

FIRST FINANCIAL BANCORP /OH/  
Form 8-K  
February 02, 2010

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): January 27, 2010

FIRST FINANCIAL BANCORP.  
(Exact name of registrant as specified in its charter)

Ohio (State or other jurisdiction of incorporation)	0-12379 (Commission File Number)	31-1042001 (IRS Employer Identification No.)
4000 Smith Road Cincinnati, Ohio (Address of principal executive offices)		45209 (Zip Code)

Registrant's telephone number, including area code: (513) 979-5837

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 Instruction 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))

Form 8-K

First Financial Bancorp.

Item 1.01. Entry into a Material Definitive Agreement

On February 2, 2010, First Financial Bancorp. (the “Company”) completed the sale of 6,372,117 common shares, without par value (the “Securities”), in a public offering pursuant to an underwriting agreement dated January 27, 2010 (the “Underwriting Agreement”), between the Company and Barclays Capital Inc., as representative of the underwriters named on Schedule 1 thereto (collectively, the “Underwriters”). The Securities were sold at a price to the public of \$15.14 per share for total gross proceeds of approximately \$96.5 million. The Securities sold include 757,917 shares purchased by the underwriters pursuant to their over-allotment option under the Underwriting Agreement, which was exercised in full. The net proceeds of the offering after deducting underwriting discounts and commissions and estimated offering expenses are expected to be approximately \$91.2 million.

Pursuant to the Underwriting Agreement, certain directors and executive officers of the Company entered into agreements substantially in the form included in the Underwriting Agreement providing for a 90-day “lock-up” period with respect to sales of specified securities, subject to certain exceptions.

The Underwriting Agreement contains customary representations, warranties and covenants that are valid as among the parties and as of the date of entering into such Underwriting Agreement, and are not factual information to investors about the Company.

The Securities were registered under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-3 (Registration No. 333-153751), filed on May 1, 2009 (the “Registration Statement”). The offer and sale of the Securities are described in the Company’s prospectus dated May 1, 2009, constituting part of the Registration Statement, as supplemented by a preliminary prospectus supplement dated January 26, 2010, and a final prospectus supplement dated January 27, 2010.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K, and is incorporated into this report by reference.

On February 2, 2010, Squire, Sanders & Dempsey L.L.P. delivered its legal opinion with respect to the Securities to be issued in the offering. A copy of the legal opinion is filed as Exhibit 5.1 to this Current Report on Form 8-K, and is incorporated into this report by reference.

Item 9.01 Financial Statements and Exhibits

- (a) Financial Statements of Businesses Acquired. Not applicable
- (b) Pro Forma Financial Information. Not Applicable
- (c) Shell Company Transactions: Not Applicable
- (d) Exhibits.

Exhibit No. Description

- 1.1 Underwriting Agreement, dated January 27, 2010, between First Financial Bancorp. and Barclays Capital Inc. as representative of the underwriters

named on Schedule 1 thereto.

- 5.1 Opinion of Squire, Sanders & Dempsey L.L.P. as to the validity of the common shares of First Financial Bancorp.
  - 23.1 Consent of Squire, Sanders & Dempsey L.L.P. (included in Exhibit 5.1).
-

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.

FIRST FINANCIAL BANCORP.

By:                    /s/ J. Franklin Hall  
                          J. Franklin Hall  
                          Executive Vice President and  
                          Chief Financial Officer

Date:            February 2, 2010

---

Form 8-K

First Financial Bancorp.

EXHIBIT INDEX

Exhibit No.	Description
1.1	Underwriting Agreement, dated January 27, 2010, between First Financial Bancorp. and Barclays Capital Inc. as representative of the underwriters named on Schedule 1 thereto.
5.1	Opinion of Squire, Sanders & Dempsey L.L.P. as to the validity of the common shares of First Financial Bancorp.
23.1	Consent of Squire, Sanders & Dempsey L.L.P. (included in Exhibit 5.1).