

FIRST FINANCIAL BANCORP /OH/  
Form 8-K  
June 03, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 2, 2011

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

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Ohio  
(State or other jurisdiction of  
incorporation or organization)

31-1042001  
(I.R.S. employer  
identification number)

Commission file number: 000-12379

201 East Fourth Street, Suite 1900, Cincinnati, Ohio 45202  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (877) 322-9530

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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)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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First Financial Bancorp.

Item 1.01 Entry Into a Material Definitive Agreement.

On June 2, 2011, First Financial Bank, N.A. (the “Bank”), the wholly owned subsidiary of First Financial Bancorp. (the “Company”), entered into a Purchase and Assumption Agreement (“Agreement”) to acquire approximately \$346.2 million of deposits and 16 bank branches from Liberty Savings Bank, F.S.B., Dayton, Ohio (“Liberty”), for a net deposit premium of 6.4% (the “Branch Acquisition”). In addition, the Bank will also purchase approximately \$143.3 million of certain performing in-market business and consumer loans. Liberty has agreed to certain non-competition and non-solicitation covenants as part of the transaction. The transaction, which is expected to close in the third quarter of this year, has received approvals from the Boards of Directors of the Bank and Liberty. The Branch Acquisition remains subject to regulatory approval and other customary closing conditions.

Item 7.01 Regulation FD Disclosure.

The executive officers of First Financial Bancorp intend to use the materials filed herewith, in whole or in part, in a conference call with investors and analysts regarding the Branch Acquisition on June 3, 2011. A copy of the presentation is attached hereto as Exhibit 99.2.

First Financial Bancorp does not intend for this Item 7.01 or Exhibit 99.2 to be treated as “filed” for purposes of the Securities Exchange Act of 1934, as amended, or incorporated by reference into its filings under the Securities Act of 1933, as amended.

Item 8.01 Other Events

On June 3, 2011, the Company issued a press release announcing the Branch Acquisition. A copy of this press release is furnished as Exhibit 99.1 to the Current Report on Form 8-K. The information in this press release shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference.

Item 9.01 Financial Statements and Exhibits.

The following exhibits shall not be deemed to be “filed” for purposes of the Securities Exchange Act of 1934, as amended.

(d) Exhibits:

99.1	Press Release dated June 3, 2011
99.2	First Financial Bancorp. Investor Presentation

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.

FIRST FINANCIAL BANCORP.

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

Date: June 3, 2011

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First Financial Bancorp.

Exhibit Index

Exhibit No.	Description
99.1	Press Release Dated June 3, 2011
99.2	First Financial Bancorp. Investor Presentation

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