

FIRST FINANCIAL BANCORP /OH/
Form 424B3
May 01, 2014

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Registration No. 333-195171

PROXY STATEMENT OF INSIGHT BANK

PROSPECTUS OF First Financial Bancorp.

Merger Proposal – Your Vote Is Important

DEAR Insight SHAREHOLDERS:

You are cordially invited to attend a special meeting of shareholders of Insight Bank (“Insight”) which will be held on May 28, 2014, at 3:00 p.m., local time, at the offices of Insight, 150 W. Wilson Bridge Road, Worthington, Ohio 43085.

At the meeting, you will be asked to adopt an agreement and plan of merger (the “Merger Agreement”) by and among Insight, First Financial Bancorp. (“Parent”) and First Financial Bank, National Association, a national banking association and a wholly owned subsidiary of Parent (“First Financial”), that provides for First Financial’s acquisition of Insight through the merger of Insight with and into First Financial (the “Merger”). Pursuant to the Merger, Insight shareholders will, in the aggregate, receive total merger consideration in the amount of \$33,415,000 at the closing in exchange for outstanding shares of Insight common stock. Each share of common stock of Insight, par value \$1.00 per share, that you own will be converted into a combination of cash and shares of common stock of Parent, without par value. In addition, all outstanding stock options of Insight will be cashed out at the closing of the Merger. Including payment to be made for cancelling the stock options, the fully diluted total merger consideration is valued at approximately \$36.6 million as of December 19, 2013.

The number of outstanding shares of Insight common stock will change to the extent that outstanding options to acquire Insight common stock are exercised prior to the effective time of the Merger. Assuming the 1,630,000 shares of Insight common stock outstanding as of December 19, 2013 remain unchanged at the closing, for each of your shares of Insight common stock, you will receive the per share merger consideration equal to \$20.50 in the form of a combination of cash and shares of Parent common stock to be calculated as set forth in the Merger Agreement. Of such per share merger consideration, 20%, or \$4.10, will be paid in cash and 80%, or \$16.40, will be paid in Parent common stock (including cash to be paid in lieu of any fractional shares), subject to certain adjustments depending upon changes in the market price of Parent common stock. The exchange ratio used to determine the number of shares of Parent common stock that you will be entitled to receive for each share of Insight common stock will be determined based on the average closing price (the “Parent Share Average Closing Price”) on the NASDAQ Global Select Market (“NASDAQ”) for the twenty trading days ending on the third business day prior to the effective time of the Merger, subject to a minimum and maximum price equal to \$13.86 and \$18.76, respectively, and certain further adjustments. **The per share merger consideration will not be determined until after the date of the special meeting. Therefore, at the time of the special meeting, you will not know the precise amount of cash or number of shares of Parent common stock you may receive on the date the Merger is completed. Moreover, as a result of the Collar Restriction (as defined herein) and potential exercise of Insight stock options, the actual value of the per share merger consideration received by Insight shareholders could be significantly less than \$20.50 if no outstanding Insight stock options are exercised or \$17.24 if all outstanding Insight stock options are exercised. Insight’s board of directors has determined that, under certain circumstances where Insight is entitled to terminate the Merger Agreement upon the occurrence of either a Double Trigger (as defined herein) or a material adverse change with respect to Parent, Insight will not waive its termination right and proceed with the Merger without first obtaining the consent of the Insight shareholders in the event the actual value of total per share merger consideration as calculated based on the Parent Share Average Closing Price and including the effect of the exercise of Insight stock options, if any, would be less than \$10.00. See “Description of the Merger Agreement – Consideration to be received in the Merger—Minimum Merger Consideration If the Merger Is Completed” on page 49.**

Assuming the 1,630,000 shares of Insight common stock outstanding remain unchanged at the closing, based on a Parent Share Average Closing Price of \$17.57, which is equal to the Parent Share Average Closing Price if it were calculated as if the closing date was April 28, 2014, the latest practicable date prior to the date of this proxy statement/prospectus, the merger consideration that an Insight common shareholder would be entitled to receive for each share of Insight common stock is \$4.10 in cash and 0.9334 shares of Parent common stock. If the Parent Share Average Closing Price were equal to the minimum of \$13.86, each share of Insight common stock would instead be entitled to \$4.10 in cash and 1.1833 shares of Parent common stock; if the Parent Share Average Closing Price were equal to the maximum of \$18.76, each share of Insight common stock would be entitled to \$4.10 in cash and 0.8742 shares of Parent common stock.

