

FIRST FINANCIAL BANCORP /OH/
Form DEF 14A
April 11, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

First Financial Bancorp.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing fee (Check the appropriate box)

No fee required.

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4) Date filed:

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held May 27, 2014

Cincinnati, Ohio

April 11, 2014

To the Shareholders:

The Annual Meeting of Shareholders of First Financial Bancorp. (the "Company") will be held at the First Financial Center at 255 E. Fifth Street, 9th Floor, Room 950, Cincinnati, OH 45202 on Tuesday, May 27, 2014, at 10:00 a.m., local time, for the following purposes:

To approve an amendment to Article FOURTH of the Company's Articles of Incorporation to increase the number
1. of preferred shares authorized to be issued by the Company from 80,000 to 10,000,000 and to authorize the directors to establish the terms of such preferred shares;

To elect the following nominees as directors with terms expiring in 2015: J. Wickliffe Ach, David S. Barker,
2. Cynthia O. Booth, Mark A. Collar, Claude E. Davis, Corinne R. Finnerty, Murph Knapke, Susan L. Knust, William J. Kramer, Richard E. Olszewski, and Maribeth S. Rahe;

To ratify the appointment of Ernst & Young, LLP as the Company's independent registered accounting firm for the
3. fiscal year ending December 31, 2014;

4. To obtain an advisory (non-binding) vote on the compensation of the Company's executive officers;

To approve an adjournment of the Annual Meeting, if necessary, to solicit additional proxies in favor of the
5. foregoing proposals if there are not sufficient votes for the proposals; and

To consider and act upon such other matters as may properly come before the Annual Meeting or any adjournment
6. thereof.

Important Notice regarding the availability of Proxy Materials for the Annual Meeting of Shareholders:

The proxy statement and 2013 Annual Report are available at www.bankatfirst.com/investor.

Shareholders of record of the Company at the close of business on April 2, 2014, are entitled to notice of and to vote at the Annual Meeting and at any adjournment thereof. Each shareholder is entitled to one vote for each common share held regarding each matter properly brought before the Annual Meeting.

For instructions on voting, please refer to the instructions on the *Notice of Internet Availability of Proxy Materials* you received in the mail or, if you received a hard copy of the Proxy Statement, on your enclosed proxy card. You may receive proxy materials by mail or e-mail if you request them and you continue to have the right to vote by mail as well as by telephone and on the internet.

Your vote is important. Whether or not you expect to attend the annual meeting, it is important that your shares be represented and voted at the meeting. Your Board of Directors unanimously recommends that you vote:

“FOR” the approval of the amendment to Article FOURTH of the Company’s Articles of Incorporation;

“FOR” the election of each of the director nominees listed in this proxy statement;

“FOR” the ratification of Ernst & Young, LLP as our independent registered public accounting firm;

“FOR” the non-binding resolution regarding executive compensation; and

“FOR” the adjournment of the Annual Meeting, if necessary to solicit additional proxies.

By Order of the Board of Directors,

Anthony M. Stollings

Secretary

TABLE OF CONTENTS

	Page
<u>Introduction</u>	1
<u>Information About the Meeting</u>	1
<u>Principal Shareholders</u>	5
<u>Shareholdings of Directors, Executive Officers and Nominees for Director</u>	6
<u>Proposal 1 – Amendment to the Articles of Incorporation to Increase the Number of Preferred Shares Authorized To Be Issued</u>	7
<u>Proposal 2 – Election of Directors</u>	12
<u>Proposal 3 – Ratification of the Appointment of Independent Registered Public Accounting Firm</u>	16
<u>Accounting Firm Fees</u>	16
<u>Report of the Audit Committee</u>	16
<u>Proposal 4 – Advisory (Non-Binding) Resolution on Executive Compensation</u>	17
<u>Proposal 5 – Adjournment of the Annual Meeting</u>	19
<u>Corporate Governance</u>	19
<u>Board Compensation for Fiscal 2013</u>	26
<u>Compensation Committee Report</u>	28
<u>Compensation Discussion and Analysis (CD&A)</u>	28
<u>Executive Compensation</u>	36
<u>Summary Compensation Table</u>	49
<u>Grants of Plan-Based Awards</u>	52
<u>Outstanding Equity Awards at Fiscal Year End</u>	53
<u>Option Exercises and Stock Vested</u>	54
<u>Pension Benefits Table</u>	54

<u>Nonqualified Deferred Compensation</u>	56
<u>Split-Dollar Life Insurance</u>	57
<u>Other Potential Post-Employment Payments</u>	57
<u>Compensation Committee Interlocks and Insider Participation</u>	60
<u>Compliance with Section 16(a) of the Exchange Act</u>	60
<u>Shareholder Proposals</u>	61
<u>Householding Disclosure Statement</u>	61
<u>Annual Report</u>	61
<u>Appendix A: Proposed Amendment to the Articles of Incorporation of First Financial Bancorp.</u>	63

255 E. Fifth Street, Suite 700

Cincinnati, Ohio 45202

877-322-9530

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

Approximate Date to Mail – April 11, 2014

INTRODUCTION

We are sending this proxy statement and the accompanying proxy card to you as a shareholder of First Financial Bancorp., an Ohio corporation, in connection with the solicitation of proxies for the Annual Meeting of Shareholders (the “Annual Meeting”) to be held at the Company’s headquarters: First Financial Center, 255 E. Fifth Street, 9th Floor, Room 950, Cincinnati, Ohio 45202, on Tuesday, May 27, 2014, at 10:00 a.m., local time. First Financial’s Board of Directors is soliciting proxies for use at the Annual Meeting, or at any postponement or adjournment thereof. Only shareholders of record as of the close of business on April 2, 2014, which we refer to as the record date, will be entitled to vote at the Annual Meeting.

In this proxy statement, the “Company,” “First Financial,” “First Financial Bancorp.,” “we,” “our” or “us” all refer to First Financial Bancorp. and its subsidiaries. We also refer to the Board of Directors of First Financial as the “Board.” References in this proxy statement to “common shares” or “shares” refer to the Company’s common shares.

INFORMATION ABOUT THE ANNUAL MEETING

What matters will be voted upon at the Annual Meeting? Assuming a quorum is present, the following proposals will be voted on at the Annual Meeting:

Approval of an amendment to Article FOURTH of the Company's Articles of Incorporation to increase the number of preferred shares authorized to be issued by the Company from 80,000 to 10,000,000 and to authorize the directors to establish the terms of such preferred shares (Proposal 1);

Election of the following nominees as directors with terms expiring in 2015: J. Wickliffe Ach, David S. Barker, Cynthia O. Booth, Mark A. Collar, Claude E. Davis, Corinne R. Finnerty, Murph Knapke, Susan L. Knust, William J. Kramer, Richard E. Olszewski, and Maribeth S. Rahe (Proposal 2);

Ratification of the appointment of Ernst & Young, LLP as the Company's independent registered accounting firm for the fiscal year ending December 31, 2014 (Proposal 3);

Obtaining an advisory (non-binding) vote on the compensation of the Company's executive officers (Proposal 4);

Approving the adjournment of the Annual Meeting, if necessary to solicit additional proxies (Proposal 5); and

Considering and acting upon such other matters as may properly come before the Annual Meeting or any adjournment thereof.

Why did I receive a Notice of Internet Availability of Proxy Materials instead of paper copies of the proxy materials? The Securities and Exchange Commission's ("SEC") notice and access rule allows us to furnish our proxy materials over the Internet to our shareholders instead of mailing paper copies of those materials to each shareholder. As a result, on or before April 11, 2014 we sent to most of our shareholders by mail or e-mail a notice containing instructions on how to access our proxy materials over the internet and vote online. This notice is not a proxy card and cannot be used to vote your shares. If you received only a notice this year, you will not receive paper copies of the proxy materials unless you request the materials by following the instructions in the notice or on the website referred to in the notice.

We are providing some of our shareholders, including shareholders who have previously asked to receive paper copies of the proxy materials, shareholders who are participants in our benefit plans and shareholders holding 1,000 or more common shares paper copies of the proxy materials instead of a notice that the materials are electronically available over the internet.

What does the Notice of Internet Availability of Proxy Materials look like? You will receive a document titled “Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 27, 2014” from Broadridge Financial Solutions containing instructions on how to access the proxy statement and the Company’s 2013 Annual Report to Shareholders (the “Annual Report”) via the Internet and how to vote online (www.proxyvote.com). If you would like to receive a printed or electronic copy of the proxy materials, free of charge, you should follow the instructions for requesting such materials included in such notice and on the website (www.proxyvote.com).

Who can vote? You are entitled to vote if you held First Financial common shares as of the close of business on April 2, 2014, the record date for the Annual Meeting.

Each shareholder is entitled to one vote for each common share held on April 2, 2014. At the close of business on April 2, 2014, there were 57,709,937 common shares outstanding and entitled to vote. The common shares are the Company’s only voting securities entitled to vote at the meeting.

Regardless of the number of shares you own, it is important that you vote on the proposals.

How do I vote? Your common shares may be voted by one of the following methods:

- § by traditional proxy card via the U.S. Mail;
- § by submitting a proxy via the Internet;
- § by submitting a proxy by telephone; or
- § in person at the Annual Meeting.

Submitting a Proxy by Telephone or via the Internet. If you are a shareholder of record (i.e., if your common shares are registered with First Financial in your own name), you may submit a proxy by telephone or via the Internet. To vote via the Internet, access www.proxyvote.com and follow the on-screen instructions. Telephone voting is available toll free at 1-800-690-6903 from a touch-tone phone. You will need your control number from your proxy card available when you vote via the Internet or by telephone.

If your common shares are registered in the name of a broker, a financial institution or another nominee (i.e., you hold your common shares in “street name”), your nominee may be participating in a program that allows you to submit a proxy by telephone or via the Internet. If so, the voting form your nominee sent you will provide instructions for submitting your proxy by telephone or via the Internet.

The last-dated proxy you submit (by any means) will revoke and supersede any previously submitted proxy. Also, if you submit a proxy by telephone or via the Internet, and later decide to attend the Annual Meeting, you may revoke your previously submitted proxy and vote in person at the Annual Meeting.

The deadline for submitting a proxy by telephone or via the Internet as a shareholder of record is 11:59 p.m. Eastern Time on May 26, 2014. For shareholders whose common shares are registered in the name of a broker, a financial institution or another nominee, please consult the instructions provided by your nominee for information about the deadline for submitting a proxy by telephone or via the Internet.

Voting in Person. If you attend the Annual Meeting, you may deliver your completed proxy card in person or you may vote by completing a ballot, which will be available at the Annual Meeting.

