the record date. Each of our directors has entered into a voting agreement with F.N.B. providing that he will vote his PVF Capital common shares **FOR** approval of the merger in his capacity as a shareholder.

Proxies (Page 33)

Voting. You should complete and return the proxy card accompanying this proxy statement/prospectus to ensure that we can count your vote at our special meeting and at any adjournment or postponement of our special meeting, regardless of whether you plan to attend our special meeting. If you sign and return your proxy card and do not indicate how you want to vote, we will count your proxy card as a vote **FOR** approval of the merger, **FOR** approval of the advisory (non-binding) golden parachute proposal and **FOR** approval of the adjournment proposal.

If you hold your common shares in the name of a bank, broker, nominee or other holder of record, the bank, broker, nominee or other holder of record will send you instructions that you must follow in order to vote your common shares.

Revocability. You may revoke your proxy at any time before we take the vote at our special meeting. If you did not vote through a bank, broker, nominee or other holder of record, you may revoke your proxy by:

executing a later dated proxy with respect to the same shares;

giving notice in writing to Jeffrey N. Male, Secretary, PVF Capital Corp., 30000 Aurora Road, Solon, Ohio 44139; or

notifying Mr. Male in person at our special meeting.

However, simply attending our special meeting without voting will not revoke an earlier proxy.

You should address written notices of revocation and other communications regarding the revocation of your proxy to:

PVF Capital Corp.
30000 Aurora Road
Solon, Ohio 44139
Attention: Jeffrey N. Male, Secretary

If you hold your shares in the name of a bank, broker, nominee or other holder of record, you should follow the instructions you receive from the bank, broker, nominee or other holder of record regarding the revocation of proxies.

How We Count Proxy Votes. We will vote all shares represented by properly executed proxy cards that we receive before the voting concludes at our special meeting, and which have not been revoked, in accordance with the instructions you indicate on the proxy card.

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We will count the shares represented by a properly executed proxy card marked "ABSTAIN" as present for purposes of determining the presence of a quorum.

Under applicable rules, banks, brokers and other nominees may not vote shares of common stock that they hold of record for a beneficial owner either "for" or "against" the proposals in this proxy statement/prospectus without specific instructions from the beneficial owner of those shares. Therefore, if a broker holds your shares you must give your broker instructions on how to vote your shares. Abstentions, if any, and broker non-votes, if any, are counted as present for the purpose of determining whether a quorum is present. Abstentions and broker non-votes will have the same effect as a vote against the proposal to approve the merger. However, with respect to the proposal to approve on an advisory (non-binding) basis the golden parachute compensation payable to the named executive officers of PVF Capital, and the proposal to approve adjournment of the special meeting, abstentions and broker non-votes will not be counted in the voting results and will have no effect on the outcome of those proposals.

Solicitation. We will pay the costs of our special meeting and for the mailing of this proxy statement/prospectus to our shareholders, as well as all other costs we incur in connection with the solicitation of proxies from our shareholders. However, F.N.B. and we will share equally the cost of printing this proxy statement/prospectus and the filing fees F.N.B. pays to the SEC.

In addition to soliciting proxies by mail, our directors, officers and employees may solicit proxies by telephone or in person. We will not specially compensate our directors, officers and employees for these activities. We also intend to request that brokers, banks, nominees and other holders of record solicit proxies from their principals, and we will reimburse the brokers, banks, nominees and other holders of record for certain expenses they incur for those activities.

We have retained the firm of Georgeson Inc. to assist us in the solicitation of proxies, and we have agreed to pay Georgeson Inc. an engagement fee of \$7,500 for its services.

Recommendations of the PVF Capital Board of Directors (Page 35)

The PVF Capital board of directors has unanimously approved the merger. Based on the reasons for the merger that we describe in this proxy statement/prospectus, the PVF Capital board of directors believes that the merger is in your and PVF Capital's best interests. Accordingly, the PVF Capital board of directors unanimously recommends that our shareholders vote:

FOR approval of the merger;

FOR approval, on an advisory (non-binding) basis, of the golden parachute compensation payable to the named executive officers of PVF Capital in connection with the merger; and

FOR approval of the adjournment proposal.

