

FIRST FINANCIAL BANCORP /OH/
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April 26, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

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

Exchange Act of 1934

(Amendment No. 1)

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.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount
1) Previously
Paid:

Form,
Schedule or
2) Registration
Statement
No.:

3) Filing party:

4) Date filed:

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Date: May 24, 2016
Time: 10:00 am local time
Where: First Financial Center
255 East Fifth Street
Room 950
Cincinnati, OH 45202

To attend via live webcast, go to
www.virtualshareholdermeeting.com/ffbc16

To the Shareholders of First Financial Bancorp.:

Our Annual Meeting of Shareholders will be held at 10:00 am local time, May 24, 2016 in Room 950 of the First Financial Center at 255 East Fifth Street, Cincinnati, Ohio. The Annual Meeting of Shareholders is held for the following purposes:

1. To elect thirteen directors nominated by the Board of Directors to serve until the next annual meeting of shareholders and until their respective successors have been elected;
2. Re-approve the Company's Amended and Restated Key Executive Short Term Incentive Plan;
3. To ratify the appointment of Crowe Horwath LLP as our independent registered public accounting firm for 2016;
4. To approve, on an advisory basis, the compensation of the Company's executive officers; and
5. To consider and act upon any other matters that may properly come before the meeting.

Only shareholders of record at the close of business on March 30, 2016 are entitled to notice of and to vote at the Annual Meeting or at any adjournment of the Annual Meeting.

Important Notice regarding the Internet availability of Proxy Materials for the Annual Meeting

The proxy statement and 2015 annual report are available at www.bankatfirst.com/investor.

Your vote is very important. We urge all shareholders to vote on the matters listed above and described in the proxy statement as soon as possible, whether or not they attend the Annual Meeting.

For your convenience, you may attend the Annual Meeting in person or through a webcast. You may attend the webcast of the meeting via the Internet at www.virtualshareholdermeeting.com/ffbc16 when you enter your 12-digit control number included with the Notice of Internet Availability or proxy card. Instructions on how to attend and participate in the Annual Meeting via the webcast are posted at www.virtualshareholdermeeting.com/ffbc16. You will be able to vote your shares while attending the Annual Meeting by following the instructions on the website. While our management will address questions from shareholders physically present or who have submitted their questions electronically prior to the Annual Meeting, the webcast will not allow you to ask questions of management during the meeting.

You may visit www.theinvestornetwork.com/forum/ffbc at any time prior to the Annual Meeting to ask questions of our executive management that may be addressed in the Annual Meeting and access information about the Company.

The Board of Directors unanimously recommends you vote **FOR** each of the proposals listed above and described in the proxy statement.

REVIEW YOUR PROXY STATEMENT AND VOTE IN ONE OF THESE FOUR WAYS:

Vote Online

Vote by Phone

- *Before the Meeting:* Go to www.proxyvote.com
- *During the Meeting:* Go to www.virtualshareholdermeeting.com/ffbc16 By calling 1-800-690-6903

Vote by Mail

Vote in Person

By signing, dating, and returning your proxy card in the enclosed envelope

By attending the Annual Meeting

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to help us reduce our costs incurred in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

Mailing Date: April 14, 2016 BY ORDER OF THE BOARD OF DIRECTORS

Shannon M. Kuhl
Corporate Secretary

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Exhibit A – Amended and Restated Key Executive Short Term Incentive Plan

PROXY STATEMENT

Mailing Date: April 14, 2016

Annual Meeting of Shareholders

Date: May 24, 2016

Time: 10:00 am local time

Where: First Financial Center

255 East Fifth Street

Room 950

Cincinnati, OH 45202

www.virtualshareholdermeeting.com/ffbc16

How to Vote

Vote Online:

Before the Meeting: go to www.proxyvote.com

During the Meeting: Go to www.virtualshareholdermeeting.com/ffbc16

Vote by phone by calling 1-800-690-6903

Vote by mail by signing, dating, and returning your proxy card in the enclosed envelope

Vote in person by attending the Annual Meeting

Record Date: March 30, 2016 -- Shareholders of record as of the close of business on March 30, 2016 are entitled to vote at the Annual Meeting.

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 2016 Annual Meeting of Shareholders (the "Annual Meeting"). Our Board of Directors is soliciting proxies for use at the Annual Meeting, or at any postponement or adjournment of the Annual Meeting.

Meeting Agenda and Voting Recommendations:

Proposal	Approval Required	Board's Recommendation	Page Reference
1. Election of Directors	Affirmative vote of a plurality	For Each Nominee	6
2. Re-approval of the Amended and Restated Key Executive Short Term Incentive Plan	Majority of votes present, in person or by proxy, and entitled to vote	For	11
3. Ratify the appointment of Crowe Horwath LLP as our independent registered public accounting firm for 2016	Majority of votes present, in person or by proxy, and entitled to vote	For	13
4. Approve, on an advisory basis, the compensation of the Company's executive officers	Majority of votes present, in person or by proxy, and entitled to vote	For	15

We are not aware of any other matters that will be brought before the shareholders for a vote at the Annual Meeting. If any other matter is properly brought before the meeting, your completed proxy may, if you have so selected, give your proxies the authority to vote on these other matters in their best judgment.

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.

Unless otherwise noted, the information in this proxy statement covers our 2015 fiscal year that began January 1, 2015 and ended December 31, 2015.

Proxy Statement, Voting and Annual Meeting Information

Proxy Statement Information

Why am I receiving this Proxy Statement?

We are making available this Notice of Annual Meeting of Shareholders, proxy statement, and annual report for the year ended December 31, 2015 (the “proxy materials”), either online or by mail, in connection with the 2016 Annual Meeting of Shareholders of First Financial because you are a shareholder of record of the Company as of the close of business on March 30, 2016 (the “record date”). This proxy statement describes the matters on which you are asked to vote and provides information about those matters and about the Company so that you can make an informed decision.

This proxy statement and related materials are being mailed to, or can be accessed online by, shareholders on or about April 14, 2016.

What is Notice and Access and why did First Financial elect to use it?

We are making the proxy materials and annual report available to our shareholders electronically via the Internet under the Notice and Access regulations of the U.S. Securities and Exchange Commission (“SEC”). Many of our shareholders have received a Notice of Internet Availability of Proxy Materials (“Notice of Internet Availability”) in lieu of receiving a full set of printed materials in the mail. We are using the Notice and Access method to expedite distribution and reduce the costs associated with printing and mailing these materials.

The Notice of Internet Availability includes information on how to access and review the proxy materials and how to vote online, by phone, or by attending the Annual Meeting. The proxy materials and annual report, as well as other reports filed with or furnished to the SEC, can be accessed free of charge at www.bankatfirst.com/investor. You may also access this information by searching “Company Filings” at www.sec.gov.