Parent common stock is traded on NASDAQ under the symbol "FFBC." The closing price of Parent common stock on April 28, 2014 was \$16.46 per share.

The Merger cannot be completed unless the holders of at least two-thirds of the voting power of the outstanding shares of Insight capital stock vote in favor of the Merger Agreement. **Accordingly, our board of directors has unanimously approved the Merger Agreement and recommends that you vote "FOR" the adoption of the Merger Agreement at the special meeting. Our board of directors also unanimously recommends that you vote "FOR" the approval to adjourn the special meeting to permit further solicitation in the event that an insufficient number of shares are present in person or by proxy to adopt the Merger Agreement and the transactions it contemplates and "FOR" the authorization of the proxies named in the proxy form to vote on such other matters as may properly come before the special meeting or any adjournment or postponement thereof.**

Additional information regarding the Merger, the Merger Agreement, Insight, First Financial and Parent is set forth in the attached proxy statement/prospectus. This document also serves as the prospectus for up to 1,928,715 shares of Parent common stock that may be issued by Parent in connection with the Merger. **We urge you to read this entire document carefully, including the section entitled "Risk Factors" beginning on page 16.**

Sincerely,

Harvey L. Glick
President and Chief Executive Officer
Insight Bank

Neither the Securities and Exchange Commission nor any state securities regulatory body has approved or disapproved of the securities to be issued under this proxy statement/prospectus or determined if this proxy

statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

The securities to be issued in connection with the Merger are not savings or deposit accounts or other obligations of any bank or nonbank subsidiary of any of the parties, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

This proxy statement/prospectus is dated April 30, 2014, and is first being mailed to Insight shareholders on or about May 1, 2014.

REFERENCES TO ADDITIONAL INFORMATION

As permitted by the rules of the Securities and Exchange Commission (the “SEC”), this proxy statement/prospectus incorporates important business and financial information about Parent from other documents that are not included in or delivered with this proxy statement/prospectus. These documents are available to you without charge upon your written or oral request. You can obtain documents incorporated by reference in this proxy statement/prospectus without charge through the SEC’s website at www.sec.gov, from Parent’s website at www.bankatfirst.com or by requesting them in writing or by telephone at the following address and telephone number:

First Financial Bancorp.

255 East Fifth Street, Suite 700

Cincinnati, Ohio 45202

Attention: Kenneth J. Lovik

Senior Vice President, Investor Relations & Corporate Development

(877) 322-9530

In order to ensure timely delivery of these documents, you should make your request by May 14, 2014 to receive them before the special meeting.

In addition, if you have questions about the merger or the special meeting, need additional copies of this proxy statement/prospectus or need to obtain proxy forms or other information related to the proxy solicitation, you may contact Harvey L. Glick, Insight’s President and Chief Executive Officer, at the following address or by calling the following telephone number:

Insight Bank

150 W. Wilson Bridge Road

Worthington, Ohio 43085

(614) 431-9400

(877) 963-9400

Insight is not subject to the reporting requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and accordingly does not file documents or reports with the SEC.

PLEASE NOTE

We have not authorized anyone to provide you with any information other than the information included in this document and the documents to which we refer you. If someone provides you with other information, please do not rely on it as being authorized by us.

See “Where You Can Find More Information” and “Incorporation of Certain Information by Reference” on page 69.

VOTING BY MAIL

As an Insight shareholder of record, you may submit your proxy by mail, by signing and dating each proxy form you receive, indicating your voting preference on each proposal and returning each proxy form in the prepaid envelope that accompanied that proxy form.

