Form 8937	
(December 2011)	
Department of the Treasury	

# Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

Internal Rever		
Part I	Reporting	Issuer

Part Reporting	Issuer			
1 Issuer's name				2 Issuer's employer identification number (EIN)
F.N.B CORPORATION				25-1255406
3 Name of contact for add	titional information	4 Telephor	ne No. of contact	5 Email address of contact
Shareholder Services	Coordinator	724-983-4	944	shareholderservices@fnb-corp.com
6 Number and street (or F				7 City, town, or post office, state, and Zip code of contact
			,	
One North Shore Cente	r, 12 Federal S			Pittsburgh, PA 15212
8 Date of action		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	sification and description tachment	
March 11, 2017	-		8	
10 CUSIP number	11 Serial number(	(s)	12 Ticker symbol	13 Account number(s)
302520101			FNB	
	onal Action Attac	ch additional		See back of form for additional questions.
				late against which shareholders' ownership is measured for
the action  See At		,,		
1				
			17-1-31. 	
15 Describe the quantitat share or as a percenta	ive effect of the orga age of old basis ► <u>Se</u>	nizational act	ion on the basis of the secu ent	urity in the hands of a U.S. taxpayer as an adjustment per
16 Describe the calculation	on of the change in h	asis and the	data that supports the calcu	ulation, such as the market values of securities and the
valuation dates ► <u>See</u>	Attachment			
For Paperwork Reduction	Act Notice, see the s	separate Inst	ructions.	Form <b>8937</b> (12-2011)

Form 893	37 (Rev. 12-2011)		Page
Part I	Organizational Action (continued)		
	st the applicable Internal Revenue Code section(s) and subsection	on(s) upon which the tax treatment is based	►
IRC see	ctions 354, 356, 358 and 1001		
_			
8 Ca	an any resulting loss be recognized? ► <u>No</u> loss can be rec	oqnized upon the exchange of the	Yadkin common shares
or the	e shares of FNB common stock.		
fata	axable loss is calculated on the deemed sale of	a fractional share of FNB common	stock deemed to have
een re	eceived in the exchange, this loss can be recogn	ized.	
	Second Second		
9 Pro	ovide any other information necessary to implement the adjustme	ent, such as the reportable tax year > The	transaction was
	mated on March 11, 2017. Consequently, the repo		
14	ing the tax effect of the share exchange is the		Concerned and a state of the
	s the 2017 calendar year for those who report ta		
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	41		
		6. <del>2</del>	
	1.000		
	Lader penalties of parium. I declare that I have avamined this return i	reluding anonymous askadulas and statement	
	Under penalties of perjury, I declare that I have examined this return, in belief, it is true, correct, and complete. Declaration of preparer (other that	n officer) is based on all information of which pres	arer has any knowledge.
ign	T. A 1/ 12		
	In the I havet	3.	27-2017
	Signature Mining 12 Mining	Date >	-1 -11
	VVV		
	Print your name TIMOTHY G. RUBRITZ		TE CONTROLLER
Paid	Print/Type preparer's name Preparer's signatu	re Date	Check if PTIN
repai	rer		self-employed
Jse O			Firm's EIN ►
	Firm's address >		Phone no.
end For	rm 8937 (including accompanying statements) to: Department of	the Treasury, Internal Revenue Service, Og	den, UT 84201-0054

# F.N.B. Corporation 25-1255406 Attachment to Form 8937

#### **REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES**

### Form 8937 Part I, Box 9:

The securities subject to reporting include all shares of F.N.B. Corporation ("FNB") common stock issued in exchange for the outstanding common stock of Yadkin Financial Corporation ("YDKN") as a result of the merger of YDKN with and into FNB on March 11, 2017.

#### Form 8937 Part II, Box 14:

The reportable organizational action involves the merger of YDKN with and into FNB on March 11, 2017. As a result of this merger, each share of YDKN common stock was exchanged for 2.16 shares of FNB common stock. To the extent that the exchange would have resulted in the issuance of a fractional share of FNB common stock to a YDKN shareholder, a cash payment equal to the market value equivalent of the fractional share was paid in lieu of issuing a fractional share of FNB common stock.

#### Form 8937 Part II, Box 15:

The merger of YDKN with and into FNB qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. As a result, no taxable gain or loss will be recognized by any YDKN shareholder upon the exchange of their YDKN shares for shares of FNB common stock.

For each identifiable block of YDKN common shares surrendered in the exchange having a common tax basis, the aggregate tax basis of the shares of FNB common stock received in the exchange will be equal to the tax basis of the YDKN shares surrendered in the exchange. The tax basis of each individual share of FNB common stock within this identifiable block is determined by dividing this aggregate tax basis by the number of FNB common shares (including any fractional share deemed to have been distributed in the exchange – see below) that comprise this identifiable block.

YDKN shareholders who receive cash in lieu of a fractional share of FNB common stock are, for purposes of determining the taxability of that cash, deemed to have received the fractional share in the exchange and then as having sold the fractional share for cash. These YDKN shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the YDKN common shares deemed to have been exchanged for the fractional share and the amount of cash received.

## Form 8937 Part II, Box 16:

Refer to the description of the basis calculation in Part II, Box 15 above. The March 10, 2017 closing price of a single share of FNB common stock on the New York Stock Exchange was \$15.97.