I received a Notice of Internet Availability of Proxy Materials only. How can I receive printed copies of the proxy statement and annual report?

Shareholders may receive a printed copy of the annual report and proxy materials, free of charge, by following the instructions on the Notice of Internet Availability for receiving such materials:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL:* sendmaterial@proxyvote.com

Who is paying for the cost of this proxy solicitation?

First Financial is paying for the costs associated with preparing, printing and mailing these proxy materials, as well as the cost of soliciting proxies on behalf of the Board. We have retained Advantage Proxy to aid in the solicitation of proxies for the Annual Meeting. Advantage Proxy will receive a base fee of \$4,250 plus reimbursement of out-of-pocket fees and expenses for its services. In addition, we will reimburse banks, brokers and other custodians, nominees and fiduciaries for reasonable expenses incurred in forwarding the proxy materials to beneficial owners of our shares and soliciting their proxies.

Our directors, officers and associates also may solicit proxies from our shareholders by further mailings, personal contact, phone, or e-mail, but these individuals will not receive additional compensation for this solicitation activity.

Voting Information

Who can vote at the Annual Meeting?

Only shareholders of record at the close of business on March 30, 2016 will be entitled to notice of and to vote at the Annual Meeting. Each common share owned at the close of business on March 30, 2016 entitles its owner to one vote on each proposal being considered at the Annual Meeting.

The common shares are the Company's only voting securities entitled to vote at the Annual Meeting. At the close of business on March 30, 2016, there were 61,855,021 common shares outstanding and entitled to vote.

How do I vote my shares?

Even if you plan to attend the Annual Meeting, in person or virtually as described below, we strongly encourage you to vote prior to the meeting. Shareholders of record may vote using any of the following methods:

Online Voting: You may vote before or during the meeting through the Internet as instructed on your Notice of Internet Availability or proxy card. Before the Annual Meeting, you may go to <http://www.proxyvote.com> to transmit your voting instructions up until 11:59 p.m. Eastern Time on May 23, 2016. During the meeting, you may go to www.virtualshareholdermeeting.com/ffbc16 to attend the meeting via webcast and vote online. You should have your proxy card or Notice of Internet Availability in hand when you access either of these websites and follow the instructions to obtain your records and to vote.

Vote by Phone: Telephone voting is available toll-free at 1-800-690-6903 up until 11:59 pm Eastern Time on May 23, 2016. You should have your proxy card or Notice of Internet Availability or proxy card in hand when making this call.

Vote by Mail: Complete, sign and date your proxy card and return it in the envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

Vote in Person by Attending the Annual Meeting: Please see the question and answer “*How can I attend the Annual Meeting?*” provided below for additional information.

If you hold your shares in “street name” at a bank, broker or other nominee, you should follow the instructions provided by your bank, broker or other nominee on how to vote your shares.

What is the difference between holding shares directly as a shareholder of record and holding shares in “street name” at a bank, broker or other nominee?

Shareholder of Record: If your shares are registered directly in your name with our transfer agent, Computershare Shareholder Services, you are considered the shareholder of record and the proxy materials or a Notice of Internet Availability were sent directly to you. As the shareholder of record, you have the right to grant your voting proxy directly by using the enclosed proxy card, through the online voting methods described in this proxy statement, or by

phone, or to vote in person at the Annual Meeting.

Holding shares in “street name” at a bank, broker or other nominee: If your shares are held by a bank, broker or other nominee, you are considered the beneficial owner of shares held in “street name.” The proxy materials, Notice of Internet Availability, or voting instruction card was forwarded to you by your bank, broker or other nominee who is considered the shareholder of record of your shares. Your bank, broker or other nominee will send you, as the beneficial owner, separate information describing how you can vote your shares.

What happens if I sign, date and return my proxy card, or complete the online or telephonic proxy methods, but do not specify how I want my shares voted on one or more of the proposals?

Your shares will be voted in the manner you specify on each proposal. If you are a shareholder of record and complete and return a proxy, but do not provide voting instructions on one or more proposals, your vote will be counted as a vote “for” all of the Company’s nominees for directors and for Proposals 2, 3 and 4.

If you hold your shares in “street name” and have not returned voting instructions on one or more proposals, your bank, broker or nominee may vote your shares only on those proposals for which it has discretion to vote. We believe that under applicable rules, your bank, broker or nominee has discretion to vote your shares on routine matters such as the ratification of our independent registered accounting firm, Proposal 3. However, your bank, broker or nominee does not have discretion to vote your shares on non-routine matters such as the election of directors or Proposals 2 and 4. If you do not provide voting instructions on a non-routine proposal, your shares will be considered “broker non-votes.” The effect of a “broker non-vote” on each proposal is detailed in the questions and answers concerning “Annual Meeting Information” below.

What if I indicate “Withheld” with respect to the election of one or more directors or “Abstain” with respect to any of the other proposals being considered?

The effect of these voting specifications on each proposal is detailed in the questions and answers under the heading “Annual Meeting Information” below.

If you “abstain” on a proposal, your shares will be counted for purposes of whether a quorum exists but will otherwise have the same effect as a vote against each proposal for which you abstain.

Can I change my proxy vote?

You may revoke your proxy at any time before it is actually exercised at the Annual Meeting by:

Sending a written notice of revocation to First Financial Bancorp, Attn: Shannon M. Kuhl, Corporate Secretary, 255 East Fifth Street, Suite 2900, Cincinnati, Ohio 45202;

- Delivering a later dated proxy (including by using the online or telephone voting methods); or
- Attending the Annual Meeting and giving notice of revocation in person.

If you hold your shares in “street name” and instructed your bank, broker or other nominee to vote your common shares and you would like to revoke or change your vote, you must follow the instructions provided by your bank, broker or other nominee.

What if my shares are held through the First Financial Bancorp 401(k) Savings Plan (applicable to traditional or Roth contribution plans)?

You will receive an electronic Notice of Internet Availability unless you opted to receive paper copies of the proxy materials. The Notice of Internet Availability will contain voting instructions for all shares registered in the exact same name, whether inside or outside of the First Financial Bancorp 401(k) Savings Plan (the “Savings Plan”). If you hold shares outside of the Savings Plan and they are not registered in the same name as those within the Savings Plan, you will receive a separate Notice of Internet Availability or proxy card for the shares held outside of the Savings Plan.