If you hold your common shares in “street name” through a broker, a financial institution or another nominee, then that nominee is considered the shareholder of record for voting purposes and should give you instructions for voting your common shares. As a beneficial owner, you have the right to direct that nominee how to vote the common shares held in your account. Your nominee may only vote the common shares that it holds for you in accordance with your instructions. If you have instructed a broker, a financial institution or another nominee to vote your common shares, the above-described options for revoking your proxy do not apply and instead you must follow the instructions provided by your nominee to change your vote.

If you hold your common shares in “street name” and wish to attend the Annual Meeting and vote in person, you must bring an account statement or letter from your broker, financial institution or other nominee authorizing you to vote on behalf of such nominee. The account statement or letter must show that you were the direct or indirect beneficial owner of the common shares on April 2, 2014, the record date for voting at the Annual Meeting.

How will my common shares be voted? Those common shares represented by properly executed proxy cards that are received prior to the Annual Meeting or by properly authenticated Internet or telephone votes that are submitted prior to the deadline for doing so, and not subsequently revoked, will be voted in accordance with your instructions by your proxy. If you submit a valid proxy card prior to the Annual Meeting, or timely submit your proxy by telephone or via the Internet, but do not complete the voting instructions, your proxy will vote your common shares as recommended by the Board, except in the case of broker non-votes where applicable, as follows:

“FOR” the approval of an amendment to Article FOURTH of the Company’s Articles of Incorporation to increase the number of preferred shares authorized to be issued by the Company from 80,000 to 10,000,000 and to authorize the § directors to establish the terms of the preferred shares;

“FOR” the election of the director nominees named in this proxy statement; §

“FOR” the ratification of Ernst & Young, LLP as our independent registered public accounting firm; §

“FOR” the non-binding resolution regarding executive compensation; and §

§ “FOR” the adjournment of the Annual Meeting, if necessary to solicit additional proxies.

If you hold your shares in a bank or brokerage account, you should be aware that if you fail to instruct your bank or broker how to vote within ten days of the Annual Meeting, the bank or broker is not permitted to vote your shares in its discretion on your behalf on non-routine items. If you want to assure that your shares are voted in accordance with your wishes on the non-routine matters in this proxy statement (i.e. everything other than the ratification of Ernst & Young), you should complete and return your voting instruction form before May 18, 2014.

No appraisal rights exist for any action proposed to be taken at the Annual Meeting. If any other matters are properly presented for voting at the Annual Meeting, the persons named as proxies will vote on those matters, to the extent permitted by applicable law, in accordance with their best judgment.

What if my common shares are held through the First Financial Bancorp 401(k) Savings Plan? If you participate in the First Financial Bancorp 401(k) Savings Plan (the “401(k) Plan”) and common shares have been allocated to your account, you will be entitled to instruct the trustee of the 401(k) Plan, confidentially, how to vote those common shares. You will receive your voting instructions card separately. If you give no voting instructions to the trustee of the 401(k) Plan, the trustee will vote the common shares allocated to your 401(k) plan account pro rata in accordance with the instructions received from other participants in the 401(k) Plan who have voted.

Can the proxy materials be accessed electronically? We are sending the proxy materials for the Annual Meeting to our shareholders on or about April 11, 2014. Our proxy statement for the Annual Meeting and a sample of the form of proxy card we sent to our shareholders are available at www.bankatfirst.com/investor.

How do I change or revoke my proxy? Shareholders who submit proxies retain the right to revoke them at any time before they are exercised. Unless revoked, the common shares represented by such proxies will be voted at the Annual Meeting and any adjournment thereof. You may revoke your proxy at any time before it is actually exercised at the Annual Meeting by giving notice of revocation to First Financial in writing, by accessing the Internet site prior to the deadline for submitting proxies electronically, by using the toll-free telephone number stated on the proxy card prior to the deadline for transmitting proxies electronically or by attending the Annual Meeting and giving notice of revocation in person. The last-dated proxy you submit (by any means) will revoke and supersede any previously-submitted proxy. If you hold your common shares in “street name” and instructed your broker, financial institution or other nominee to vote your common shares and you would like to revoke or change your vote, you must follow the instructions of your nominee.

If I vote in advance, can I still attend the Annual Meeting? Yes. You are encouraged to vote promptly. Please return your signed proxy card by mail or by submitting your proxy electronically by telephone or via the Internet so that your common shares will be represented at the Annual Meeting. However, voting your common shares does not affect your right to attend the Annual Meeting and vote your common shares in person.

What constitutes a quorum and how many votes are required for adoption of the proposals? Under First Financial's Regulations, a quorum is a majority of the common shares outstanding. Common shares may be present in person or represented by proxy at the Annual Meeting. Both abstentions and broker non-votes are counted as being present for purposes of determining the presence of a quorum. There were 57,709,937 common shares outstanding and entitled to vote on April 2, 2014, the record date. A majority, or 28,854,969 common shares, present in person or represented by proxy, will constitute a quorum. A quorum must exist to conduct business at the Annual Meeting.

If a broker indicates on the form of proxy that it does not have discretionary authority as to certain common shares to vote on a particular matter, those common shares will be considered as present for the purpose of determining the presence of a quorum but not entitled to vote with respect to that matter. Although our common shares are listed on the NASDAQ Stock Market ("NASDAQ"), New York Stock Exchange ("NYSE") rules determine whether proposals presented at shareholder meetings are routine or not routine. If a proposal is routine, a broker or other entity holding shares for an owner in "street name" may vote on the proposal if it does not receive voting instructions from the owner. If a proposal is not routine, the broker or other entity may vote on the proposal only if the owner has provided voting instructions. A broker non-vote occurs when the broker or other entity is unable to vote on a proposal because the proposal is not routine and the owner does not provide any instructions. As indicated below, the proposed amendment to our Articles of Incorporation, the election of directors, the non-binding vote on executive compensation and the adjournment of the Annual Meeting, if necessary to solicit additional proxies, are non-routine items. If you submit your proxy but indicate that you want to "ABSTAIN" with respect to any proposal, your shares will be counted for purposes of whether a quorum exists.

Under NYSE rules, each proposal, other than Proposal 3 (the ratification of Ernst & Young), is a non-routine "non-discretionary" item. This means that member brokers who have not received instructions from the beneficial owners of the Company's common shares do not have discretion to vote the common shares held by those beneficial owners on those proposals. This means that brokers may not vote your shares for the proposed amendment to our Articles of Incorporation (Proposal 1), in the election of directors (Proposal 2), on the proposal to approve executive compensation on a non-binding advisory basis (Proposal 4), or on the adjournment of the Annual Meeting, if necessary to solicit additional proxies (Proposal 5) unless you provide specific instructions as to how to vote. We encourage you to provide instructions to your broker regarding the voting of your shares.

With respect to Proposal 1, the affirmative vote of two-thirds of the outstanding common shares is required to amend the Articles. The election of directors (Proposal 2) requires the affirmative vote of a plurality of the common shares present, represented, and entitled to vote at the Annual Meeting. However, we have adopted certain requirements in the event a nominee receives a greater number of "withhold" votes than "for" votes. See "Corporate Governance – Policy on Majority Voting." With respect to Proposals 3, 4 and 5, a majority of the common shares validly cast on the proposal

will be required to approve the proposals.

An abstention will be counted as present for the purposes of Proposals 1, 2, 4 and 5, and thus have the same effect as a vote against any proposal.

It is our policy to keep confidential all proxy cards, ballots and voting tabulations that identify individual shareholders. However, exceptions to this policy may be necessary in some instances to comply with legal requirements and, in the case of any contested proxy solicitation, to verify the validity of proxies presented by any person and the results of the voting. Inspectors of election and any employees associated with processing proxy cards or ballots and tabulating the vote must acknowledge their responsibility to comply with this policy of confidentiality.

Who pays the cost of proxy solicitation? We will pay the costs of preparing, assembling, printing and mailing this proxy statement, the accompanying proxy card and other related materials and all other costs incurred in connection with the solicitation of proxies on behalf of the Board, other than the Internet access and telephone usage charges mentioned above. Although we are soliciting proxies by mailing these proxy materials to our shareholders, our directors, officers and employees also may solicit proxies by further mailing, personal contact, telephone, facsimile or electronic mail without receiving any additional compensation for such solicitations. Arrangements will also be made with brokerage firms, financial institutions and other nominees who are record holders of common shares for the forwarding of solicitation materials to the beneficial owners of such common shares. We will reimburse these brokers, financial institutions and nominees for their reasonable out-of-pocket costs.

We have retained Advantage Proxy to aid in the solicitation of proxies for the Annual Meeting. Advantage Proxy will receive a base fee of \$4,000 plus reimbursement of out-of-pocket fees and expenses for its services.

Who should I call if I have questions concerning this proxy solicitation or the proposals to be considered at the Annual Meeting? If you have any questions concerning the proposals to be considered at the Annual Meeting or voting your shares or if you need directions to the Annual Meeting, please call our investor relations department at 877-322-9530.

Does First Financial send multiple proxy statements to two or more registered shareholders who share an address? Only one copy of this proxy statement and the Notice of the Annual Meeting are being delivered to previously notified registered shareholders who share an address unless First Financial has received contrary instructions from one or more of the shareholders. A separate proxy card is being included for each account at the shared address.

Registered shareholders who share an address and would like to receive a separate proxy statement for the Annual Meeting may contact our investor relations department to request a copy. Call 877-322-9530 or send a written request to: Kenneth J. Lovik, Investor Relations & Corporate Development, First Financial Bancorp, 255 E. Fifth Street, Suite 700, Cincinnati, Ohio 45202 by May 13, 2014.

Are there any rules regarding admission to the Annual Meeting? Yes. You are entitled to attend the Annual Meeting only if you were, or you hold a valid legal proxy naming you to act for one of our shareholders on the voting record date. At the entrance we will verify that your name appears in our stock records or will examine appropriate information to confirm you are a shareholder. Cameras (including cell phones with photographic capabilities), recording devices, and other electronic devices will not be permitted at the meeting.

PRINCIPAL SHAREHOLDERS

The table below identifies all persons known to us to own beneficially more than 5% of our outstanding common shares as of the voting record date.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership of	Percentage of Class
---	---	------------------------

	Common Shares			
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	5,223,444	(1)	9.10	%
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	3,479,050	(2)	6.03	%
Westwood Management Corp. 200 Crescent Court, Suite 1200 Dallas, TX 75201	3,409,158	(3)	5.92	%

(1) Information based upon a Schedule 13G/A filed on January 29, 2014. BlackRock has sole voting power for 5,007,430 and dispositive power for 5,223,444 shares.