See "Proposal No. 1 Proposal to Approve the Merger Recommendation of the PVF Capital Board of Directors and PVF Capital's Reasons for the Merger" beginning on page 41, "Proposal No. 2 Advisory (Non-binding) Vote on Golden Parachute" beginning on page 163, and "Proposal No. 3 Adjournment Proposal" beginning on page 163 for a more detailed discussion of the PVF Capital board of directors' recommendations.

Attending Our Special Meeting (Page 35)

If you hold your shares in street name and you want to attend our special meeting, you must bring an account statement or letter from your holder of record (*e.g.*, your bank, broker or other nominee) showing that you were the beneficial owner of the shares at the close of business on July 30, 2013, the record date for our special meeting.

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The Merger

The Merger and the Merger Agreement (Page 76)

The merger agreement, which governs the merger of PVF Capital with and into F.N.B., is attached to this document as Appendix A. We encourage you to read the merger agreement carefully. All descriptions in this summary and elsewhere in this document of the terms and conditions of the merger are qualified by reference to the merger agreement.

Under the terms of the merger agreement, PVF Capital will merge with and into F.N.B., and F.N.B. will be the surviving entity. As a result of the merger, PVF Capital's businesses will be combined with F.N.B.'s, and PVF Capital will cease to exist as a separate legal entity.

Merger of Bank Subsidiaries

As soon as practicable after the merger between F.N.B. and PVF Capital is completed, Park View Federal will merge with and into First National Bank of Pennsylvania, and First National Bank of Pennsylvania will continue as the surviving bank. Park View Federal and First National Bank of Pennsylvania have entered into a merger agreement setting forth their agreement to merge and the terms and conditions of their merger. The form of the bank merger agreement is attached as Exhibit A to the merger agreement between F.N.B. and PVF Capital.

Merger Consideration (Page 76)

The merger consideration to PVF Capital shareholders will be shares of F.N.B. common stock, which will be paid at a fixed exchange ratio of 0.3405 shares of F.N.B. common stock for each PVF Capital common share that is outstanding immediately before the merger occurs (subject to possible adjustment as provided in the merger agreement).

Opinion of PVF Capital's Financial Advisor in Connection with the Merger (Page 45)

Sandler O'Neill + Partners, L.P., our financial advisor in connection with the merger, delivered a written fairness opinion to the PVF Capital board of directors dated February 19, 2013, the date we executed the merger agreement, to the effect that as of such date, subject to the factors and assumptions set forth in Sandler O'Neill's opinion, the merger consideration is fair, from a financial point of view, to the holders of our common shares.

Appendix C to this proxy statement/prospectus sets forth the full text of the Sandler O'Neill opinion, which includes the assumptions Sandler O'Neill made, the procedures Sandler O'Neill followed, the matters Sandler O'Neill considered and the limitations on the review Sandler O'Neill undertook in connection with its opinion. **Sandler O'Neill provided its opinion for the information and assistance of the PVF Capital board of directors in connection with its consideration of the merger. The Sandler O'Neill opinion is not a recommendation as to how you should vote with respect to the merger or any related matter.** We encourage you to read the Sandler O'Neill opinion in its entirety, a copy of which is attached to this proxy statement/prospectus as Appendix C.

Interests of PVF Capital's Directors and Executive Officers in the Merger (Page 66)

In considering the recommendations of the PVF Capital board of directors that you vote **FOR** approval of the merger, **FOR** approval of the golden parachute proposal and **FOR** approval of the adjournment proposal, you should be aware that certain of our executive officers and directors have

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interests in the merger that are different from, or in addition to, your and their interests as a shareholder. For example:

Our current and former executive officers and directors will be indemnified and held harmless by F.N.B. against any losses and liabilities to the fullest extent possible under applicable law and the articles of incorporation and code of regulations of PVF Capital after the merger is completed.