Voting instructions with respect to shares held in the Savings Plan must be received by 11:59 pm Eastern Time on May 22, 2016. All voting instructions you give with respect to these shares will be kept confidential. If you do not timely submit voting instructions for these shares, the shares allocated to you, together with all unallocated shares held in the Savings Plan, will be voted in accordance with the pro-rata vote of participants in the Savings Plan who did provide instructions.

Who should I contact if I have questions about this proxy solicitation and where can I get assistance in voting my shares?

You may contact us at shareholderrelations@bankatfirst.com or call our Investor Relations department toll free at 1-877-322-9530 if you have any questions or need assistance in voting.

Annual Meeting Information

How many votes must be present in person or by proxy to hold the Annual Meeting?

A quorum must exist before business can be conducted at the Annual Meeting. Under our Amended and Restated Regulations (the “Amended Regulations”), a quorum will exist if a majority of the common shares outstanding as of the record date are present in person or by proxy. At the close of business on March 30, 2016, there were 61,855,021 common shares outstanding. A majority, or 30,927,512 common shares, present in person or by proxy, will constitute a quorum.

What proposals are being considered and how many votes are needed for each proposal to be approved by the shareholders?

Proposal	Approval Required	Effect of an Abstention (or Withheld Vote with respect to Proposal 1)	Effect of a Broker Non-Vote
1. Election of Directors	Affirmative vote of a plurality	No effect on election voting but see “Policy on Majority Voting” in the Corporate Governance section of this proxy statement	No effect
2. Re-approval of the Amended and Restated Key Executive Short Term Incentive Plan	Majority of votes present, in person or by proxy, and entitled to vote	Will be treated as a vote AGAINST the proposal	No effect

3. Ratify the appointment of Crowe Horwath as our independent registered accounting firm for 2016	Majority of votes present, in person or by proxy, and entitled to vote	Will be treated as a vote AGAINST the proposal	Not Applicable
4. Approve, on an advisory basis, the compensation of the Company's executive officers	Majority of votes present, in person or by proxy, and entitled to vote	Will be treated as a vote AGAINST the proposal	No effect

How can I attend the Annual Meeting?

You can attend our 2016 Annual Meeting in person, via the Internet, or by proxy.

Our 2016 Annual Meeting will take place at our principal executive offices at 255 East Fifth Street, Room 950, Cincinnati, Ohio. You will need to present photo identification, such as a driver's license, and proof of share ownership as of the record date, such as an account statement or copy of the proxy card or Notice of Internet Availability with your printed name and address, for admission to the Annual Meeting. If you hold your shares in "street name" and you wish to be able to vote at the Annual Meeting, you must obtain and follow instructions provided by the bank, broker or other nominee who is the record holder of the shares. Cameras, recording devices, and other electronic devices will not be permitted at the Annual Meeting.

You may also attend the Annual Meeting via a webcast at www.virtualshareholdermeeting.com/ffbc16. You may vote while attending the webcast meeting by following the instructions at www.virtualshareholdermeeting.com/ffbc16. You will not be able to submit questions to executive management or the Board via this webcast during the Annual Meeting. To attend the Annual Meeting via www.virtualshareholdermeeting.com/ffbc16, you will need the control number included on the Notice of Internet Availability or proxy card that was mailed to you. Instructions on how to attend and participate in the Annual Meeting via the Internet are posted at www.virtualshareholdermeeting.com/ffbc16.

How do I find out the voting results from the Annual Meeting?

We plan to announce preliminary voting results at the Annual Meeting and will disclose the final voting results in a current report on Form 8-K filed with the SEC within four business days of the Annual Meeting.

Electronic Delivery of Proxy Statement and Annual Report

Can I elect to only receive First Financial's proxy materials and annual reports electronically?

Shareholders can elect to view future proxy materials and annual reports electronically instead of receiving print copies of these items in the mail. You can make this election by following the instructions provided on your proxy card or Notice of Internet Availability or by going to www.proxyvote.com and following the instructions provided there.

If you choose to receive future proxy statements and annual reports electronically and you continue to hold shares as of the record date of the next annual meeting, you will receive an e-mail message next year that includes access information for these materials as well as instructions for online voting.

Householding Information

What is "householding?"

If two or more shareholders reside at the same address and appear to be members of the same family, we may send a single copy of the proxy materials, or Notice of Internet Availability, to that address unless one of the shareholders at that address notifies us that they wish to receive individual copies of the material. This procedure reduces our printing and mailing costs. Shareholders who participate in householding will continue to have access to and utilize separate proxy voting instructions for each shareholder account.

How do I stop participating in the householding program?

To stop participating in the householding program, contact Broadridge Financial Solutions, Inc. by calling toll free at 1-800-542-1061 or by writing to Broadridge Financial Solutions, Attn: Householding Department, 51 Mercedes Way, Edgewood, NY 11717. You will be removed from the householding program within 30 days of Broadridge's receipt of your instruction.

Proposal 1 -- Election of Directors

Our Board currently consists of fourteen members, thirteen of whom are non-employee directors. Our Amended Regulations provide that the Board shall consist of not less than nine nor 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 our Amended and Restated Regulations for the remainder of the term of the vacant directorship. The Board has established the number of directors at fourteen. Mark A. Collar has chosen not to stand for re-election, and the Board has not appointed a nominee to fill Mr. Collar's seat on the Board. As a result, the Board has determined that it will decrease the number of directors to thirteen immediately following the Annual Meeting.

Our Board has approved the nomination of the following thirteen persons as candidates for election as director, each for a one-year term: J. Wickliffe Ach, David S. Barker, Cynthia O. Booth, Claude E. Davis, Corinne R. Finnerty, Peter E. Geier, Murph Knapke, Susan L. Knust, William J. Kramer, Jeffrey D. Meyer, John T. Neighbours, Richard E. Olszewski, and Maribeth S. Rahe. Each of the nominees is an incumbent director. The Corporate Governance and Nominating Committee ("CGNC") recommended all thirteen nominees to the Board, which in turn unanimously approved the nomination of all thirteen persons.

In the event that any one or more of the nominees becomes unavailable or unable to serve as a director prior to the Annual Meeting, the accompanying proxy will be voted to elect the remaining nominees and any substitute nominee or nominees designated by the Board. We have no reason to believe that any nominee will be unable or decline to serve as a director.

The thirteen nominees for director receiving the most votes at the Annual Meeting will be elected as directors. You can find additional information about our Policy on Majority Voting in the Corporate Governance section of this proxy statement. The general considerations and criteria for assessing director candidates are established in the Charter of the Board's Governance and Nominating Committee (available at www.bankatfirst.com/investor). These considerations and criteria are also summarized in the Corporate Governance section of this proxy statement.