(2) Information based on a Schedule 13G/A filed on February 12, 2014. Vanguard has sole power to vote for 84,671 shares; sole dispositive power for 3,400,479 shares; and shared dispositive power for 78,571 shares.

(3) Information based upon a Schedule 13G/A filed on February 11, 2014. Westwood has sole voting power for 2,914,655 shares; shared voting power for 71,896 shares; and sole dispositive power for 3,409,158 shares.

SHAREHOLDINGS OF DIRECTORS, EXECUTIVE OFFICERS**AND NOMINEES FOR DIRECTOR**

As of April 2, 2014, the directors of the Company, including the eleven nominees for election as directors, the executive officers of the Company named in the Summary Compensation Table who are not also directors, and all executive officers and directors of the Company as a group beneficially owned common shares of the Company as set forth below.

Name	Position	Amount and Nature of Beneficial Ownership			
		Common Shares Beneficially Owned Excluding Options (1)		Stock Options Exercisable within 60 Days of Record Date (2)	Total Common Shares Beneficially Owned (1)
J. Wickliffe Ach	Director & Nominee	12,629	(3)	-0-	12,629
David S. Barker	Director & Nominee	11,596	(3)	-0-	11,596
Cynthia O. Booth	Director & Nominee	6,243	(3)	-0-	6,243
Donald M. Cisle, Sr. – not a nominee in 2014	Director	170,152	(3)	8,663	178,815
Mark A. Collar	Director & Nominee	12,310	(3)	-0-	12,310
Claude E. Davis	Director, Nominee, President & CEO	369,701	(3)	188,000	557,701
Corinne R. Finnerty	Director & Nominee	45,040	(3)	8,663	53,703
Murph Knapke	Director & Nominee	82,800	(3)	-0-	82,800
Susan L. Knust	Director & Nominee	28,921	(3)(4)	8,663	37,584
William J. Kramer	Director & Nominee	24,580	(3)	8,663	33,243
Richard E. Olszewski	Director & Nominee	34,191	(3)	8,663	42,854
Maribeth S. Rahe	Director & Nominee	14,623	(3)	-0-	14,623
Anthony M. Stollings	EVP, Chief Financial Officer and Chief Administrative Officer (6)	52,796	(5)	12,000	64,796
Richard S. Barbercheck	EVP and Chief Credit Officer (6)	36,063	(5)	-0-	36,063
Kevin T. Langford	President, Consumer Banking; President, Western Markets	38,520	(5)	9,077	47,597
C. Douglas Lefferson	President, Commercial Banking and Wealth Mgt; President, Eastern Markets	87,572	(5)	127,109	214,681
J. Franklin Hall	Former Chief Financial Officer (6)	61,800	(6)	-0-	61,800
All executive officers, directors and nominees as a group (20 persons)		1,096,868		379,501	1,476,369

(1) Includes shares held in the name of spouses, minor children, trusts and estates as to which beneficial ownership may be disclaimed.

At April 2, 2014, no director or executive officer beneficially owned at least 1% of the Company's common shares. However, all of the directors and executive officers as a group (20 persons) beneficially owned approximately 2.55% of the Company's outstanding common shares. Percent ownership numbers are computed based on the sum of (a) 57,709,937 common shares outstanding on April 2, 2014 and (b) the number of common shares to which the group has the right to acquire beneficial ownership upon the exercise of options which are currently exercisable or will first become exercisable within 60 days after April 2, 2014 (assumes all options are exercised). Fractional shares are rounded to the nearest whole number.

(2) Only 17,326 of the 379,501 options listed above have a strike price above the closing price of First Financial common stock on April 2, 2014, which was \$18.41 per share.

(3) Includes 1,620 restricted shares that vest on May 28, 2014. Mr. Knapke, Chairman of the Board, received an additional 156 shares. Director retains voting and dividend rights on unvested shares. However, dividends on unvested shares are held in escrow until vested. See "Board Compensation."

(4) Ms. Knust shares voting and investment power for 1,964 shares which are held by K.P. Properties of Ohio LLC, of which Ms. Knust and her husband are the only two members.

Includes unvested restricted shares (Davis—104,815; Stollings—18,774; Barbercheck—13,686; Langford—19,620; Lefferson—31,463; and all executive officers as a group (including the former Chief Financial Officer) (9 (5) persons)—226,963). Officers retain voting and dividend (at times subject to escrow until vesting) rights on unvested shares. For vesting schedules, see “Grants of Plan-Based Awards” and “Outstanding Equity Awards at Fiscal Year-End.”

J. Franklin Hall served as Chief Financial Officer of the Company through January 17, 2013. Stock ownership information for Mr. Hall is based on Company records as of March 1, 2013 as Mr. Hall is no longer subject to the reporting requirements of the SEC. Effective January 18, 2013, Anthony M. Stollings, Executive Vice President (6) and Chief Risk Officer of the Company, became Executive Vice President and Chief Financial Officer of the Company. Effective August 20, 2013, Mr. Stollings added the title of Chief Administrative Officer. Mr. Barbercheck became Executive Vice President and Chief Credit Officer on June 1, 2010.

PROPOSAL 1 — amendment to the Company's Articles of Incorporation to increase the number of preferred shares authorized to be issued

by the Company from 80,000 to 10,000,000 AND TO AUTHORIZE THE

DIRECTORS TO ESTABLISH THE TERMS OF THE PREFERRED SHARES

General

Article FOURTH of our Articles of Incorporation (“Articles”) currently provides that the Board may designate and issue up to 80,000 preferred shares, no par value (“Preferred Shares”), pursuant to the terms of any capital purchase program(s) authorized by the Emergency Economic Stabilization Act of 2008 (“EESA”) implemented by the United States Department of the Treasury (the “Treasury”). On December 23, 2008, as part of the Treasury’s Troubled Asset Relief Program Capital Purchase Program (“CPP”), the Company issued and sold to the Treasury 80,000 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series A, having a liquidation preference of \$1,000 per share (the “Series A Preferred Stock”). During February 2010, the Company completed a follow-on offering of common shares and, after deducting underwriting and other offering costs, received net proceeds of \$91.2 million. On February 24, 2010, the Company used most of the net proceeds to redeem all of the \$80.0 million of Series A Preferred Stock issued to the Treasury under the CPP. There are currently no Preferred Shares in any form issued or outstanding.

In connection with the Company’s participation in the CPP, the Treasury also received warrants for the purchase of an aggregate of 930,233 common shares at a strike price of \$12.90 per share which expire on December 23, 2018 (the “Treasury Warrants”). As a result of a common share follow-on offering during the second quarter of 2009, the aggregate number of common shares eligible for purchase under the Treasury Warrants was reduced by 50% to 465,117 shares. In June 2010, the Treasury conducted an auction of the Treasury Warrants in which the Treasury Warrants were sold in a public offering at a price of \$6.70 per warrant. This transaction represented the final step in the redemption process and the Treasury no longer owns any securities issued by the Company.

However, due to the terms of the Preferred Shares under the Company's Articles, no additional authorized Preferred Shares are available for future issuance by the Company.

The proposed amendment to Article FOURTH (the "Proposed Amendment") would increase the authorized number of Preferred Shares from 80,000 shares to 10,000,000 shares and further permit the Company's Board the flexibility to determine the designations, terms, relative rights, preferences, privileges and limitations of the Preferred Shares without the restriction that any such issuance occur pursuant to the terms of a capital purchase program authorized by the EESA. The newly authorized Preferred Shares would be "de-clawed blank check" Preferred Shares, meaning the Preferred Shares will be available for issuance without further action by the shareholders, except as may be required by applicable laws or rules, but will have limited voting rights and will not be used specifically for anti-takeover purposes.

We have no current plans, arrangements, or agreements to issue any Preferred Shares.

A copy of the Proposed Amendment, which includes the text of Article FOURTH as it is proposed to be amended, is attached as Appendix A to this Proxy Statement and incorporated by reference to this proposal. If the Proposed Amendment is approved by shareholders, the Proposed Amendment will become effective upon filing with the Ohio Secretary of State, which we intend to do promptly following such approval.

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE PROPOSED AMENDMENT TO OUR ARTICLES OF INCORPORATION.

Reasons for the Proposed Amendment; Purposes of the Preferred Shares

Issuance of preferred stock by banking and financial institutions has increased significantly since 2012. Under Basel III and U.S. regulatory capital rules applicable to us beginning January 1, 2015, preferred stock is inclusive in Tier 1 capital up to 1.5% of risk-weighted assets assuming the securities contain certain qualifying criteria, including a non-cumulative dividend, no maturity date, and a no-call option for the issuer for a minimum period of five years following issuance. Preferred stock issued in excess of 1.5% of risk-weighted assets would qualify as Tier 2 capital and thus be included in total capital. The Proposed Amendment to Article FOURTH would provide us with additional flexibility to create one or more future series of Preferred Shares. Although the Board has no immediate plans to issue Preferred Shares, it believes that the increase in the number of authorized Preferred Shares is advisable for several reasons. First, the authorization of Preferred Shares will allow us to manage our capital structure in a manner consistent with other publicly-traded banking organizations and increase our flexibility in structuring capital raising transactions, future acquisitions, joint ventures, strategic alliances or for other corporate purposes as approved by the Board. Second, Preferred Shares may also be useful in connection with stock dividends, equity compensation plans or other proper corporate actions.

If the Amendment to Article FOURTH is approved by our shareholders, the Company will be able to issue, without further shareholder action, Preferred Shares in one or more series at such times and for such consideration as the Board may determine is in the best interests of the Company and its shareholders. The availability of Preferred Shares would enable us to respond promptly to, and take advantage of, market conditions and other favorable opportunities without incurring the delay and expense associated with calling a special meeting of shareholders to approve a contemplated issuance of such shares. The Board believes that such enhanced ability to respond to opportunities and to favorable capital market conditions before the opportunity or conditions pass is in the best interests of our Company and its shareholders.

The failure to approve the Proposed Amendment could limit us in connection with future capital raising transactions or other strategic transactions if such transactions require us to issue Preferred Shares. If our shareholders do not approve the Proposed Amendment, it limits our ability to compete in the marketplace and enhance shareholder value through acquisitions and other strategic transactions. In such cases, we may lose opportunities due to the time delay and uncertainty of needing to hold a special meeting of shareholders in order to proceed with such transactions.

Description of the Preferred Shares

Subject to the limitations described below, the Preferred Shares would have such voting rights, designations, preferences, qualifications, limitations or restrictions and relative, participating, option and conversion or other special rights as the Board may designate for each class or series issued from time to time.