Our current and former executive officers and directors will be provided directors' and officers' insurance coverage by F.N.B. for a period of six years after the merger is completed.

Upon the closing of the merger, certain of our executive officers will be entitled to receive retention bonuses, contingent upon their continued employment with PVF Capital or Park View Federal through the closing date.

Certain of our executive officers may enter into post-merger employment or other arrangements with F.N.B., which will provide for cash compensation to those officers, among other things. In addition, F.N.B. will grant Messrs. King and Nicholson restricted stock awards if they enter into an employment agreement with F.N.B.

Certain of our directors hold unexercised warrants to purchase PVF Capital common shares, which will be cancelled in exchange for cash, instead of being converted into warrants to purchase F.N.B. common stock, upon completion of the merger.

Regulatory Approvals Required for the Merger and the Bank Merger (Page 72)

Completion of the merger and the bank merger are subject to various regulatory approvals. The merger of PVF Capital with and into F.N.B. is subject to the prior approval of the Board of Governors of the Federal Reserve System or the Federal Reserve Board. The merger between PVF Capital's and F.N.B.'s bank subsidiaries, Park View Federal and First National Bank of Pennsylvania, is subject to the prior approval of First National Bank of Pennsylvania's primary regulator, the Office of the Comptroller of the Currency. Also, the United States Department of Justice is able to provide input into the approval process of federal banking agencies to challenge the approval on antitrust grounds. On July 8, 2013, the Federal Reserve Board approved the acquisition by F.N.B. of PVF Capital, and the Office of the Comptroller of the Currency approved the merger of Park View Federal with and into First National Bank of Pennsylvania. F.N.B. and PVF Capital also have submitted, or will submit, notices and/or applications to other federal and state regulatory authorities and self-regulatory organizations relating to the merger.

No Dissenters' Rights (Page 74)

Due to an exception under the Ohio General Corporation Law, holders of PVF Capital common shares will not be entitled to dissenters' appraisal rights in the merger. Dissenters' rights are not available because PVF Capital common shares are listed on a national securities exchange and the only consideration that PVF Capital shareholders will receive in the merger (other than cash in lieu of fractional shares) is shares of F.N.B. common stock, which are also listed on a national securities exchange. If they had been available, dissenters' rights would enable a shareholder who opposes the merger to obtain an appraisal of the fair cash value of his or her shares and require PVF Capital to purchase those shares at the price established by the appraisal. See "Proposal No. 1 Proposal to Approve the Merger No Dissenters' Rights" on page 74 of this proxy statement/prospectus.

Treatment of PVF Capital Stock Options (Page 77)

Upon completion of the merger, each outstanding option or similar right to acquire PVF Capital common shares granted under any PVF Capital equity compensation plan will automatically convert

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into an option to purchase shares of F.N.B. common stock, as adjusted to give effect to the exchange ratio of 0.3405 shares of F.N.B. common stock for each PVF Capital common share.

Treatment of PVF Capital Share Awards (Page 77)

Upon completion of the merger, each share award relating to PVF Capital common shares shall be converted into a share award relating to the number of shares of F.N.B. common stock obtained by multiplying the number of PVF Capital common shares subject to the share award by the exchange ratio.

Treatment of PVF Capital Warrants (Page 77)

Upon completion of the merger, each outstanding warrant to purchase PVF Capital common shares will be cancelled in exchange for the right to receive a lump sum cash payment, subject to applicable tax withholding. The payment amount will be calculated according to a formula, based on the exchange ratio, the average closing price of F.N.B. common stock as of the closing date of the merger and the exercise price of the warrants. The payment amount shall represent the spread between the value of the merger consideration exchangeable for the PVF Capital common shares underlying the warrants, and the aggregate exercise price the warrant holders would have needed to pay to exercise the warrants in full.