Below is information concerning the nominees for directors such as their present and past professional positions, current directorships with other companies or organizations, and key qualifications and attributes qualifying them to serve on our Board. The age indicated for each nominee below is their age as of March 30, 2016. For information regarding ownership of shares of the Company by nominees and directors of the Company, see the Shareholdings of Directors, Executive Officers and Nominees for Director section of this proxy statement. Except as noted, 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.

Mr. Ach currently serves as the President and Chief Executive Officer of Hixson Inc., an architectural engineering firm located in Cincinnati, Ohio. He has held these positions with Hixson Inc. since 1993.

J. Wickliffe Ach

Director Since: 2007 Mr. Ach is the Vice Chair of the Board of Directors of First Financial Bancorp. He presently serves on the board of directors of Hixson Inc. and Setzer Corp. (a private corporation located in Dayton, Ohio that is a construction contractor). Mr. Ach also serves on the board of directors of the CISE Foundation, a Cincinnati not for profit organization. He is or has been involved in a number of business and civic organizations including the Cultural Facilities Task Force of Hamilton County, Ohio relating primarily to the Cincinnati Museum Center and Music Hall facilities. Mr. Ach is President of the Union Terminal Corporation. He also is on the board of trustees of the Architectural Foundation of Cincinnati.

Age: 67

Committees:

Corporate
Governance &
Nominating (Chair),
Compensation

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 Mr. Barker is the President and Chief Executive Officer of SIHO Insurance Services, Columbus, Indiana, a community health care benefits company serving over 150,000 members throughout Indiana. He has held these positions since 1999 and has more than 30 years of experience in the insurance industry.

Director Since: 2010 He is active in many civic and community endeavors, including serving as current Chairman of the Indiana University Purdue University Columbus Board of Advisors, a Board member of the Heritage Fund Community Foundation, and a member of the Indiana University Advisory Board for Psychological & Brain Sciences School of Neurology. Mr. Barker has been a Board member and past Chairman of the Columbus Area Economic Growth Council, the Columbus Area Chamber of Commerce, and the United Way, as well as serving as a board member of the Riley's Children's Foundation (Columbus Leadership Team).

Age: 64

Committees:

Audit, Capital Markets, Compensation Mr. Barker is an important member of the business community in Columbus, Indiana and we 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.

Cynthia O. Booth Ms. Booth is the President and Chief Executive Officer of COBCO Enterprises, LLC, the owner and operator of six McDonald's restaurants in the Cincinnati area. Prior to forming COBCO in 2000, she held various executive positions at Firststar Bank (now U.S. Bank) in Cincinnati including President, Firststar Bank Foundation, Senior Vice President—Director of Community Development, Vice President of Private Wealth Group, Vice President of Residential Real Estate, Vice President of Human Resources, and Vice President, and before that was President of Diversified Solutions, Inc., a bank consulting firm.

Director Since: 2010

Age: 58 Ms. Booth is active in several civic and community organizations, including serving as a director and the treasurer of the Greater Cincinnati Regional Chamber of Commerce and as a director of the YWCA of Greater Cincinnati.

Committees: Risk and Compliance (Chair), Corporate Governance & Nominating

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.

Claude E. Davis Mr. Davis is the Chief Executive Officer of both First Financial Bancorp and First Financial Bank, positions he has held since October 1, 2004. He also serves as the Chairman of the Board of First Financial Bank. Mr. Davis has over 28 years of experience in the financial

Director Since: 2004 services industry.

Age: 55

Mr. Davis was elected to the board of directors of the Federal Reserve Bank of Cleveland in 2013 and has served on its Executive Committee and Audit Review Committee since January 2014. Beginning January 1, 2016, he is the chair of the board's Audit Review Committee for the Federal Reserve Bank of Cleveland. Mr. Davis also serves as a member of the Cincinnati Business Committee and the American Banker's Council.

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 gives him insight on important societal and economic issues relevant to our Company's business and markets. His involvement with the Federal Reserve Bank of Cleveland provides invaluable perspective on the financial services industry.

**Corinne R.
Finnerty**

Ms. Finnerty is the principal and sole shareholder of the law firm of McConnell Finnerty PC located in North Vernon, Indiana. She has over 30 years of experience representing financial institutions in a wide variety of legal matters. Ms. Finnerty was previously a director of a former affiliate bank of First Financial from 1987 to 2005 and joined the board of the Company in 1998.

Director Since:
1998

Ms. Finnerty served as a member of the Indiana Supreme Court Disciplinary Commission from 2003 to 2013.

Age: 59

Committees:
Corporate
Governance &
Nominating, Risk
and Compliance

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.

Peter E. Geier

Mr. Geier is principal of PGeier Consulting, LLC, a business consulting firm. As of April 1, 2016, he is a Senior Lecturer at the Fisher College of Business, Department of Management Science at The Ohio State University. He previously served as the Chief Executive Officer of The Ohio State University Health System and the Chief Operating Officer of The Ohio State University Wexner Medical Center from 2001 to 2015. In his roles with The Ohio State University Health System and The Ohio State University Wexner Medical Center, he was responsible for the financial performance and operations of the university's academic medical center which includes six hospitals, multiple out-patient sites, the College of Medicine and an integrated faculty practice group.

Director Since:
2014

Age: 58

Committees:
Audit, Compensation

Mr. Geier was previously a director and Chairman of the Board of Insight Bank since 2006, serving on the executive, asset liability and loan committees of the bank. Pursuant to the Agreement and Plan of Merger among the Company, First Financial Bank, and Insight Bank, the Company agreed to appoint one qualified, independent director associated with Insight Bank to the Company's Board as well as to the Board of Directors First Financial Bank, National Association. Mr. Geier was appointed to our Board in September 2014 pursuant to this agreement following the consummation of the merger in August 2014. Mr. Geier also served on the board of directors of Huntington Bancshares from 1999 to 2001 where he held the positions of President and Chief Operating Officer.

Mr. Geier presently serves on the board of Santa Rosa Consulting, a for-profit consulting firm, as well as serving previously on the board of the Ronald McDonald House and the boards of the following not-for-profit hospitals: University Hospital, Ross Heart Hospital, Harding Hospital,

James Cancer Hospital, The Ohio State University Hospital East, The Ohio State University Wexner Medical Center, and Children's Hospital.

Mr. Geier's extensive executive experience and financial expertise, including specific experience in the financial services industry, provides valuable, sophisticated insight to the Company. He also qualifies as an audit committee financial expert. Mr. Geier's relationships and ties in Columbus, Ohio are an important asset as the Company strengthens its presence in the Columbus market.

Murph Knapke

Mr. Knapke is a partner of Knapke Law Office located in Celina, Ohio. He has served as the Company's Chairman of the Board since 2009 and has guided the Company through its many significant events since that time.