The Preferred Shares to be authorized are commonly referred to as “de-clawed blank check” preferred shares in that:

the voting rights of each Preferred Share are limited to no more than one vote per share, and the Preferred Shares will not vote as a separate class or series except as required by Ohio law; and

the Board represents that it will not issue, without prior shareholder approval, any series of the Preferred Shares for any defensive or anti-takeover purpose, for the purpose of implementing a shareholder rights plan, or with features specifically intended to make any attempted acquisition of the Company more difficult or costly.

However, within these limits, the Board may issue Preferred Shares for capital raising transactions, future acquisitions, joint ventures, strategic alliances or for other corporate purposes as approved by the Board. The Board believes that authorization of Preferred Shares with the above limitations is consistent with sound corporate governance principles while enhancing the Company’s ability to take advantage of financing alternatives and acquisition opportunities.

The Board is also authorized to increase or decrease the number of shares of any series of Preferred Shares prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of Preferred Shares of any series is so decreased, the shares constituting such decrease will resume the status of authorized but unissued shares.

The Preferred Shares would be available for issuance without further action by the shareholders, except as may be required by applicable laws or rules. For example, under NASDAQ rules, shareholder approval is required for any potential issuance of 20% or more of our outstanding common shares (including upon conversion of convertible preferred stock) in connection with issuances not involving a public offering.

Effect of the Preferred Shares Upon Holders of Common Shares

The actual effect of the issuance of any series of Preferred Shares upon the rights of holders of our common shares cannot be stated until the Board determines the specific rights of the holders of such Preferred Shares. The Board will have authority to, among other things; establish the number of shares constituting a series, dividend rights, voting rights (but limited to no more than one vote per Preferred Share), conversion or exchange privileges, redemption features, sinking fund provisions, and rights in the event of a voluntary or involuntary liquidation or dissolution.

The effects of the issuance of Preferred Shares upon holders of our common shares might include, among other things:

- restricting our ability to declare dividends or the amount of such dividends on common shares;

- restricting our ability to repurchase outstanding common shares;

diluting the voting power of common shares, although the Preferred Shares may not have more than one vote per share; and

- a change in the market price of the common shares, or impairing the liquidation rights of the common shares, without further action by the shareholders.

Effect of the Proposed Amendment

The Proposed Amendment would:

- authorize us to issue up to 10,000,000 Preferred Shares; and

subject to the Ohio Revised Code and the other provisions of the Articles, authorize the Board to issue newly authorized Preferred Shares from time to time in the future, to create separate series of Preferred Shares within the new class, and to determine the number of shares, designations, terms, relative rights, preferences and limitations of the Preferred Shares, or of shares within each series of Preferred Shares, at the time of issuance, all by resolution and without any further shareholder approval.

If the Proposed Amendment is approved, then, in general, any Preferred Share issued would likely have certain preferences over, or special terms that differ from, outstanding common shares. Among other things, those preferences and special terms might include:

the right to receive dividends (which may be cumulative or noncumulative) at a stated rate before any dividend could be paid on our common shares;

the right to receive a stated distribution upon any liquidation of the Corporation before any distribution could be made to holders of our common shares;

terms providing for the conversion of Preferred Shares into our common shares, either automatically or at the option of the holders of such shares, at specified rates; and

terms providing for the redemption of Preferred Shares, either at our option or at the option of holders of the Preferred Shares, or both, or upon the happening of a specified event, and, if the Preferred Shares are redeemable, the redemption prices and the conditions and times upon which redemption may take place.

Issuing Preferred Shares with voting rights would dilute the relative voting power of the current holders of common shares. The then current shareholders would not have preemptive rights to acquire any additional shares of common stock issued by the Company and would have no right to purchase a proportionate share, or any portion, of any Preferred Share issued.

If the Proposed Amendment is approved by the shareholders, Preferred Shares could be issued in the future from time to time, in one or more series, in a variety of types of transactions, including public offerings or private sales of Preferred Shares to increase our capital or as consideration for acquisitions. At the time each series of Preferred Shares is established, the Board would determine the number of Preferred Shares in that series and the terms, relative rights, preferences and limitations of Preferred Shares within that series, which could differ materially from other series.

Anti-Takeover Effects of the Proposed Amendment

The purpose of the Proposed Amendment is to provide the Board with an additional option for expanding our ability to raise capital, not to establish any barriers to a change of control or acquisition of the Company. Subject to the exercise of its fiduciary duties to the Company and its shareholders, the Board will not issue any Preferred Shares for any defensive or anti-takeover purpose or with features intended specifically to make any attempted acquisition of the Company more difficult. Instead, the Board intends to issue Preferred Shares only for the purpose of facilitating acquisitions, joint ventures, strategic alliances and capital-raising transactions, and for other corporate purposes which the Board determines to be in the best interests of the Company and its shareholders. The issuance of Preferred Shares in connection with these purposes, including the ability to determine the terms and preferences of each series, could nonetheless have the effect of making an acquisition of the Company more difficult.

For example, the issuance to a group that is friendly to the Company's management of shares of a series of Preferred Shares having preferential terms could deter or discourage efforts by another group or company to acquire control of the Company, even if other shareholders favored a change of control. The Proposed Amendment is not being recommended in response to any specific effort of which we are aware to obtain control of the Company, nor does the Board have any present intent to use the Preferred Shares to impede a takeover attempt.

Anti-Takeover Effects of Certain Provisions of our Articles of Incorporation and Ohio Law

Our Articles contain certain provisions that make it more difficult to acquire control of us by means of a tender offer, open market purchase, a proxy fight or otherwise. These provisions are designed to encourage persons seeking to acquire control of us to negotiate with our Board. We believe that, as a general rule, the interests of our shareholders would be best served if any change in control results from negotiations with our Board. The following provisions of the Articles and Ohio law might have the effect of delaying, deferring or preventing a change in control of us and

would operate only with respect to an extraordinary corporate transaction, such as a merger, reorganization, tender offer, sale or transfer of assets or liquidation involving the Company and certain persons described below.

The Ohio General Corporation Law provides that the approval of two-thirds of the voting power of a corporation is required to effect mergers and similar transactions, to adopt amendments to the articles of incorporation of a corporation and to take certain other significant actions. Although under Ohio law the articles of incorporation of a corporation may permit such actions to be taken by a vote that is less than two-thirds (but not less than a majority), our Articles do not contain such a provision. The two-thirds voting requirement tends to make approval of such matters, including further amendments to the Articles, relatively difficult, and a vote of the holders of in excess of one-third of our outstanding common shares would be sufficient to prevent implementation of any of the corporate actions mentioned above.

Ohio Revised Code Section 1701.831 is a “control share acquisition” statute. The control share acquisition statute basically provides that any person acquiring shares of an “issuing public corporation” (which definition we meet) in any of the following three ownership ranges must seek and obtain shareholder approval of the acquisition transaction that first puts such ownership within each such range: (i) more than 20% but less than 33 1/3%; (ii) 33 1/3% but not more than 50%; and (iii) more than 50%.

The purpose of the control share acquisition statute is to give shareholders of Ohio corporations a reasonable opportunity to express their views on a proposed shift in control, thereby reducing the coercion inherent in an unfriendly takeover. The provisions of the control share acquisition statute grant to our shareholders the assurance that they will have adequate time to evaluate the proposal of the acquiring person, that they will be permitted to vote on the issue of authorizing the acquiring person’s purchase in the same manner and with the same proxy information that would be available to them if a proposed merger of the Company were before them and, most importantly, that the interests of all shareholders will be taken into account in connection with such vote and the probability will be increased that they will be treated equally regarding the price to be offered for their common shares if the purchase is approved.

The control share acquisition statute applies not only to traditional offers but also to open market purchases, privately negotiated transactions and original issuances by an Ohio corporation, whether friendly or unfriendly. The procedural requirements of the control share acquisition statute could render approval of any control share acquisition difficult because it must be authorized at a special meeting of shareholders, at which a quorum is present, by the affirmative vote of the majority of the voting power represented and by a majority of the portion of such voting power, excluding interested shares. Any corporate defense against persons seeking to acquire control may have the effect of discouraging or preventing offers which some shareholders might find financially attractive. On the other hand, the need on the part of the acquiring person to convince our shareholders of the value and validity of the offer may cause such offer to be more financially attractive in order to gain shareholder approval.

Ohio Revised Code Chapter 1704 is a “merger moratorium” statute. The merger moratorium statute provides that, unless a corporation’s articles of incorporation or regulations otherwise provide, an “issuing public corporation” (which definition we meet) may not engage in a “Chapter 1704 transaction” for three years following the date on which a person acquires more than 10% of the voting power in the election of directors of the issuing corporation, unless the Chapter 1704 transaction is approved by the corporation’s Board of Directors prior to such transaction. A person who acquires such voting power is an “interested shareholder,” and “Chapter 1704 transactions” involve a broad range of transactions, including mergers, consolidations, combinations, liquidations, recapitalizations and other transactions between an issuing public corporation and an interested shareholder if such transactions involve 5% of the assets or shares of the issuing public corporation or 10% of its earning power. After the initial three year moratorium, Chapter 1704 prohibits such transactions absent approval by disinterested shareholders or the transaction meeting certain statutorily defined fair price provisions. One significant effect of Chapter 1704 is to encourage a person to negotiate with a corporation’s board of directors prior to becoming an interested shareholder.

Ohio also has enacted Ohio Revised Code Section 1707.043, which provides that a person who announces a control bid must disgorge profits realized by that person upon the sale of any equity securities within 18 months of the announcement.

In addition, Section 1701.59 of the Ohio Revised Code provides that, in determining what a director reasonably believes to be in the best interests of the corporation, such director may consider, in addition to the interests of the corporation’s shareholders, any of the interests of the corporation’s employees, suppliers, creditors and customers, the economy of the State of Ohio and the United States, community and societal considerations and the long-term as well as the short-term interests in the corporation and its shareholders, including the possibility that these interests may be best served by the continued independence of the corporation.

The overall effect of these statutes may be to render more difficult or discourage the removal of incumbent management or the assumption of effective control by other persons.

Required Vote for Approval

The affirmative vote of the holders of common shares entitling them to exercise two-thirds of the voting power of the Company's outstanding common shares is necessary to adopt the Proposed Amendment. Validly executed proxies will be voted in favor of the Proposed Amendment unless otherwise instructed by you. Abstentions and shares not voted by brokers and other entities holding shares on behalf of the beneficial owners will have the same effect as votes cast against the Proposed Amendment.