Exchange and Payment Procedures (Page 78)

As soon as practicable after completing the merger, F.N.B. will deposit with the exchange agent, Registrar and Transfer Company, book entry shares representing the aggregate number of shares of F.N.B. common stock issuable pursuant to the merger agreement in exchange for the PVF Capital common shares. F.N.B. will also deposit a cash amount equal to any dividends or distributions that may be payable to PVF Capital shareholders in accordance with the merger agreement, and any cash that may be payable in lieu of fractional shares of F.N.B. common stock, which the PVF Capital shareholders otherwise would be entitled to receive in the merger.

As soon as practicable after completing the merger, the exchange agent will mail each holder of record of PVF Capital common shares a letter of transmittal with instructions for surrendering their PVF Capital common shares in exchange for the merger consideration. To receive the merger consideration, a shareholder must surrender his or her PVF Capital share certificates to the exchange agent, together with properly completed and signed transmittal materials. F.N.B. has no obligation to pay the merger consideration to any PVF Capital shareholder until the shareholder has properly surrendered the share certificates representing his or her PVF Capital common shares.

Conditions to Completion of the Merger (Page 91)

Currently, we expect to complete the merger in October 2013. However, we cannot assure you that the merger will be completed in that timeframe, or at all. As more fully described elsewhere in this proxy statement/prospectus and in the merger agreement, the completion of the merger depends on the satisfaction of a number of conditions or, where legally permissible, the waiver of those conditions. These conditions include, among others:

approval of the merger by the requisite affirmative vote of the PVF Capital common shares entitled to vote on that matter;

the receipt and effectiveness of all regulatory approvals that are needed to complete the merger, including: approval by the Office of the Comptroller of the Currency of the bank merger and approval by the Federal Reserve Board of the merger between F.N.B. and PVF Capital;

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approval by the NYSE of the listing on the NYSE of the shares of F.N.B. common stock to be issued in the merger to our shareholders as merger consideration;

the absence of any law, statute or regulation, or any judgment, decree, injunction or other order of any court or other governmental entity that would prevent, prohibit or make illegal completion of the merger; and

the receipt at closing of legal opinions from F.N.B.'s and our legal counsel that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

Neither F.N.B. nor we can be certain when, or if, F.N.B. and we will satisfy or waive the conditions to the merger, or that F.N.B. and we will complete the merger.

Closing and Effective Time of the Merger (Page 78)

The closing of the merger will take place at the time and on the date specified by F.N.B. and PVF Capital, which will be no later than the fifth business day after the satisfaction or waiver of the closing conditions specified in the merger agreement. The merger will become effective at the time specified in the articles of merger that F.N.B. and PVF Capital file on the closing date with the Secretary of State of the State of Florida and the Secretary of State of the State of Ohio. F.N.B. and PVF Capital cannot be certain whether or when any of the conditions to the merger will be satisfied or waived, where legally permissible. We currently expect to complete the merger in October 2013; however, because the merger is subject to these closing conditions, we cannot assure you when or if the merger will occur.

Termination of the Merger Agreement (Page 92)

The parties can mutually agree to terminate the merger agreement at any time prior to completion of the merger. In addition, either party, acting alone, may have the right to terminate the merger agreement if any of the following occurs:

the approval of a governmental entity, which is required for completion of the merger, is denied by final and non-appealable action;

the merger is not completed by December 31, 2013;

the other party commits a breach of the merger agreement which would cause the failure of the closing conditions described above, and the breach cannot be cured or has not been cured within the timeframes given in the merger agreement; or

the requisite shareholder vote to approve the merger is not obtained at our special meeting.

Termination Fee (Page 93)

The merger agreement provides that PVF Capital will be required to pay a termination fee of \$4.0 million to F.N.B., or up to \$500,000 of F.N.B.'s expenses incurred in connection with the merger, depending on the circumstances of the termination, as discussed in more detail beginning on page 93.