Director Since:

1983, Chairman of the Board since 2009

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, Board fiduciary duties, and a balanced perspective with regard to merger and acquisition opportunities.

Age: 69

Ms. Knust is the owner and managing partner or president of several businesses:

Susan L. Knust

- Omega Warehouse Services (since 2002) which is located in Monroe, Ohio and provides public warehousing and manufacturing services;

Director Since:
2005

- K.P. Properties of Ohio (since 1986) which is located in Monroe, Ohio and owns, leases and manages industrial and commercial real estate in Ohio;

- K.P. Properties of Colorado (since 2010) which is located in Monroe, Ohio and owns, leases and manages commercial real estate in Colorado; and

Age: 62

- K.P. Properties of Florida (since 2014) which is located in Monroe, Ohio and owns, leases and manages commercial real estate in Florida.

Committees:

Compensation
(Chair), Corporate
Governance &
Nominating

As a seasoned business owner and entrepreneur for 33 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.

William J. Kramer

Director Since:
2005

Mr. Kramer is the Vice President of Operations and a member of the board of directors of Valco Companies, Inc. which has principal offices in New Holland, Pennsylvania and whose principal activity is the design, manufacture, and sale of equipment used in the animal production industry. He has held his current position with Valco Companies, Inc. since 2008, having previously held other executive positions at Valco Companies, Inc. Mr. Kramer was previously a director of a former affiliate bank of First Financial from 1987 to 2005 and joined the board of First Financial in 2005.

Age: 55

Committees:

Audit (Chair),
Capital Markets,
Compensation

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.

Jeffrey D. Meyer

Mr. Meyer is an owner and the President of Clean Title Agency, Inc. in Columbus, Ohio. He has held these positions since 1998. He is also a part owner and operator of three other title agencies in central Ohio: Columbia Title Agency, Leadership Title Agency, and Win Title Agency. Each of his title agencies issue title insurance and handle real estate closings.

Director Since:
2014

Age: 50

Mr. Meyer was a founder of The First Bexley Bank and previously a director of The First Bexley Bank since 2006, serving on the loan, information technology and audit committees of the bank. Pursuant to the Agreement and Plan of Merger among the Company, First Financial Bank, and The First Bexley Bank, the Company agreed to appoint one qualified, independent director associated with The First Bexley Bank to the Company's Board as well as to the Board of Directors of First Financial Bank. Mr. Meyer was appointed to our Board in September 2014 pursuant to this agreement following the consummation of the merger in August 2014.

Committees:

Capital Markets,
Risk and
Compliance

Mr. Meyer presently serves on the Board of Trustees and is President of The Columbus Jewish Foundation.

Mr. Meyer's extensive experience in residential and commercial real estate matters provides valuable insight to the Company with respect to our mortgage and commercial lending business. Mr. Meyer's relationships and ties in Columbus, Ohio are an important asset as the Company strengthens its presence in the Columbus market.

John T. Neighbours Mr. Neighbours is a partner in the law firm of Faegre Baker Daniels. He has practiced law for over 40 years and has represented employers throughout the country in all aspects of labor and employment law. Additionally, he has become an adviser to business, educational and not-for-profit executives on a variety of topics which assist them in problem solving.

Director Since: 2015

Age: 66 Mr. Neighbours presently serves on the board of Real Estate Corporation of America. He is involved in and serves as a director (or in an equivalent position) of a number of non-profit and civic organizations including:

Committees:

- Capital Markets, Risk and Compliance
- Greater Indianapolis Chamber of Commerce
 - United Way of Central Indiana
 - Meadows Community Foundation (Chair)
 - Charles A. Tindley Accelerated Schools
 - Indianapolis Public Safety Foundation
 - Christian Theological Seminary
 - Indiana University-Purdue University Indianapolis Advisory Board
 - Indianapolis Zoological Society

In addition, he served as a council member for the American Bar Association - Section on Labor and Employment Law for 12 years, as well as chairman of the Developments Under the National Labor Relations Act Committee from 1997 to 2000. He also served on the Labor Relations Committee for the United States Chamber of Commerce.

Mr. Neighbours is also active in the Indianapolis real estate market, with 35 years of experience in development and leasing activities, including development projects in low income areas. His most recent development project involves managing a \$100 million investment in a low income area and coordinating the development with the City of Indianapolis, the local YMCA, healthcare providers, and charter schools.

Mr. Neighbours is well known in Indianapolis and is a recognized leader in the local business community, providing valuable insight to the board on the local business environment. His years as a practicing attorney give him an enhanced perspective on legal and employment matters as well the business climate generally given his national practice.

**Richard E.
Olszewski**

Director Since: 2005 Mr. Olszewski is the owner and operator of two 7-Eleven Food Store franchises in Griffith, Indiana. He was previously a director of a former affiliate bank of First Financial from 1995 to 2005 and joined the board of the Company in 2005.

Age: 66

Mr. Olszewski's 30 plus years of retail experience and several 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.

Committees:

Corporate Governance
& Nominating, Risk
and Compliance

Maribeth S. Rahe Ms. Rahe is the President and Chief Executive Officer of Fort Washington Investment Advisors, Inc., positions she has held since 2003. She also serves on the board of directors of Fort Washington Advisors, Inc. Fort Washington Investment Advisors, Inc. is an investment management firm and wholly owned subsidiary of Western & Southern Financial Group located in Cincinnati, Ohio. Ms. Rahe has more than 43 years of experience in the banking and financial services industries with 30 years of experience in management or executive management positions.

Director Since: 2010

Age: 67 Since 2005, Ms. Rahe has served as a director of Consolidated Communications Holdings, Inc. (NASDAQ: CNSL) which is an integrated communication services company located in Mattoon, Illinois that provides exchange carrier and broadband services. She serves as the chair of the audit committee and also on the compensation committee of the company.

Committees:

Capital Markets Ms. Rahe is involved in and serves as a director (or in an equivalent position) of several (Chair), Audit organizations, including:

- Cincinnati Arts Association (Vice Chair)
- Cincinnati Country Club (Board)
- Cincinnati Women's Executive Forum (Board)
- Cintrifuse (Advisory Board)
- Commonwealth Club (Executive Committee)
- Institutional Real Estate Inc. (Editorial Advisory Board)
- New York Landmark Conservancy (Life Trustee)
- Rush-Presbyterian-St. Luke's Medical Center (Life Trustee)
- Sisters of Notre Dame de Namur (Development Advisory Board)
- The Greater Cincinnati Foundation (Board)
- United Way of Cincinnati (Investment Committee)
- Xavier University Williams College of Business (Board of Executive Advisors)

Ms. Rahe is well known in Cincinnati and is a recognized leader in the financial services community, both locally and nationally. She brings a seasoned perspective, insight, and financial acumen into issues and strategies relating to our business, including regulatory relationships and enterprise risk management.

