

FIRST FINANCIAL BANCORP /OH/  
Form FWP  
August 20, 2015

**Filed Pursuant to Rule 433**  
**Registration Statement No. 333-197771**

August 20, 2015

**FINAL PRICING TERM SHEET**

**FIRST FINANCIAL BANCORP.**

\$120,000,000

5.125% Subordinated Notes Due 2025

*The following information supplements the Preliminary Prospectus Supplement, dated August 20, 2015 (the "Preliminary Prospectus"). Terms are used in this term sheet with the meanings assigned to them in the Preliminary Prospectus.*

<b>Issuer:</b>	First Financial Bancorp.
<b>Security:</b>	\$120 million aggregate principal amount of 5.125% subordinated notes due 2025
<b>Trade Date:</b>	August 20, 2015
<b>Settlement Date:</b>	August 25, 2015 (T+3)
<b>Maturity Date:</b>	August 25, 2025
<b>Interest Rate:</b>	5.125% per annum
<b>Interest Payment Dates:</b>	25 <sup>th</sup> day of February and August of each year, commencing on February 25, 2016
<b>Price to Public (Issue Price):</b>	100.00%

**Benchmark Treasury:** 2.000% due August 15, 2025

**Benchmark Yield:** 2.091%

**Spread to Benchmark Treasury:** T+ 303.4 basis points

**Yield to Maturity:** 5.125%

**Rating\*:** BBB (Kroll)

**Denomination:** \$1,000 and integral multiples of \$1,000 in excess thereof

**Sole Book-Running Manager:** RBC Capital Markets, LLC

**CUSIP/ISIN:** 320209AA7 / US320209AA74

\*A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The Issuer has filed a registration statement (including a prospectus and prospectus supplement) with the Securities and Exchange Commission for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the Securities and Exchange Commission for more complete information about the Issuer and this offering. You may obtain these documents for free by visiting EDGAR on the web site of the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer or the Sole Book-Running Manager will arrange to send you the prospectus and prospectus supplement if you request them by calling RBC Capital Markets, LLC toll free at 1-866-375-6829.