INSIGHT BANK

150 W. Wilson Bridge Road

Worthington, Ohio 43085

Notice of Special Meeting of Shareholders

Date: May 28, 2014

Time: 3:00 p.m., local time

Place: 150 W. Wilson Bridge Road, Worthington, Ohio 43085

TO INSIGHT BANK SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that Insight Bank (“Insight”) will hold a special meeting of shareholders on May 28, 2014 at the offices of Insight, 150 W. Wilson Bridge Road, Worthington, Ohio 43085 at 3:00 p.m., local time. The purpose of the meeting is to consider and vote on the following matters:

a proposal to adopt the Agreement and Plan of Merger (the “Merger Agreement”), dated as of December 19, 2013, by and among First Financial Bancorp., First Financial Bank, National Association, and Insight. A copy of the Merger Agreement is included as Annex A to the proxy statement/prospectus accompanying this notice;

the approval to adjourn the special meeting to permit further solicitation in the event that there are not sufficient votes FOR adoption, for any reason, of the Merger Agreement and the transactions it contemplates at the time of the special meeting; and

to transact any other business that properly comes before the special meeting, or any adjournments or postponements thereof.

Holders of record of Insight common stock at the close of business on April 24, 2014 are entitled to receive this notice and to vote at the special meeting and any adjournments or postponements thereof. Under the federal law applicable to

mergers of state banks into national banks, the Merger Agreement must be ratified and confirmed by the affirmative vote of Insight shareholders owning at least two-thirds of its capital stock outstanding. Approval of the proposal to adjourn the special meeting, if necessary or appropriate to solicit additional proxies, requires the affirmative vote of a majority of the shares of Insight common stock having voting power present in person or by proxy, whether or not there is a quorum.

Shareholders of Insight have the right to dissent from the merger contemplated by the Merger Agreement and obtain payment in cash of the appraised fair value of their shares of Insight common stock under applicable provisions of federal law and the Ohio Revised Code (“ORC”). In order for such a shareholder of Insight to perfect his or her right to dissent, the shareholder must carefully follow the procedures set forth under federal law and the ORC. A copy of the applicable federal statutory provisions and provisions of the ORC is included as Annex B to the accompanying proxy statement/prospectus and a summary of these provisions can be found under the caption “The Merger Agreement—Insight shareholder appraisal rights.”

The board of directors of Insight unanimously recommends that you vote “FOR” adoption of the Merger Agreement. The board of directors also unanimously recommends that you vote “FOR” approval to adjourn the special meeting to permit further solicitation in the event that there are not sufficient votes FOR adoption, for any reason, of the Merger Agreement and the transactions it contemplates at the time of the special meeting.

Your vote is important. To ensure that your shares are voted at the special meeting, please promptly complete, sign and return the proxy form in the enclosed, postage-prepaid envelope whether or not you plan to attend the meeting in person. If you attend the special meeting, you may revoke your proxy and vote in person, if you so desire.

Columbus, Ohio

April 30, 2014

By Order of the Board of Directors

Peter E. Geier

Chairman of the Board

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questions and answers about the Merger

Q: What am I being asked to vote on? What is the proposed transaction?

You are being asked to vote on the adoption of a merger agreement (the “Merger Agreement”) that provides for the acquisition by First Financial Bank, National Association (“First Financial”), of Insight Bank (“Insight”) through the A: merger (the “Merger”) of Insight with and into First Financial, which is a national banking association and a wholly owned subsidiary of First Financial Bancorp. (“Parent”). You will become a shareholder of Parent as a result of the Merger.

Q: What will Insight shareholders be entitled to receive in the Merger?

If the Merger is completed, Insight shareholders will, in the aggregate, receive total merger consideration in the amount of \$33,415,000. Each share of Insight common stock that you own immediately before the completion of the Merger will be converted into the right to receive a combination of cash and shares of Parent common stock. In A: addition, all outstanding stock options of Insight will be cashed out at the closing of the Merger. Including payment to be made for cancelling the stock options, the fully diluted total merger consideration is valued at approximately \$36.6 million as of December 19, 2013.