Effectiveness of the Proposed Amendment

If shareholders approve the Proposed Amendment, we will file an amendment to the Articles with the Ohio Secretary of State as soon as practicable following the Annual Meeting. The Proposed Amendment would become effective at the time of filing.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE AMENDMENT TO THE ARTICLES OF INCORPORATION TO increase the number of preferred shares authorized to be issued by the Company from 80,000 to 10,000,000 and to authorize the directors to establish the terms of such preferred shares.

PROPOSAL 2 — ELECTION OF DIRECTORS

Our Board currently consists of twelve members, eleven of whom are non-employee directors. Our Regulations provide that the Board shall consist of not less than nine or more than 25 persons, with the exact number to be fixed and determined from time to time by resolution of the Board or by resolution of the shareholders at any annual or special meeting of shareholders. Any vacancy may be filled by the Board in accordance with law and the Company's Regulations for the remainder of the full term of the vacant directorship. As the Board has only approved eleven nominees as candidates for election at the Annual Meeting, one vacancy will exist on the Board immediately following the Annual Meeting. The accompanying proxy will not be voted to elect more than eleven directors at the Annual Meeting or any adjournment of the Annual Meeting.

Our Board has approved the nomination of eleven persons as candidates for election as director, each for a one-year term. It is intended that the accompanying proxy will be voted for the election of J. Wickliffe Ach, David S. Barker, Cynthia O. Booth, Mark A. Collar, Claude E. Davis, Corinne R. Finnerty, Murph Knapke, Susan L. Knust, William J. Kramer, Richard E. Olszewski, and Maribeth S. Rahe, all of whom are incumbent directors. The Corporate Governance and Nominating Committee ("CGNC") recommended all eleven nominees to the Board, which approved the eleven nominees. In the event that any one or more of such nominees becomes unavailable or unable to serve as a candidate, the accompanying proxy will be voted to elect the remaining nominees and any substitute nominee or nominees designated by the Board. The eleven nominees for director receiving the most votes at the Annual Meeting will be elected as directors. See "Corporate Governance - Policy on Majority Voting."

Set forth below is certain information concerning the Company's nominees and directors. For information regarding ownership of shares of the Company by nominees and directors of the Company, see "Shareholdings of Directors, Executive Officers and Nominees for Director" above. There are no arrangements or understandings between any director or any nominee, and any other person pursuant to which such director or nominee is or was nominated to serve as director.

Name and Age (1)	Position with Company and/or Principal Occupation or Employment For the Last Five Years	Director Since
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Nominees for One Year Term:

J. Wickliffe Ach 65	President and CEO, Hixson Inc., Cincinnati, Ohio, an architectural engineering firm, since 1983. Board member: Hixson, Inc. (Chair) and Setzer Corp. Mr. Ach is involved in a number of business and civic organizations, including the recently completed World Choir Games, Work Resource Center/Easter Seals, Crayons to Computers (free store for teachers), Chief Executives and World Presidents Organizations and Hamilton County Development Co. Mr. Ach is Vice Chair of the Company's Board. Director of First Financial Bank, N.A., Hamilton, Ohio since 2007.	2007
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As a seasoned business owner and entrepreneur, Mr. Ach brings valuable insight to the Board in strategic and cultural matters. Mr. Ach's involvement in the Cincinnati business community provides added understanding of our growing Cincinnati market area. Furthermore, his specific background in architectural engineering provides added value in our strategies related to physical banking center locations and design.

David S. Barker

60

President and Chief Executive Officer, SIHO Insurance Services, Columbus, Indiana, a community health care benefits company serving over 110,000 members throughout southern Indiana. Mr. Barker has been employed in the insurance industry for more than 25 years. He is active in many civic and community endeavors, including serving as current Chairman of the Columbus Area Economic Growth Council and past Chairman of both the Columbus Area Chamber of Commerce and the Bartholomew County United Way, as well as serving as a board member of the Riley's Children's Foundation (Columbus Leadership Team) and the Heritage Fund Community Foundation and a member of the IUPUC Board of Advisors. Director of First Financial Bank, N.A. Hamilton, Ohio since 2010.

2010

12

Mr. Barker is an important member of the business community in Columbus, Indiana and we will look to his leadership and guidance as we continue to build our presence in key southern Indiana markets. Furthermore, his experience as the President of a company provides the board with insight on executive matters.

President and Chief Executive Officer, COBCO Enterprises, Cincinnati, Ohio. Ms. Booth has owned and directed the operations of six McDonald's restaurants throughout the area since 2000. Prior to forming COBCO, Ms. Booth served as Senior Vice President—Director of Community Development for Firststar Bank (now U.S. Bank) in Cincinnati and before that was President of Diversified Solutions, Inc., a bank consulting firm. She is active in several civic and community organizations, including serving on the Boards of Trustees of Denison University and the Cincinnati Museum Center and the Board of Directors of the YWCA of Greater Cincinnati. Ms. Booth serves as the President, Black McDonald's Owners Association for the State of Ohio and has previously served on the boards of the American Red Cross, United Way and the Cincinnati branch of the Federal Reserve Bank of Cleveland. Director of First Financial Bank, N.A. Hamilton, Ohio since 2010.

Cynthia
O.
Booth

2010

55

Ms. Booth brings deep banking experience to the Board, including extensive knowledge in residential real estate lending, regulatory relations, the Community Reinvestment Act and other regulatory compliance, private banking and human resources matters. Furthermore, her experience in the restaurant franchise area provides valuable insight into the specialty area of lending conducted through our subsidiary First Franchise Capital Corporation.

Chairman, Third Frontier Advisory Board (provides direction for State of Ohio's investment in high tech industry); member of the Executive Committee, BioOhio, Inc. (non-profit organization which promotes the acceleration and growth of life science companies in Ohio); venture partner at Triathlon Medical Ventures, Cincinnati, Ohio; Director (since February 2008), AtriCure, Inc. (NASDAQ: ATRC), West Chester, Ohio, a publicly-traded medical device company; Director (since 2012), Enable Injections, LLC, Cincinnati, Ohio (small medical device company); Owner, Collar Ltd., Cincinnati, Ohio (small consulting and development LLC). Previously held numerous positions within The Procter & Gamble Company since 1975 including: President, Global Pharmaceuticals & Personal Health from 2005-2007; President, Global Pharmaceuticals, from 2002-2005; and Vice President, Global Pharmaceuticals, from 1997-2002. Director of First Financial Bank, N.A., Hamilton, Ohio since 2009.

Mark A.
Collar

2009

60

Mr. Collar brings a wealth of knowledge from his 32+ years at Procter & Gamble, including marketing, competitive market analysis, operations, mergers and acquisitions, financial management, sales, corporate strategy, risk management, regulatory, and quality control. Mr. Collar's leadership roles in a number of organizations, including his membership on another publicly traded company board, provide us with insights into a number of opportunistic fields as well as dealing with government officials and agencies.

2004

Claude E. Davis President and Chief Executive Officer of the Company and Director, Chairman of the Board and Chief Executive Officer of First Financial Bank, N.A., Hamilton, Ohio since October 2004; member of the board of directors of the Federal Reserve Bank of Cleveland since 2013; Trustee, Butler University; Member, 3CDC (Cincinnati Center City Development Corporation), Summit Country Day Board of Trustees, Cincinnati Business Committee, Commercial Club of Cincinnati, and Young President's Organization - Indiana.

Mr. Davis' years of experience in the banking industry as well as his extensive financial background provide leadership to the Board. As CEO, he is intimately familiar with all aspects of our business activities. His involvement in other boards and organizations give him insight on important societal and economic issues relevant to our Company's business and markets.

Corinne R. Finnerty	57	<p>Partner, law firm of McConnell Finnerty PC, North Vernon, Indiana (trial attorney); Former Chair and Member of the Indiana Supreme Court Disciplinary Commission, the body which has responsibility for the enforcement of the “Rules of Professional Conduct” for the approximately 17,000 licensed attorneys in the State of Indiana from 2003 to 2013; former Director and Chair of CPX, Inc., North Vernon, Indiana; former director of an affiliate bank from 1987 to 2005. Director of First Financial Bank, N.A., Hamilton, Ohio since 1998.</p>	1998
Murph Knapke	66	<p>Ms. Finnerty’s deep roots in the North Vernon, Indiana area provide representation on the Board for our southeast Indiana market. Her participation for ten years on the Indiana Supreme Court Disciplinary Commission allows her to provide insight on governance and ethical issues. Furthermore, her years as a practicing attorney, including the representation of financial institutions for over thirty years, give her enhanced perspective on legal and regulatory issues.</p> <p>Partner of Knapke Law Office, Celina, Ohio; Chair of the Company; former Director and Chair of Community First Bank & Trust, Celina, Ohio. Director of First Financial Bank, N.A., Hamilton, Ohio since 2005.</p>	1983
Susan L. Knust	60	<p>Mr. Knapke has tenure with our Company and/or a bank affiliate since 1983 and provides valuable historical perspective on both the Company and the banking industry. His deep roots in the Celina, Ohio area provide representation on the Board for our Northwest Ohio market. His years as a practicing attorney give him enhanced perspective on legal and regulatory issues as well as Board fiduciary duties.</p> <p>Managing Partner of K.P. Properties of Ohio LLC (industrial real estate); Managing Partner of Omega Warehouse Services LLC (public warehousing); former President of Precision Packaging and Services, Inc.; former Director of Middletown Regional Health System (renamed Atrium Medical System), Middletown, Ohio. Director of First Financial Bank, N.A., Hamilton, Ohio since 2005.</p>	2005
William J. Kramer	53	<p>As a seasoned business owner and entrepreneur for 28 years in the areas of manufacturing, warehousing and industrial real estate, Ms. Knust brings valuable insight to the Board in strategic and other matters. Ms. Knust’s business interests are similar in size to our key client base and she also has an understanding of our growing Cincinnati market area. Also, as a female business owner, her perspective and experiences have proven valuable to us.</p>	2005
		<p>Vice President of Operations, Valco Companies, Inc., Coldwater, Ohio (VP & General Manager 2002–2008), an international company that manufactures products for the agricultural and horticultural industries; previously President of Pax Steel Products, Inc., from 1984–2002 (predecessor corporation to Valco); employed by Deloitte & Touche, LLP, Dayton, Ohio from 1982–1984; former director and Chair of the audit committee of an affiliate bank from 1987 to</p>	

2005. Director of First Financial Bank, N.A., Hamilton, Ohio since 2005.

Mr. Kramer has been a CPA since 1984 with both public accounting and private company experience with substantial experience in financial reporting and accounting controls. He qualifies as an audit committee financial expert. Furthermore, his tenure with our Company and/or a bank affiliate since 1987 provides valuable historical perspective on both the Company and the banking industry.