Material U.S. Federal Income Tax Consequences of the Merger (Page 95)

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F.N.B. and PVF Capital intend that the merger will qualify for United States federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. If the merger qualifies as a reorganization, then, in general, for United States federal income tax purposes, (A) no gain or loss will be recognized by F.N.B. or PVF Capital as a result of the merger, and (B) each PVF Capital shareholder who receives F.N.B. common stock in the merger generally will not recognize gain or loss except to the extent of any cash received in lieu of fractional shares. It is a condition to the

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completion of the merger that F.N.B. and we receive written opinions from our respective legal counsel to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

Tax matters are very complicated and the tax consequences of the merger to each PVF Capital shareholder may depend on such shareholder's particular facts and circumstances. PVF Capital shareholders are urged to consult their tax advisors to understand fully the tax consequences to them of the merger. See "Material U.S. Federal Income Tax Consequences of the Merger" beginning on page 95 of this proxy statement/prospectus.

Comparison of Shareholders Rights (Page 149)

When the merger is completed, our shareholders will become shareholders of F.N.B. As a result, the Florida Business Corporation Act, as well as F.N.B.'s articles of incorporation and bylaws, will govern the rights of our shareholders, instead of the Ohio General Corporation Law and our articles of incorporation and code of regulations.

Comparative Market Prices and Dividends (Page 160)

F.N.B. common stock is listed on the NYSE under the symbol "FNB." Prices for our common shares are quoted on NASDAQ under the symbol "PVFC." The table on page 160 of this proxy statement/prospectus lists the quarterly price range of F.N.B. common stock and our common shares from the quarter ended September 30, 2010 through July 22, 2013 as well as the quarterly cash dividends we and F.N.B. have paid during the same time period. The following table shows the closing price of F.N.B. common stock and PVF Capital common shares as reported on February 15, 2013, the last trading day before F.N.B. and we announced the merger, and on July 22, 2013, the last practicable trading day before the date we printed and mailed this proxy statement/prospectus. This table also presents the pro forma equivalent per share value of a PVF Capital common share on those dates. We calculated the pro forma equivalent per share value by multiplying the closing price of F.N.B. common stock on those dates by 0.3405, the exchange ratio in the merger.

	F.N.B. Common Stock	PVF Capital Common Share	Pro Forma Equivalent Value of One PVF Capital Common Share
February 15, 2013	\$ 12.04	\$ 2.52	\$ 4.10
July 22, 2013	13.11	4.39	4.46

The market price of F.N.B. common stock may change at any time. Consequently, the total dollar value of the F.N.B. common stock that you will receive upon the merger may be significantly higher or lower than its value as of the date of this proxy statement/prospectus. We urge you to obtain a current market quotation for F.N.B. common stock. We can provide no assurance as to the future price of F.N.B. common stock.

Advisory (Non-binding) Vote on Golden Parachute Compensation (Page 163)

In accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, PVF Capital is providing its shareholders with the opportunity to vote to approve, on an advisory (non-binding) basis, certain payments that PVF Capital's named executive officers are to receive in connection with the merger, as reported in the Golden Parachute Compensation table on page 70 and the associated narrative discussion.

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Adjournment Proposal (Page 163)

You are also being asked to approve a proposal to grant the PVF Capital board of directors discretionary authority to adjourn our special meeting, if necessary, to solicit additional proxies from our shareholders for the merger proposal in the event a quorum is present at our special meeting but there are insufficient votes to approve the merger.

Questions and Additional Information

If you have more questions about the merger or how to submit your proxy card, or if you would like additional copies of this proxy statement/prospectus or the enclosed proxy card, please call Jeffrey N. Male, our corporate secretary, at (440) 248-7171, or call Georgeson Inc., the proxy soliciting firm we have retained, at (866) 203-9357.

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We set forth below highlights from F.N.B.'s consolidated financial data as of and for the years ended December 31, 2008 through 2012, and F.N.B.'s unaudited consolidated financial data as of and for the three months ended March 31, 2013 and March 31, 2012. F.N.B.'s results of operations for the three months ended March 31, 2013 are not necessarily indicative of F.N.B.'s results of operations for the full year of 2013 or any other interim period. F.N.B. management prepared the unaudited information on the same basis as it prepared F.N.B.'s audited consolidated financial statements. In the opinion of F.N.B.'s management, this information reflects all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of this data for those dates. You should read this information in conjunction with F.N.B.'s consolidated financial statements and related notes included in F.N.B.'s Annual Report on Form 10-K for the year ended December 31, 2012 and F.N.B.'s Quarterly Report on Form 10-Q for the three months ended March 31, 2013, which we have incorporated by reference in this proxy statement/prospectus and from which we derived this data. See "Where You Can Find More Information" on page 165.