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

Proposal 2 – Re-approval of the Amended and Restated Key Executive Short Term Incentive Plan

We are asking you to re-approve the Company’s Amended and Restated Key Executive Short Term Incentive Plan, or STIP, to meet the requirements under Section 162(m) of the United States Internal Revenue Code (the “Code”) so that payments made to certain key executive employees of the Company will be tax deductible to the Company. The STIP was originally approved by our shareholders on April 15, 2011 at the Company’s annual meeting.

A copy of the STIP is attached as Exhibit A to this proxy statement. The description that follows is qualified in its entirety by reference to the full text of the STIP as set forth in Exhibit A.

Background

The STIP is designed to provide incentive compensation for designated officers and key executives of the Company that is directly related to the performance of the Company and those employees. Section 162(m) of the Code generally does not allow publicly held companies to obtain tax deductions for compensation of more than \$1.0 million paid in any year to their chief executive officer or any of their three highest compensated officers (other than the chief executive officer and chief financial officer) (together, the “Covered Executives”) unless such payments are “performance-based” in accordance with the conditions specified under Section 162(m) of the Code and the related Treasury Regulations. One of those conditions requires the Company to obtain shareholder approval of the material terms of the performance goals set by a committee of outside directors. In addition, if such committee has the authority to change the targets under a performance goal after shareholder approval of the goal, the material terms of the performance goals must be disclosed and reapproved by shareholders no later than five years after such shareholder approval was first obtained. Because the STIP was last approved

by shareholders in 2011, the Company is now seeking re-approval of the STIP in order to meet the deductibility condition under the Code.

Under the terms of the STIP, the Compensation Committee of the Board has the authority to establish performance goals and the applicable targets thereunder each year based on the objective performance criteria set forth in the STIP. For this reason, the Board of Directors is recommending that the shareholders approve the material terms of the STIP as described below. Subject to such approval, and if the applicable performance goals are satisfied, this proposal would enable the Company to continue to pay “performance-based” compensation to the Covered Executives and to obtain federal income tax deductions for such payments, without regard to the limitations of Section 162(m) of the Code.

If shareholders fail to re-approve the STIP, any compensation paid under the STIP in the future would not meet the conditions for tax deductibility under Section 162(m).

Summary of the STIP

Administration

The STIP is administered by a committee that is selected by the Board and is composed of two or more members of the Board, each of whom is required to be an “outside director” (within the meaning of Section 162(m) of the Code). The Board has designated the Compensation Committee of the Board to act as such committee. The Compensation Committee has the authority that may be necessary or appropriate to enable it to discharge its responsibilities with respect to the STIP, including authority to determine the eligibility for participation, establish the maximum award that may be earned by each participant (which may be expressed in terms of dollar amount, percentage of salary or any other measurement), establish goals for each participant, calculate and determine each participant’s award based upon level of attainment of such goals. Except as otherwise specifically limited in the STIP, the Compensation Committee has full power and authority to construe, interpret and administer the STIP.

Maximum Award

The STIP provides that the maximum 162(m) award payable for any fiscal year to an eligible participant is the lower of two times the target award or \$2.0 million.

Eligibility

Officers and key executives of the Company and its subsidiaries designated by the Compensation Committee for each performance period (which is the period during which the performance is measured to determine the level of an award), are eligible for awards. The performance period is the fiscal year of the Company, which is currently the calendar year.

Incentive Awards and Performance Goals

The Compensation Committee establishes for each performance period a maximum award (and, if the committee so determines, a target or threshold award) and goals relating to Company, subsidiary, division, department, or functional performance for each participant (the "Performance Goals") within the time frame permitted under Section 162(m) of the Code (the first 90 days of the Company's fiscal year) and communicates these Performance Goals to each participant. Participants earn awards based only upon the attainment of the applicable Performance Goals during the applicable performance period.

The Performance Goals for Covered Executives will be based on attainment of specific levels of performance of the Company (or of a subsidiary, division, department or function thereof) with reference to one or more of the following criteria:

Assets	Average Total Common Equity Deposits	
Earnings Per Share	Economic Profit Added	Efficiency Ratio
Gross Margin	Gross Revenue	Internal Rate Of Return
Loans	Net Charge-Offs	Net Income
Net Income Before Tax	Net Interest Income	Non-Interest Expense
Non-Interest Income	Non-Performing Assets	Operating Cash Flow
Pre-Provision Net Revenue	Return On Assets	Return On Equity
Return On Risk Weighted Assets	Return On Sales	Stock Price
Tangible Equity	Total Shareholder Return	

These performance criteria may be measured against peer group performance over a period of one year or such other period as the Compensation Committee may determine.

As soon as practicable following the end of the applicable performance period, the Compensation Committee certifies the attainment of the Performance Goals and calculates the award, if any, payable to each participant. Incentive awards are paid in a lump sum cash payment as soon as practicable following the determination of the amount by the Compensation Committee, provided, however that the Committee may elect to pay a percentage of such awards in common shares of the Company pursuant to the First Financial Bancorp. 2012 Stock Plan. Such shares may be subject to restrictions as may be

determined by the Compensation Committee. The Compensation Committee retains the right to reduce any award, in its discretion. Incentive awards are subject to clawback if the Compensation Committee determines that payment was based upon materially inaccurate financial statements or any other materially inaccurate performance metric criteria.

If the Committee determines that a change in the business, operations, corporate structure or capital structure of the Company, or the manner in which it conducts its business, or other events or circumstances, renders the performance criteria to be unsuitable, the Committee may modify the performance criteria or the related minimum acceptable level of achievement as the Committee deems appropriate or equitable. However, no such modification may be made if the effect would be to cause an Incentive Award to fail to meet the conditions for tax deductibility under Section 162(m).

Amendment to Plan

The Company may amend, suspend or terminate the STIP, at any time, provided that no amendment may be made without the approval of the Company's shareholders if the effect of the amendment would be to cause outstanding or pending Incentive Awards that are intended to qualify for the performance-based compensation exception to Section 162(m) of the Code to cease to qualify for such exception.

Plan Benefits

Future benefits to be received by a person or group under the STIP are not determinable at this time and will depend on individual and corporate performance. Actual awards under the STIP to our NEOs for 2015 are reported in this proxy statement in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table and under the heading "2015 STIP Design and Payout" and "2015 STIP Performance Results" in this proxy.