Richard E.
Olszewski

64

Operator of two 7-Eleven Food Stores in Griffith, Indiana. Former director of an affiliate bank from 1995 to 2005. Director of First Financial Bank, N.A., Hamilton, Ohio since 2005.

2005

14

Mr. Olszewski's 35 years of community service and 13 years of service to our Company provides us with a deeper understanding of our important northwest Indiana market. Furthermore his business and retail experience as a small business owner provides our Company with a better understanding of a key client constituency.

President and CEO, Fort Washington Investment Advisors, Inc., an investment management firm and wholly owned subsidiary of Western & Southern Financial Group, Cincinnati, Ohio, since 2003.

Director, Consolidated Communications Holdings, Inc., Mattoon, IL (NASDAQ: CNSL) (rural local exchange carrier), Audit Committee (Chair), Compensation Committee (member). Ms. Rahe's local civic and philanthropic involvement includes the following board positions: Cincinnati Arts Association, Cincinnati Women's Executive Forum, Cincy Tech, Cintrifuse, Woman's Capital Club, United Way Investment Committee, Xavier University Williams College of Business Board of Executive Advisors, Cincinnati USA Regional Chamber of Commerce, Sisters of Notre Dame de Namur, Rush-Presbyterian-St. Luke's Medical Center, and the Cincinnati Country Club. Director of First Financial Bank, N.A. Hamilton, Ohio since 2010.

Maribeth
S. Rahe

2010

65

Ms. Rahe is well known in Cincinnati and is a recognized leader in the financial services community, both locally and nationally with over 42 years in the financial services industry (of which 28 has been in banking), including more than 25 years in management/executive management and board experience at other financial institutions. She brings a seasoned perspective, insight, and financial acumen into issues and strategies relating to our business, including regulatory relationships and enterprise risk management.

(1) Ages are listed as of December 31, 2013.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES.

Additional Director Who is Not Seeking Re-election at the Annual Meeting

In addition to the eleven directors named above who are each nominees for re-election to the Board at the Annual Meeting, Mr. Donald M. Cisle, Sr. currently serves as a member of the Board. Mr. Cisle has advised the Company's Corporate Governance and Nominating Committee that he does not intend to seek re-election at the Annual Meeting. The following is information concerning Mr. Cisle.

Donald M. Cisle, Sr. Managing member, The Cisle Co. LLC, Hamilton, Ohio, a consulting and development business. Retired President, Don S. Cisle Contractor, Inc., Hamilton, Ohio, construction contractor, which closed and sold its assets in 2009; former President of Seward Murphy, Inc., a family owned

1996

59 investment company dissolved in 2009. Director of First Financial Bank, N.A., Hamilton, Ohio since 1996.

As a native of Hamilton, Ohio, our bank subsidiary's headquarters, his long history with our Company provided our board and management with valuable insight into the history of the Company. Furthermore, as a significant long-term shareholder, Mr. Cisle brought insight into our retail shareholder. Finally, Mr. Cisle's years as a small business owner provided us with added understanding of the issues such businesses face.

15

proposal 3 — RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board has appointed Ernst & Young LLP (“Ernst & Young”) as the Company’s independent registered public accounting firm for the Company’s 2014 fiscal year and, if shareholders do not ratify the appointment, the Audit Committee will consider whether or not to retain Ernst & Young in the future. Even if the appointment is ratified, the Audit Committee, at its discretion, may change the appointment at any time during the year if it determines that such appointment would be in the best interests of the Company and its shareholders.

Ernst & Young were the Company’s auditors for the year ended December 31, 2013, and a representative of the firm is expected to attend the Annual Meeting, respond to appropriate questions and, if the representative desires, which is not now anticipated, make a statement.

ACCOUNTING FIRM FEES

The following table sets forth the aggregate fees billed to the Company and related entities for the last two fiscal years by the Company’s independent registered public accounting firm.

Fees by Category	2013	2012
Audit Fees	\$948,150	\$1,290,207
Audit-Related Fees (1)	152,000	100,683
Tax Fees	—	—
All Other Fees (2)	50,000	49,000
Total	\$1,150,150	\$1,439,890

1. Services covered by these fees consist of employee benefit plan audits and HUD compliance testing.

2. Services for information technology attack and penetration assessment.

It is the policy of the Audit Committee that, before the Company engages an accounting firm to render audit services as the Company’s independent registered public accounting firm, the engagement must be approved by the Audit Committee. In certain situations, the Audit Committee has delegated pre-approval authority to its Chair when necessary, with subsequent reporting to the committee. In addition, before an accounting firm serving as the Company’s independent registered public accounting firm is engaged by the Company to render non-audit services, the

engagement must be approved by the Audit Committee.

*The Board of Directors unanimously recommends a vote “**FOR**” the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered PUBLIC accounting firm for the fiscal year ending December 31, 2014.*

REPORT OF THE AUDIT COMMITTEE

In accordance with its written charter, the Audit Committee oversees the Company’s financial reporting process on behalf of the Board. Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal controls. The Company’s independent registered public accounting firm, Ernst & Young, is responsible for expressing an opinion on the conformity of the Company’s audited financial statements to generally accepted accounting principles and on the Company’s internal control over financial reporting. In this context, the Audit Committee has reviewed and discussed with management and Ernst & Young the audited financial statements for the year ended December 31, 2013 and Ernst & Young’s evaluation of the Company’s internal control over financial reporting. The Audit Committee has discussed with Ernst & Young the matters that are required to be discussed by Auditing Standards No. 61 (Communications with Audit Committees) as amended and adopted by the Public Company Accounting Oversight Board (“PCAOB”) in Rule 3200T. Ernst & Young has provided to the Audit Committee the written disclosures and the letter required by applicable requirements of the PCAOB regarding the independent accountant’s communications with the Audit Committee concerning independence, and the Audit Committee has discussed with Ernst & Young their firm’s independence. The Audit Committee has concluded that Ernst & Young’s provision of audit and non-audit services to First Financial and its affiliates is compatible with Ernst & Young’s independence.

The Audit Committee discussed with the Company’s internal auditors and Ernst & Young the overall scope and plans for their respective audits. The Audit Committee met with the internal auditors and with Ernst & Young, with and without management present, to discuss the results of their examinations, their evaluations of the Company’s internal controls, and the overall quality of the Company’s financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board, and the Board has approved, that the audited financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2013, for filing with the SEC. The Audit Committee has approved the selection of Ernst & Young as the Company's independent registered public accounting firm for 2014.

Members of the Audit Committee

William J. Kramer, Chair
David S. Barker
Donald M. Cisle, Sr.
Maribeth S. Rahe

PROPOSAL 4 — ADVISORY (NON-BINDING) RESOLUTION ON EXECUTIVE COMPENSATION

We are asking shareholders to approve an advisory resolution on the Company's executive compensation as reported in this proxy statement. As described below in the "Compensation Discussion and Analysis" section and tabular disclosure and accompanying narrative discussions of the Named Executive Officer ("NEO") compensation in this proxy statement, the Compensation Committee believes that the balanced compensation mix consisting of base salary, annual cash incentives and long-term equity awards is fair and equitable and aligns management's interests with the interests of shareholders.

Base salary is designed to meet a minimum level of compensation necessary to attract and retain highly qualified employees. Consistent with Company-wide merit practices, NEO base salaries were increased approximately 2.94 - 3.64% with the exception of Mr. Stollings, whose base salary increased 15.38% as a result of his promotion to Chief Financial Officer.

On August 20, 2013, Mr. Stollings also assumed the role of Chief Administrative Officer in addition to his Chief Financial Officer duties. And the role of President for First Financial Bank, N.A. was divided among each line of business leader resulting in the designation of Messrs. Lefferson and Langford as President, Commercial Banking and Wealth Management and President, Consumer Banking, respectively. Effective January 2014, Messrs. Lefferson and Langford also added the titles of President, Eastern Markets and President, Western Markets, respectively. The committee approved base salary increases of 12.28% for both Messrs. Stollings and Langford on September 12, 2013 as a result of their increased responsibilities.

Long-term equity awards are designed to reward executives for individual and Company performance, and to retain and motivate talented executives in this challenging regulatory and economic environment. Awards are subject to a three-year vesting period and are based in Company stock to align with the interests of and returns experienced by shareholders. There were no target incentive changes for NEOs except for Mr. Stollings, whose long-term incentive target increased from 40% to 50% as a result of his promotion to Chief Financial Officer.

One-half of Mr. Davis' 2013 long-term incentive award (24,281 shares) was comprised of performance-based restricted stock that vests after three years only upon the attainment of certain pre-determined performance measures (generally total shareholder return and return on assets). In order to achieve target payout, performance at the 60th percentile of peers or better must be achieved.

All other 2013 long-term incentive awards were awarded in restricted shares that vest over a three-year period with an added requirement for NEOs that 50% of after-tax vested shares must be held for two years following vesting.

Annual cash incentives are designed to reward executives for achieving short-term business objectives that generally have a long-term impact on the success of the Company and total shareholder return. In 2014, the committee approved the Company's 2013 Short-Term Incentive Plan payout at 50.6% of target for all participants except the CEO. The non-CEO payout was based on results excluding the \$22.4 million valuation adjustment on the FDIC indemnification asset as disclosed by the Company on January 22, 2014. Mr. Davis recommended to the committee that his payout follow the plan formulas as originally designed with no discretionary adjustments which resulted in a 0% payout for the CEO.

The committee decided to limit future employment agreements with NEOs only to the CEO and CFO. As such, the Company entered into an employment agreement with Mr. Stollings and a severance and change-in-control agreement with Mr. Langford, both on November 1, 2013.

Additional considerations include:

Clawbacks for certain incentive compensation to our NEOs.

Double-triggers with respect to change-in-control related benefits.

No income tax gross-ups.

Prohibition on re-pricing stock options.

An independent Compensation Committee that engages its own advisors/consultants.

For 2014:

Consistent with Company-wide merit practices, on March 3, 2014, the committee increased base salaries by approximately 3% for all NEOs. There were no target incentive changes for NEOs.

In addition to the CEO, long-term incentive awards will include a performance-based vesting feature for the following NEOs: Chief Financial Officer and Chief Administrative Officer; President, Consumer Banking and President, Western Markets; and President, Commercial Banking and Wealth Management and President, Eastern Markets.