	Three Months Ended March 31,		Year Ended December 31,				2008
	2013	2012	2012	2011	2010	2009	
(dollars in thousands, except per share amounts)							
Summary of Earnings:							
Total interest income	\$ 105,118	\$ 107,287	\$ 431,906	\$ 391,125	\$ 373,721	\$ 388,218	\$ 409,781
Total interest expense	12,022	16,366	59,055	74,617	88,731	121,179	157,989
Net interest income	93,096	90,921	372,851	316,508	284,990	267,039	251,792
Provision for loan losses	7,541	6,572	31,302	33,641	47,323	66,802	72,371
Net interest income after provision for loan losses	85,555	84,349	341,549	282,867	237,667	200,237	179,421
Total non-interest income	33,673	31,745	131,463	119,918	115,972	105,482	86,115
Total non-interest expense	78,863	86,673	318,829	283,734	251,103	255,339	222,704
Income before income taxes	40,365	29,421	154,183	119,051	102,536	50,380	42,832
Income taxes	11,827	7,839	43,773	32,004	27,884	9,269	7,237
Net income	28,538	21,582	110,410	87,047	74,652	41,111	35,595
Net income available to common shareholders	28,538	21,582	110,410	87,047	74,652	32,803	35,595
Per Common Share:							
Basic earnings per share	\$ 0.20	\$ 0.16	\$ 0.79	\$ 0.70	\$ 0.66	\$ 0.32	\$ 0.44
Diluted earnings per share	0.20	0.15	0.79	0.70	0.65	0.32	0.44
Cash dividends paid	0.12	0.12	0.48	0.48	0.48	0.48	0.96
Book value	10.07	9.71	10.02	9.51	9.29	9.14	10.32
Statement of Condition (at period end):							
Total assets	\$ 11,997,990	\$ 11,726,063	\$ 12,023,976	\$ 9,786,483	\$ 8,959,915	\$ 8,709,077	\$ 8,364,811
Loans, net	8,101,584	7,700,699	8,033,345	6,756,005	5,982,035	5,744,706	5,715,650
Deposits	9,210,638	9,055,154	9,082,174	7,289,768	6,646,143	6,380,223	6,054,623
Short-term borrowings	945,001	877,828	1,083,138	851,294	753,603	669,167	596,263
Long-term and junior subordinated debt	295,770	294,288	293,444	291,983	396,094	529,588	695,636
Total shareholders' equity	1,413,257	1,354,699	1,402,069	1,210,199	1,066,124	1,043,302	925,984
Significant Ratios:							
Return on average assets(1)	0.96%	0.75%	0.94%	0.88%	0.84%	0.48%	0.46%
Return on average tangible assets(1)	1.07%	0.86%	1.05%	0.99%	0.95%	0.57%	0.55%

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	Three Months Ended March 31,		Year Ended December 31,				2008
	2013	2012	2012	2011	2010	2009	
	(dollars in thousands, except per share amounts)						
Return on average equity(1)	8.20%	6.42%	8.02%	7.36%	7.06%	3.87%	4.20%
Return on average tangible common equity(1)	17.32%	14.65%	17.64%	15.76%	16.02%	8.74%	10.63%
Net interest margin(1)	3.66%	3.74%	3.73%	3.79%	3.77%	3.67%	3.88%
Dividend payout ratio	59.31%	78.11%	61.27%	69.72%	74.02%	149.50%	219.91%
Capital Ratios:							
Average equity to average assets	11.75%	11.70%	11.68%	11.97%	11.88%	12.35%	11.01%
Leverage ratio	8.40%	8.06%	8.29%	9.15			