

FNB CORP/PA/  
Form 8-K  
December 21, 2017

**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): December 20, 2017**

**F.N.B. CORPORATION**

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

**Pennsylvania**

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

**001-31940**  
**(Commission)**

**25-1255406**  
**(IRS Employer)**

**File Number)**

**Identification No.)**

**One North Shore Center, 12 Federal Street**

**Pittsburgh, Pennsylvania**  
**(Address of Principal Executive Offices)**

**15212**  
**(Zip Code)**

**(800) 555-5455**

**(Registrant's telephone number, including area code)**

**N/A**

**(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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR § 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR § 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 20, 2017, the Boards of Directors of F.N.B. Corporation and its principal subsidiary, First National Bank of Pennsylvania, increased the number of directors of each organization from 13 to 15, and elected Mary Jo Dively and Pamela Bena as directors. Mses. Dively's and Bena's terms will commence on January 1, 2018 and expire at the 2018 annual meeting of the shareholders of F.N.B.

Mses. Dively and Bena will be entitled to receive compensation as non-employee directors in accordance with F.N.B.'s non-employee director compensation practices and plans, the components of which are described in F.N.B.'s Proxy Statement for its 2017 Annual Meeting of Shareholders, dated March 31, 2017. There are no transactions in which Ms. Dively or Ms. Bena has an interest requiring disclosure under Item 404(a) of Regulation S-K.

A copy of F.N.B.'s press release announcing the elections of Mses. Dively and Bena to the Boards of Directors of F.N.B. and FNBPA is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description                                   |
|-------------|---|
| 99.1        | <u>Press release, dated December 21, 2017</u> |

**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

By: /s/ James G. Orie  
James G. Orie  
Chief Legal Officer

Date: December 21, 2017