Future long-term incentive awards will no longer contain provisions for the automatic acceleration of vesting upon a change-in-control event. Instead, a second trigger of either a material reduction in base pay or loss of employment other than for cause must occur upon a change in control in order for vesting to accelerate.

Effective January 1, 2014, as a result of the Company's overall retirement benefit change, the Supplemental Executive Retirement Plan benefit was reduced from 9% to 5% of eligible earnings.

Also effective January 1, 2014, as a result of the Company's recent retirement benefit changes, no additional credits will be provided to Mr. Davis under the Executive Supplemental Savings Agreement.

We urge shareholders to read the "Compensation Discussion and Analysis", which describes in more detail how our executive compensation policies and procedures operate and are designed to achieve our compensation objectives, as well as the Summary Compensation Table and other related compensation tables and narrative, which provide detailed information on the compensation of our NEOs. The Compensation Committee and the Board believe that the policies and procedures articulated in the "Compensation Discussion and Analysis" are effective in achieving our goals and that the compensation of our NEOs reported in this proxy statement has contributed to the Company's recent and long-term success.

In 2013, 2012, and 2011, shareholders approved the compensation of our NEOs with FOR votes of over 95.8%, 97.0%, and 97.0%, respectively, of the votes cast. This year, we once again are asking shareholders to approve the following advisory resolution:

RESOLVED, that the shareholders of First Financial Bancorp approve, on an advisory basis, the compensation of the Company's Named Executive Officers disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables, notes and narrative in the proxy statement for the Company's 2014 Annual Meeting of Shareholders.

This advisory resolution, commonly referred to as a “say-on-pay” resolution, is non-binding on the Board. Although non-binding, the Board and the Compensation Committee will review and consider the voting results when making future decisions regarding our executive compensation program. In response to our shareholder vote in 2011, we are currently conducting a “say-on-pay” advisory vote on an annual basis.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE APPROVAL OF THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.

PROPOSAL 5 — ADJOURNMENT OF THE ANNUAL MEETING

At the Annual Meeting, if the Board determines it is necessary to adjourn the meeting, we intend to move to adjourn the Annual Meeting. For example, if the number of shares represented and voting in favor of the proposal to amend the Articles of Incorporation is insufficient to adopt that proposal, our Board may make such a determination in order to enable the Company to solicit additional votes with respect to that proposal. If the Board determines it is necessary to adjourn the Annual Meeting, we may ask our shareholders to vote only on those proposals that have a sufficient number of votes to be adopted, and not on those proposals that lack sufficient votes.

In this proposal we are asking you to authorize the holder of any proxy solicited by the Company to vote in favor the proposal to adjourn the Annual Meeting to another time and place. If the shareholders approve the proposal to adjourn the Annual Meeting, we could adjourn the meeting, as well as any adjourned session of the meeting, and use the additional time to solicit additional votes. We may solicit votes from shareholders that have previously voted. The approval of the proposal to adjourn the Annual meeting could mean that, even if we received proxies representing a sufficient number of votes against the proposal to adopt the amendment to the Articles of Incorporation to defeat that proposal, we could adjourn the Annual Meeting without a vote on the proposal to amend the Articles of Incorporation and seek to convince the holders of those shares to change their votes to votes in favor of the proposal to amend the Articles of Incorporation.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ADJOURNMENT OF THE ANNUAL MEETING.

CORPORATE GOVERNANCE

General

The business and affairs of the Company are managed under the direction of the Board. Members of the Board are kept informed through discussions with the President and the Company’s other officers, by reviewing materials provided to them and by participating in meetings of the Board and its committees. All members of the Board also served as directors of the Company’s subsidiary bank, First Financial Bank, N.A.

Board Leadership Structure – Non-Employee Chair

The Board is led by a non-executive Chair. The current Chairman of the Board, Murph Knapke, who is an independent director, presides over each board meeting and performs such other duties as may be incident to the office. Although our corporate documents would allow our Chair to hold the position of Chief Executive Officer, our Corporate Governance Principles provides that these two positions at First Financial Bancorp must be separate. Your Board believes this separation allows our Chair to provide additional independent oversight of management. The offices of the Chair and Chief Executive Officer at the Company have been separate since 1997.

The Board's Role in Risk Oversight

Assessing and managing risk is the responsibility of management of First Financial. Our Board, with the assistance of the Risk Committee and other Board committees as discussed below, reviews and oversees our Enterprise Risk Management ("ERM") program, which is an enterprise-wide program designed to enable effective and efficient identification and management of critical enterprise risks and to facilitate the incorporation of risk consideration into decision-making. The ERM program was established to clearly define risk management roles and responsibilities, bring together senior management to discuss risk, and promote visibility and constructive dialogue around risk at all levels of the organization. The Company's risk governance structure starts with each line of business being responsible for managing its own risks. In addition, the Board and executive management have appointed a Chief Risk Officer to support the risk-oversight responsibilities of the Board and its committees and to involve management in risk management by establishing committees comprised of management personnel who are assigned responsibility for oversight of particular risk areas in the organization. An Enterprise Risk Management Committee ("ERMC") comprised of senior management is the senior most focal point within our Company to monitor, evaluate and recommend comprehensive policies and solutions to deal with all aspects of risk and to assess the adequacy of any risk remediation plans in the Company's businesses. Currently reporting up to the ERMC are various risk-related committees whose members are comprised of lines of business, risk management and senior officers. The Chief Risk Officer provides the Board with a quarterly risk profile of the Company, as well as a report on the risk exposure of the Company from the viewpoint of the ERMC. Under the ERM program, management develops a holistic portfolio of Company enterprise risks by facilitating business and function risk assessments, performing targeted risk assessments and incorporating information regarding specific categories of risk gathered from various internal Company operations. Management then develops risk response plans for risks categorized as needing management focus and response and monitors other identified risk focus areas. Management provides regular reports on the risk portfolio and risk response and monitoring efforts to the ERMC and to the Risk Committee.

Our Board assumes a significant oversight role in risk management both through its actions as a whole and through its committees.

The Corporate Governance and Nominating Committee (“CGNC”) oversees our corporate governance functions. The Governance Committee’s role and its relationship with the Board are more fully described under “Meetings of the Board of Directors and Committees of the Board – Board Committees – Corporate Governance and Nominating Committee.”

The Compensation Committee evaluates, with our senior officers, risks posed by our incentive compensation programs and seeks to limit any unnecessary or excessive risks these programs may pose to us, in order to avoid programs that might encourage such risks. The Compensation Committee’s role and its relationship with the Board are more fully described under “Meetings of the Board of Directors and Committees of the Board – Board Committees – Compensation Committee” and “Compensation Committee Report.”

The Audit Committee reviews our internal control systems to manage and monitor financial reporting and accounting risk with management and our internal audit department. The Audit Committee’s role and its relationship with the Board are more fully described under “Meetings of the Board of Directors and Committees of the Board – Board Committees – Audit Committee.”

The Risk Committee assists the Board in overseeing enterprise-wide risks, including credit, market, operational, technology, regulatory, legal risk, strategic and reputation risks. The Risk Committee’s role and its relationship with the Board regarding risk oversight are more fully described under “Meetings of the Board of Directors and Committees of the Board – Board Committees - Risk Committee.”

The M&A/Capital Markets Committee oversees the Company’s capital markets, treasury and capital planning activities. This committee’s role and relationship with the board are more fully described under “Committees of the Board – M&A/Capital Markets Committee.”

Select members of management attend all Board meetings (other than executive sessions) and are available for questions regarding particular areas of risk. While each of these committees is responsible for evaluating certain risks and overseeing the management of these risks, the entire Board is regularly informed through committee reports about such risks.

Director Independence

The Board has determined that all directors, other than our CEO, Claude E. Davis, are independent directors. To assist it in making determinations of independence, the Board has concluded that the following relationships are immaterial

and that a director whose only relationships with the Company and its affiliates fall within these categories is independent:

A loan made by First Financial Bank to a director, his or her immediate family or an entity affiliated with a director or his or her immediate family, or a loan personally guaranteed by such persons if such loan (i) complies with federal regulations on insider loans, where applicable; and (ii) is not classified by the bank's credit committee or by any bank regulatory agency which supervised the bank as substandard, doubtful or loss;

A deposit, trust, insurance brokerage, investment advisory, securities brokerage or similar client relationship between First Financial Bank or its subsidiaries and a director, his or her immediate family or an affiliate of his or her immediate family if such relationship is on customary and usual market terms and conditions;

The employment by the Company or its subsidiaries of any immediate family member of the director if the employee serves below the level of a senior vice president;

Purchases of goods or services by the Company or any of its subsidiaries from a business in which a director or his or her spouse or minor children is a partner, shareholder or officer, if the director, his or her spouse and minor children own five (5%) percent or less of the equity interests of that business and do not serve as an executive officer of the business; or

Purchases of goods or services by the Company, or any of its subsidiaries, from a director or a business in which the director or his or her spouse or minor children is a partner, shareholder or officer if the annual aggregate purchases of goods or services from the director, his or her spouse or minor children or such business in the last calendar year does not exceed the greater of either \$200,000 or 5% of the gross revenues of the business.

Pursuant to its charter, the Audit Committee reviews and ratifies all related party transactions. Any loans to a director or a related interest are approved by the Board in accordance with banking laws. For a discussion of such relationships, see “—Other Business Relationships.”

Transactions with Related Parties / Other Business Relationships

Pursuant to an amendment to the Corporate Governance Principles adopted by the Board in 2011, and revised in January 2014, no director shall perform professional services for the Company or its affiliates in a manner that interferes with that director’s independence under the NASDAQ rules. Such prohibition shall apply to such services provided (1) directly by the director (or an immediate family member) or (2) where the director (or an immediate family member) is affiliated with the organization that provides the professional services to the Company. This prohibition shall not apply to professional services that are provided by the director to clients of the Company (or its affiliates) where the Company (or its affiliates) has not given instruction that the service be provided by the director and the Company (or its affiliates) is not the party responsible for payment for the professional services. Professional services can be characterized as advisory in nature, generally involves access to sensitive company information or to strategic decision-making, and typically have a commission- or fee-based payment structure. For the purposes of these Principles, professional services generally include, but are not limited to the following: investment services; insurance services; accounting/auditing services; consulting services; marketing services; legal services; property management services; realtor services; lobbying services; executive search services; and IT consulting services. This prohibition does not apply to services initiated prior to January 1, 2011.