The Board of Directors unanimously recommends a vote "FOR" the RE-APPROVAL OF THE STIP.

Proposal 3 -- Ratify the appointment of Crowe Horwath LLP

as our independent registered public accounting firm for 2016

Our Audit Committee has appointed Crowe Horwath LLP ("Crowe Horwath") as the Company's independent registered public accounting firm for the Company's 2016 fiscal year.

Ernst & Young LLP (“Ernst & Young”) served as our independent registered public accounting firm for the year ended December 31, 2015. The Audit Committee periodically considers whether there should be a rotation of the independent registered public accounting firm. As part of that consideration, during 2015, the Audit Committee conducted a competitive selection process to determine the Company’s independent registered public accounting firm. As a result of that process, the Audit Committee decided to approve the appointment of Crowe Horwath for 2016. We are asking our shareholders to ratify this appointment.

Our Audit Committee is responsible for the appointment, compensation, retention, termination and oversight of the independent registered public accounting firm. The Audit Committee is also responsible for the negotiation of audit fees payable to Crowe Horwath.

While the Audit Committee is not required to take any action as a result of the outcome of the vote on this proposal, if shareholders do not ratify the appointment, the Audit Committee will consider whether or not to retain Crowe Horwath in the future. Even if the appointment is ratified, our Audit Committee, at its discretion, may change the appointment at any time if it determines that doing so would be in the best interests of the Company and its shareholders.

No formal statement by representatives of Crowe Horwath or Ernst & Young is anticipated at the Annual Meeting. However, representatives of Crowe Horwath are expected to attend the Annual Meeting to respond to appropriate questions.

Accounting Firm Fees

The following table sets forth the aggregate fees billed for audit services, as well as fees billed with respect to audit-related, tax and all other services, provided by Ernst & Young to the Company and its related entities for the last two fiscal years. Any engagement of the Company’s independent registered public accounting firm for permissible audit, audit-related, tax and other services are preapproved by the Audit Committee. The Audit Committee may provide a general preapproval for a particular type of service or require specific preapproval.

Fees by Category	2015	2014
Audit Fees	\$1,021,500	\$ 913,000
Audit-Related Fees	223,250	152,000
Tax Fees	0	0
All Other Fees	0	87,000
TOTAL	\$1,244,750	\$ 1,152,000

Description of Services:

Audit Fees consist of fees billed for professional services rendered in connection with the audit of our annual consolidated financial statements and internal control over financial reporting, review of consolidated financial statements included in Form 10-Qs, review of certain periodic reports and other documents filed with the SEC, and services that are normally provided in connection with statutory or regulatory filings or engagements.

Audit-Related Fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of financial statements, including employee benefit plan audits, due diligence services in connection with mergers and acquisitions, services performed in connection with the issuance of subordinated debt offerings and attestation or audit services that are not required by statute or regulation.

Tax Fees consist of fees for professional services for tax compliance, tax planning, and tax advice such as advice related to mergers and acquisitions and employee benefit plans.

All Other Fees include fees related to information technology attack and penetration assessments and assessments relating to the design and operating effectiveness of internal controls.

The Board of Directors unanimously recommends a vote “FOR” the ratification of the appointment of Crowe Horwath LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016.

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 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, 2015 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. 16 (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 that 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, 2015, for filing with the SEC.

Audit Committee

William J. Kramer, Chair
David S. Barker
Peter E. Geier
Maribeth S. Rahe

Proposal 4 – Non-Binding, Advisory Vote to Approve Executive Officer Compensation

We are asking our shareholders to approve, on a (non-binding) advisory basis, the compensation of the Company's named executive officers ("named executive officers" or "NEOs") identified in the Summary Compensation Table included in the Executive Compensation portion of this proxy statement beginning at page 27. While this vote is advisory, and not binding on our Company, it will provide information to us regarding shareholder sentiment about our compensation principles and objectives and may be considered in future executive compensation related decisions. As determined by our shareholders at the 2011 Annual Meeting of Shareholders, we request this advisory approval each year.

We strongly encourage you to review the Executive Compensation - Compensation Discussion and Analysis section of this proxy statement as well as the Summary Compensation Table and other related compensation tables for detailed information about the compensation of our NEOs when making your voting decision on this proposal.

We believe our compensation program has contributed to our Company's recent and long-term successes. Our compensation philosophy is based on the following guiding principles and that our executive compensation programs:

- Drive alignment between Company strategy, executive pay, and shareholder value creation;
- Drive alignment between an executive's performance and the interests of shareholders by tying compensation to our Company's performance, also known as "Pay for Performance;"
- Attract, motivate, and retain key talent to deliver consistent, long-term performance; and
- Incorporate proper governance practices to prevent or mitigate inappropriate risk-taking.

We believe information provided in the Executive Compensation portion of this proxy statement demonstrates that our executive compensation program has been designed appropriately to ensure our management's interests are aligned with our shareholders' interest to support long-term value creation and to differentiate pay based on our performance within our peer group.

Your vote is requested on the following 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 2016 Annual Meeting of Shareholders.

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

Share Ownership

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 record date for the Annual Meeting (March 30, 2016).

	Amount and Nature of Beneficial Ownership of Common Shares	Percentage of Class
BlackRock, Inc.		
55 East 52 nd Street	6,357,273 ¹	10.3%
New York, NY 10055		
The Vanguard Group Inc.		
100 Vanguard Blvd.	4,532,164 ²	7.35%
Malvern, PA 19355		

¹ Information based upon a Schedule 13G/A filed on January 8, 2016. As of December 31, 2015, BlackRock had sole voting power for 6,204,411 and sole dispositive power for 6,357,273 shares.

² Information based on a Schedule 13G/A filed on February 10, 2016. As of December 31, 2015, Vanguard had sole power to vote for 76,981 shares; sole dispositive power for 4,453,283 shares; and shared dispositive power for 78,881 shares.

Shareholdings of Directors, Executive Officers and Nominees for Director

The following table shows the number of shares of First Financial beneficially owned, as of March 30, 2016, by each director and nominee for director of the Company, each of the named executive officers listed in the Summary Compensation Table provided in the Executive Compensation portion of this proxy statement, and all executive officers and directors of the Company as a group. None of the individuals in the following table owned one percent or greater of the Company's outstanding common shares.

A beneficial owner of shares is a person who has sole or shared voting power, meaning the power to control voting decisions, or sole or shared investment power, meaning the power to cause a sale or other disposition of the shares. A person is also considered the beneficial owner of shares to which that person has the right to acquire beneficial ownership within 60 days. For this reason, the following table includes exercisable share options and restricted shares that would become exercisable or vest within 60 days.

