

FIRST FINANCIAL BANCORP /OH/  
Form 8-K  
October 01, 2009

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 1, 2009

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

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| Ohio<br>(State or other jurisdiction<br>of incorporation)                          | 0-12379<br>(Commission File<br>Number) | 31-1042001<br>(IRS Employer<br>Identification No.) |
| 4000 Smith Road<br>Cincinnati, Ohio<br>(Address of principal executive<br>offices) |  | 45209<br>(Zip Code)                                |

Registrant's telephone number, including area code: (513) 979-5837

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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First Financial Bancorp.

Item 7.01

Regulation FD Disclosure.

On October 1, 2009, First Financial Bancorp. issued a letter to its shareholders discussing the payment of the quarterly cash dividend to common shareholders, as well as discussing credit costs, the public offering of 13.8 million shares of the company's common stock, and the four recent transactions which expanded the company's banking center network of the company's wholly-owned subsidiary, First Financial Bank, N.A.

A copy of this shareholder letter is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information in this press release shall not be deemed "filed" for purposes of Section 18 of the Securities Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference.

Certain statements in this Form 8-K are forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"). These statements are based on management's current expectations or predictions of future results or events. We make these forward-looking statements in reliance on the safe harbor provisions provided under the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, included in this report which relate to performance, development or activities that we expect or anticipate will or may happen in the future, are forward looking statements.

Forward-looking statements involve inherent risks and uncertainties and are based on numerous assumptions. They are not guarantees of future performance. A number of important factors could cause actual results to differ materially from those in the forward-looking statement described in this Report and in the Exhibit. Forward-looking statements contained herein are made only as of the date made, and we do not undertake any obligation to update them to reflect events or circumstances after the date of this report to reflect the occurrence of unanticipated events.

Because forward-looking statements involve risks and uncertainties, we caution that there are important factors, in addition to those listed above, that may cause actual results to differ materially from those contained in the forward-looking statements. These factors are included in our Form 10-Q for the period ended June 30, 2009, as filed with the Securities and Exchange Commission.

Item 9.01

Exhibits.

(c)

Exhibit:

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

99.1

First Financial Bancorp. letter to its shareholders' dated October 1, 2009.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIRST FINANCIAL BANCORP.

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

Date: October 1, 2009

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First Financial Bancorp.

Exhibit Index

Exhibit No.

Description

99.1

First Financial Bancorp. letter to its shareholders dated October 1, 2009.

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