Corinne R. Finnerty, a director of the Company, is a shareholder and an officer of McConnell Finnerty PC, which has been retained by First Financial Bank, N.A. and previous Company bank subsidiaries during the prior fiscal year and the current fiscal year. During 2013, the Company’s subsidiaries paid the firm approximately \$3,564 in legal fees and reimbursable expenses (excludes court costs, recording fees, etc.). The Board has determined that these payments, which are below the applicable limits established by the rules of the NASDAQ, do not affect Ms. Finnerty’s status as an independent director. Pursuant to policies adopted by the Board (discussed in the following paragraph), Ms. Finnerty’s firm has not accepted any new matters from the Company since 2011.

Indebtedness of Directors and Management

Some of the officers and directors of the Company and the companies with which they are associated are clients of First Financial Bank. The loans to such officers and directors and the companies with which they are associated (a) were made in the ordinary course of business, (b) were made on substantially the same terms, including interest and nature of collateral, as those prevailing at the time for comparable transactions with other persons and (c) did not involve more than the normal risk of collectability or present other unfavorable features.

First Financial Bank has had, and expects to have in the future, banking transactions in the ordinary course of business with directors, officers, principal shareholders and their associates on the same terms, including interest rates and collateral on loans, as those prevailing at the same time for comparable transactions with others. We do not consider normal, arms-length credit relationships entered into in the ordinary course of business, and consistent with applicable federal banking regulations, to interfere with a director's independence.

Board Self-Assessment

The Board conducts a self-assessment annually, which our CGNC reviews and discusses with the Board. In addition, each of the committees of the Board is expected to conduct periodic self-assessments.

Director Education

The Board recognizes the importance of its members keeping current on Company and industry issues and their responsibilities as directors. All new directors attend orientation training soon after being elected to the Board. Also, the Board encourages attendance at continuing education programs for Board members, which may include internal strategy or topical meetings, third-party presentations, and externally-offered programs.

Nominating Procedures

It is the CGNC's policy that it will consider director candidates recommended by shareholders in accordance with the procedures outlined in the Company's Regulations. Under those procedures, shareholders who wish to nominate individuals for election as directors must provide:

- The name and address of the shareholder making the nomination and the name and address of the proposed nominee;
- The age and principal occupation or employment of the proposed nominee;
- The number of common shares of the Company beneficially owned by the proposed nominee;
- A representation that the shareholder making the nomination:
 - is a holder of record of shares entitled to vote at the meeting, and
 - intends to appear in person or by proxy at the meeting to make the nomination;

- A description of all arrangements or understandings between the shareholder making the nomination and the proposed nominee;
- Any additional information regarding the proposed nominee required by the proxy rules of the Securities and Exchange Commission (the "SEC") to be included in a proxy statement if the proposed nominee has been nominated by the Company's Board; and
- The consent of the proposed nominee to serve as a director if elected.

In order to be recommended for a position on the Board by the committee, a proposed nominee must, at a minimum, (i) be able to comply with the Company's Corporate Governance Principles, and (ii) through a combination of experience and education have the skills necessary to make an effective contribution to the Board. In accordance with the Company's Regulations, no one may be elected to the Board after reaching his or her seventieth birthday.

In connection with next year's Annual Meeting of Shareholders, the committee will consider director nominees recommended by shareholders provided that notice of a proposed nomination is received by the Company no later than February 26, 2015, as provided in the Company's Regulations. Notice of a proposed nomination must include the information outlined above and should be sent to First Financial Bancorp, Attention: Anthony M. Stollings, Secretary,

255 E. Fifth Street, Suite 2900, Cincinnati, OH 45202.

Director Qualifications/Diversity

The CGNC identifies nominees for director through recommendations by shareholders and through its own search efforts, which may include the use of external search firms. The committee evaluates nominees for director based upon criteria established by the committee and applies the same evaluation process to all director nominees regardless of whether the nominee is recommended by a shareholder. The criteria evaluated by the committee include, among other things, the candidate's judgment, integrity, leadership ability, business experience and ability to contribute to board member diversity (including, but not limited to gender, race, and ethnicity, as well as experience, geography, qualifications, attributes and skills) in a wide variety of areas. Although our Corporate Governance Principles discuss its importance, we have not established a particular policy regarding the consideration of diversity in identifying director nominees. However, the CGNC recognizes that racial and gender diversity of the Board is an important part of its analysis as to whether the Board constitutes a body that possesses a variety of complementary skills and experiences. The committee also considers whether the candidate meets independence standards, is "financially literate" or a "financial expert," is available to serve, and is not subject to any disqualifying factor. No one individual trait is given particular weight in the decision process. We believe each of the Company's directors and director nominees possess the personal characteristics needed for the responsibilities as a director.

Share Ownership Guidelines

The Company requires directors to own First Financial stock equal to at least three times the director's annual retainer within three years of first becoming a director of the Company. All directors who have been non-employee directors for at least three years are in compliance with this requirement. The Company recently revised the guidelines for directors to include 4,000 shares or three times the annual retainer whichever is less. This revision to the guidelines was in effect on the date of the 2012 shareholder meeting. The Company also implemented stock ownership and retention guidelines for its NEOs. For NEO ownership and retention guidelines, see "Compensation Discussion and Analysis – Other Guidelines and Procedures Affecting Executive Compensation – Share Ownership and Share Retention Guidelines."

Director Change in Status

In the event of a change in the principal occupation, business association or residence of a director, such director shall submit his/her resignation to the Chair of the CGNC. The CGNC shall determine if it is in the best interest of the Company to accept the resignation or to allow for such director to continue serving as a member of the Board.

Other Directorships and Committee Memberships

To preserve independence and to avoid conflicts of interest, directors are to limit the number of other public company boards on which they serve to three or fewer. Directors are to advise the Chairman of the Board and the Chair of the CGNC before accepting an invitation to serve on another public company board. Members of the Audit and Compensation Committees are discouraged from serving on a number of similar committees of other public companies that would affect their ability to function effectively on the Boards and their committees. In addition:

- The CEO is limited to serving on the boards of no more than two additional public companies; and

Absent prior approval by the CGNC, all Board members are expected to limit their board membership on non-public/charitable organizations to no more than five.

Codes of Conduct and Ethics and Corporate Governance Principles

We have adopted a Code of Conduct which applies to all First Financial (including subsidiaries) directors, officers and employees. The code governs the actions and working relationships of First Financial employees, officers and

directors. The code addresses, among other items, conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of corporate assets and compliance with laws, rules and regulations and encourages the reporting of any illegal or unethical behavior. All newly hired employees are required to certify that they have reviewed and understand this code. In addition, each year all other employees receive training and are asked to affirmatively acknowledge their obligation to follow this code.

We also maintain a Code of Ethics for Senior Financial Officers which addresses some of the same issues as the Code of Conduct such as the importance of honesty, integrity and confidentiality, but establishes specific standards related to financial controls and reporting for Senior Financial Officers of First Financial. We will disclose any substantive amendments to or waiver from provisions of the code made with respect to the Chief Executive Officer, principal financial officer or principal accounting officer on our website.

We have also adopted Corporate Governance Principles, which are intended to provide guidelines for the governance of First Financial by the Board and its committees. The Corporate Governance Principles cover, among other issues, executive sessions of the Board, director qualifications, director responsibility, director independence, voting for directors, limitations on other boards, continuing education for members of the Board and internal performance evaluations.

These documents are available within the Investor Relations section of our website at www.bankatfirst.com/investor under the “Corporate Governance” link.

Whistleblower Procedures

The Audit Committee and the Board have approved procedures for the receipt, retention and treatment of reports or complaints to the Audit Committee regarding accounting, internal accounting controls, auditing matters and legal or regulatory matters. There are also procedures for the submission by the Company or affiliate associates of confidential, anonymous reports to the Audit Committee of concerns regarding questionable accounting or auditing matters.

Succession Planning

In light of the critical importance of executive leadership to First Financial's success, we have instituted an annual succession planning process, which is guided by the CGNC. The process started first for our CEO and has been developed for the CEO's direct reports and has been implemented enterprise-wide for senior-level managers. Management regularly identifies high potential executives for additional responsibilities, new positions, promotions or similar assignments to expose them to diverse operations within the Company, with the goal of developing well-rounded and experienced senior leaders. As part of the annual process, the CEO and the Talent Management Department collaborate with the CGNC to prepare succession and management development and review. The CGNC reports to the full Board on its findings and the Board deliberates in executive session on the CEO succession plan.

Policy on Majority Voting

Although the Articles and Regulations provide that director nominees who receive the greatest number of shareholder votes are automatically elected to the Board, the Board has adopted a policy on majority voting for the election of directors in our Corporate Governance Principles. You can view these within the Corporate Governance section of our website at www.bankatfirst.com/investor. The policy requires nominees who receive a greater number of votes "withheld" from his or her election than votes "for" his or her election to tender his or her written resignation to the CGNC for consideration by the committee following the certification of the shareholder vote. This requirement applies only in an uncontested election of directors, which is an election in which the only nominees are persons nominated by the Board.

Upon its receipt of a resignation from a director who has not received the requisite shareholder vote, the CGNC will then consider such resignation and make a recommendation to the Board concerning whether to accept or reject such resignation. In determining its recommendation to the Board, the committee will consider all factors deemed relevant by members of the committee, including, the stated reason or reasons why shareholders who cast "withhold" votes for the director did so, the qualifications of the director (including, for example, whether the director serves on the Audit Committee of the Board as an "audit committee financial expert" and whether there are one or more other directors

qualified, eligible and available to serve on such committee in such capacity), and whether the director's resignation from the Board would be in the best interest of First Financial and its shareholders.

The CGNC also will consider a range of possible alternatives concerning the director's tendered resignation as the members of the committee deem appropriate, including acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the committee to have substantially resulted in the "withheld" votes. The Board will take formal action on the committee's recommendation no later than 90 days following the certification of the shareholder vote. In considering the committee's recommendation, the Board will consider the information, factors and alternatives considered by the committee and such additional information, factors and alternatives as the Board deems relevant. We will publicly disclose, in a Form 8-K filed with the SEC, the Board's decision, together with a full explanation of the process by which the Board made its decision and, if applicable, the Board's reason or reasons for rejecting the tendered resignation within four business days after the Board makes its decision.

Communicating with the Board of Directors

The Board has established a process by which shareholders may communicate with the Board. Shareholders may send communications to the Company's Board or to individual directors by writing to:

Attn: Board of Directors (or name of individual director)

First Financial Bancorp

255 E. Fifth Street, Suite 2900

Cincinnati, OH 45202

Letters mailed to this address will be received by the director who serves as Chair of the Audit Committee or the director who serves as Chair of the Corporate Governance and Nominating Committee, as alternate. A letter addressed to an individual director will be forwarded unopened to that director by the Chair of the Audit Committee.