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FIRST FINANCIAL BANCORP /OH/  
Form 8-K  
October 04, 2004

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): September 28, 2004

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

|   |                                     |  |
|---|-------------------------------------|--|
| Ohio<br>(State or other jurisdiction<br>of incorporation)                   | 0-12379<br>(Commission File Number) | 31-1042001<br>(IRS Employer<br>Identification No.) |
| 300 High Street, Hamilton, Ohio<br>(Address of principal executive offices) |                                     | 45011<br>(Zip Code)                                |

Registrant's telephone number, including area code: (513) 867-5447

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.

SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT

ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

(c)(1) As previously reported in a Form 8-K filed on September 24, 2004, First

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Financial Bancorp. (the "Company") entered into a definitive Employment and Non-Competition Agreement with Claude E. Davis ("Mr. Davis") on September 21, 2004, which provided that Mr. Davis be employed to serve as the Company's president and chief executive officer, commencing on October 1, 2004.

(2) In addition to serving as the Company's president and chief executive officer, Mr. Davis was elected to the Company's board of directors, as described more fully below, on September 28, 2004. Mr. Davis was also elected as a director of the following subsidiaries of the Company: First Financial Bank, National Association, on September 28, 2004, and Sand Ridge Bank, on September 29, 2004. The Company intends that Mr. Davis will be appointed chairman of the board of directors of First Financial Bank, National Association and elected as a director of the Company's subsidiaries Community First Bank & Trust and First Financial Bancorp Service Corp. within the next 30 days.

(d)(1) On September 28, 2004, the board of directors of the Company elected Mr. Davis, effective October 1, 2004, as a Class I director with a term expiring in 2005. In accordance with Article III, Section 3.2, of the Amended and Restated Regulations of the Company, in order to hold the office of president, Mr. Davis must be a member of the Company's board of directors.

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/ C. Douglas Lefferson

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C. Douglas Lefferson  
Senior Vice President and  
Chief Financial Officer

Date: October 4, 2004