Name	Position	Amount and Nature of Beneficial Ownership		
		Common Shares Beneficially Owned Excluding Options	Stock Options Exercisable within 60 days of Record Date ¹	Total Common Shares Beneficially Owned
Non-Employee Directors				
J. Wickliffe Ach	Director and Nominee	16,782 ²	0	16,782
David S. Barker	Director and Nominee	18,203 ²	0	18,203
Cynthia O. Booth	Director and Nominee	11,396 ²	0	11,396
Mark A. Collar	Director	15,835 ²	0	15,835
Corinne R. Finnerty	Director and Nominee	50,543 ²	0	50,543
Peter E. Geier	Director and Nominee	37,471 ²	0	37,471
Murph Knapke	Director and Nominee	79,425 ²	0	79,425
Susan L. Knust	Director and Nominee	34,902 ²	0	34,902
William J. Kramer	Director and Nominee	26,353 ²	0	26,353
Jeffrey D. Meyer	Director and Nominee	43,003 ²	0	43,003
John T. Neighbours	Director and Nominee	2,140 ²	0	2,140
Richard E. Olszewski	Director and Nominee	39,418 ²	0	39,418
Maribeth S. Rahe	Director and Nominee	21,252 ²	0	21,252
Named Executive Officers				
Claude E. Davis	Director, Nominee and CEO	429,147 ³	0	429,147
John Gavigan	Chief Financial Officer	12,845 ³	0	12,845
Richard S. Dennen	President, Oak Street Funding	85,822 ³	0	85,822
C. Douglas Lefferson	President, Community Banking	93,634 ³	66,609	160,243
Anthony M. Stollings	President, Chief Operating Officer of First Financial Bancorp; EVP, Chief Operating Officer of First Financial Bank	70,256 ³	0	70,256
All executive officers, directors and nominees as a group (27 persons)		1,292,994 ³	66,609	1,359,603
Percent of outstanding shares held by this group:				2.19%

¹ None of the 66,609 options listed above have a strike price above the closing price of First Financial common stock on March 30, 2016, which was \$18.32 per share.

² Includes 1,586 restricted shares that vest on May 26, 2016 for all directors except Mr. Neighbours. Mr. Knapke, Chairman of the Board, received an additional 231 shares. Mr. Neighbours became a member of the Board on August 24, 2015 and received a prorated amount of restricted shares (1,276 shares) that will vest on May 24, 2016. Directors retain voting and dividend rights on unvested shares. However, dividends on unvested shares are held in escrow until vested. See “Board Compensation.”

³ Includes unvested restricted and restricted performance shares (Davis—123,924; Gavigan – 7,895; Stollings—23,692; Dennen—85,822; Lefferson—33,765; and all executive officers as a group (14 persons)—376,028). Officers retain voting and dividend (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.”

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Securities Exchange Act of 1934 requires our officers, directors and persons who own more than 10 percent of a registered class of the Company's equity securities to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the SEC. Officers, directors and greater than 10 percent shareholders are required by SEC regulations to furnish the Company with copies of all Forms 3, 4 and 5 they file.

Based solely on our review of the copies of these forms received by the Company and written representations from certain reporting persons that they were not required to file a Form 5 for the specified fiscal year, the Company believes that all of its officers, directors and greater than 10 percent shareholders complied with all filing requirements applicable to them with respect to transactions completed in 2015, except that Mr. Langford filed a late Form 4 reporting one transaction.

Corporate Governance

General

We at First Financial are committed to conducting business according to our core Company Values and our Mission Statement. Our Mission Statement, Company Values, and our Code of Conduct embodying our Mission Statement and Company Values, guide us in managing our business in line with high standards of business practices and in the best interest of our shareholders, clients, associates, and other stakeholders.

Our Mission

We will exceed our clients' expectations and satisfy their financial needs by building long-term relationships using a client-centered, value-added approach.

Our Values

Integrity. We steadfastly adhere to ethical principles and professional standards. **Commitment.** We are committed to doing whatever we can to meet the needs of our clients and other stakeholders.

Respect. We value the diversity and individuality of each associate and client. **Leadership.** We believe that leadership should be encouraged and demonstrated at every level in our Company.

Responsiveness. We readily react to the needs and deadlines of our clients and co-workers. **Excellence.** Our business decisions and our service to every stakeholder should reflect the highest standards.

Code of Conduct

Our Board has adopted a Code of Conduct that applies to everyone at First Financial: our directors, officers and associates. The Code of Conduct identifies our commitment to our Values and our responsibilities to our stakeholders, including our clients, our shareholders, our fellow associates, our regulators, and our community. The Code of Conduct provides guidance on compliance with laws and regulations, non-discrimination, diversity and equal opportunity, protecting Company assets and confidential information, conflicts of interest, accuracy of records and information reporting, and our responsibilities to the communities in which we conduct business. The Code of Conduct also encourages associates to report any illegal or unethical behavior. All newly hired associates are required to certify that they have reviewed and understand the Code of Conduct. In addition, each year all other associates receive training and are asked to affirmatively acknowledge their obligation to follow the Code of Conduct.

Code of Ethics for the CEO and Senior Financial Officers

Our Board has also adopted a Code of Ethics for our chief executive officer and senior financial officers that provides further guidance about their responsibilities for full, fair, accurate, timely and understandable disclosure in the periodic reports we file with the SEC.

Corporate Governance Principles

We believe that effective corporate governance is built on adherence to a number of “best practices.” These practices are consistent with the Board’s responsibilities to effectively oversee the Company’s strategy, evaluate and compensate Company executives, and plan for management succession. Most importantly, these practices are believed to strengthen the Company and protect our shareholders’ interests. Accordingly, the Board has developed and follows our Corporate Governance Principles to set forth common procedures and standards relating to corporate governance. The Corporate Governance Principles cover, among other things, executive sessions of the Board,

director qualifications, director responsibilities, director independence, voting for directors, limitations on membership on other boards, continuing education for members of the Board, and Board performance evaluations.

Policies and Procedures Relating to Complaints

The Audit Committee has 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. These procedures also provide for the submission by associates of confidential, anonymous reports to the Audit Committee of concerns regarding questionable accounting or auditing matters.

Please visit the Corporate Governance portion of our investor relations website (at www.bankatfirst.com/investor) to learn more about our corporate governance practices and access the following documents:

- Code of Conduct
- Code of Ethics for the CEO and Senior Financial Officers
- Corporate Governance Principles
- Charters for our Board Committees

Our 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 and Compliance Committee and other Board committees as discussed below, reviews and oversees our Enterprise Risk Management ("ERM") program, which is 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.