

FIRST FINANCIAL CORP /IN/  
Form 8-K/A  
May 20, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K/A  
(Amendment No. 1)  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 20, 2011**

**FIRST FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Indiana**

**000-16759**

**35-1546989**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**One First Financial Plaza  
Terre Haute, Indiana**

**47807**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(812) 238-6000**

(Former name or former address, if changed since last report.)

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:

- 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))

**Explanatory Note**

This Form 8-K/A is being filed as an amendment ( Amendment No. 1 ) to the Current Report on Form 8-K filed by First Financial Corporation (the Company ) with the Securities and Exchange Commission on April 26, 2011 (the Original Filing ). The sole purpose of this Amendment No. 1 is to amend Item 5.07 of the Original Filing to disclose the Company s decision regarding how often it will conduct a shareholder advisory vote on the compensation of its named executive officers. No other changes have been made to the Original Filing.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its annual meeting of shareholders on April 20, 2011. The final voting results relating to the matters voted on at the 2011 annual meeting of shareholders are set forth below.

1. The four persons nominated to serve as directors of the Company received the following number of votes and were elected as directors to serve three-year terms expiring in 2014:

<b>NAME</b>	<b>FOR</b>	<b>WITHHELD</b>	<b>BROKER NON-VOTES</b>
B. Guille Cox, Jr.	9,765,727	135,747	1,326,485
Anton H. George	9,158,538	742,936	1,326,485
Gregory L. Gibson	9,748,511	152,963	1,326,485
Virginia L. Smith	9,663,027	238,447	1,326,485

2. The appointment of Crowe Horwath LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2011 was ratified by the following shareholder vote:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
10,957,001	17,003	265,004	-0-

3. By the following vote, the shareholders approved an advisory vote on 2010 compensation paid to named executive officers:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
9,386,210	423,957	102,355	1,326,485

4. By the following vote, the shareholders voted, on an advisory basis, to hold future advisory votes on executive compensation on an annual basis:

<b>EVERY YEAR</b>	<b>EVERY 2 YEARS</b>	<b>EVERY 3 YEARS</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
5,502,955	92,897	4,227,215	89,452	1,326,488

After considering these voting results and other factors, the Company s Board of Directors, at its May 17, 2011 meeting, decided that the Company will hold an advisory vote on the compensation of our named executive officers every year until the next vote on frequency, which will be no later than the Company s Annual Meeting of Shareholders in 2017.

5. By the following vote, the shareholders approved the First Financial Corporation 2011 Omnibus Equity Incentive Plan:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
9,262,924	491,227	158,371	1,326,485



**SIGNATURE**

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.

Date: May 20, 2011

**FIRST FINANCIAL CORPORATION**

By: /s/ Norman L. Lowery  
Norman L. Lowery  
*Vice Chairman and Chief Executive  
Officer*