



Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 26, 2016, the Board of Directors of First Commonwealth Financial Corporation (the “Company”), approved the following amendments to the Company’s By-Laws:

• Section 2.1 was revised to authorize the Company to hold shareholders meetings solely by means of the Internet or other electronic communications technology to the extent permitted by the Pennsylvania Business Corporation Law.

• Section 2.4 was revised to authorize electronic delivery of notice of shareholders meetings and specify the time at which notices are deemed to be delivered.

• Section 2.5(a)(2) was revised to increase by 30 days the period of advance notice that shareholders must provide for director nominations and other business to be brought before the annual meeting. As amended, notice must be given not earlier than the 180<sup>th</sup> day and not later than the 150<sup>th</sup> day prior to the first anniversary of the date of the preceding year’s annual meeting.

The text of the Amended and Restated By-Laws is filed with this Report as Exhibit 3.1, and the descriptions in this Report are qualified in their entirety by reference to that exhibit.

Item 9.01 Financial Statements and Exhibits.

Number	Description
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3.1	Amended and Restated By-Laws of First Commonwealth Financial Corporation
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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.

Dated: February 1, 2016

FIRST COMMONWEALTH FINANCIAL CORPORATION

By: /s/ James R. Reske

Name: James R. Reske

Title: Executive Vice President, Chief Financial Officer and Treasurer