The number of outstanding shares of Insight common stock will change to the extent that outstanding options to acquire Insight common stock are exercised prior to the effective time of the Merger. Assuming the 1,630,000 shares of Insight common stock outstanding as of December 19, 2013 remain unchanged at the closing, for each of your shares of Insight common stock, you will receive the per share merger consideration equal to \$20.50 in the form of a combination of cash and shares of Parent common stock to be calculated as set forth in the Merger Agreement. Of such per share merger consideration, 20%, or \$4.10, will be paid in cash and 80%, or \$16.40, will be paid in Parent common stock (including cash to be paid in lieu of any fractional shares), subject to certain adjustments depending upon changes in the market price of Parent common stock. The exchange ratio used to determine the number of shares of Parent common stock that you will be entitled to receive for each share of Insight common stock will be determined based on the average closing price on the NASDAQ Global Select Market (“NASDAQ”) for the twenty trading days ending on the third business day prior to the effective time of the Merger (the “Parent Share Average Closing Price”), subject to a minimum and maximum price equal to \$13.86 and \$18.76, respectively, and certain further adjustments.

Assuming the 1,630,000 shares of Insight common stock outstanding remain unchanged at the closing, based on a Parent Share Average Closing Price of \$17.57, which is equal to the Parent Share Average Closing Price if it were calculated as if the closing date was April 28, 2014, the latest practicable date prior to the date of this proxy statement/prospectus, the merger consideration that an Insight common shareholder would be entitled to receive for each share of Insight common stock is \$4.10 in cash and 0.9334 shares of Parent common stock. If the Parent Share Average Closing Price were equal to the minimum of \$13.86, each share of Insight common stock would instead be entitled to \$4.10 in cash and 1.1833 shares of Parent common stock; if the Parent Share Average Closing Price were equal to the maximum of \$18.76, each share of Insight common stock would be entitled to \$4.10 in cash and 0.8742

shares of Parent common stock. For a description of how the merger consideration will be calculated, see “Description of the Merger Agreement—Consideration to be received in the Merger” on page 47.

In addition, the ratio of the stock component of the merger consideration may be adjusted if the Parent Share Average Closing Price is less than \$13.86 or more than \$18.76. For a description of the possible adjustment of the merger consideration, see “Description of the Merger Agreement—Consideration to be received in the Merger—Stock Consideration Ratio Adjustment,” “—Tax Adjustment” and “—Kill or Fill Adjustment” beginning on page 49.

- 1 -

Q: Can I make an election to select the form of merger consideration I desire to receive?

A: No. Each share of Insight common stock will be exchanged for the same combination of cash and shares of Parent common stock if the Merger closes.

Q: Why do Insight and Parent want to engage in the transaction?

Insight believes that the Merger will provide Insight shareholders and its customers with substantial benefits, including the opportunity to participate in a larger and more diversified organization, and Parent believes that the Merger will provide a platform for its continued strategic growth by entering the Columbus market. As a larger company, First Financial can provide Insight's associates with an expanded product set to serve commercial and consumer clients as well as adding wealth management capabilities to further enhance customer relationships. To review the reasons for the Merger in more detail, see "The Merger—Parent's reasons for the Merger" on page 27 and "The Merger—Recommendation of Insight's board of directors and its reasons for the Merger" on page 25.

Q: What does Insight's board of directors recommend?

A: Insight's board of directors unanimously recommends that you vote "FOR" adoption of the Merger Agreement and "FOR" the approval to adjourn the special meeting to permit further solicitation in the event that there are not sufficient votes FOR adoption, for any reason, of the Merger Agreement and the transactions it contemplates at the time of the special meeting. Insight's board of directors has determined that the Merger Agreement and the Merger are in the best interests of Insight and its shareholders. To review the background and reasons for the Merger in greater detail, see pages 23 to 27.

Q: What vote is required to adopt the Merger Agreement?

A: Under the federal law applicable to mergers of state banks into national banks, the Merger Agreement must be ratified and confirmed by the affirmative vote of Insight shareholders owning at least two-thirds of its capital stock outstanding. Abstentions and broker non-votes have the effect of votes against the adoption of the Merger Agreement. Certain Insight directors who own shares of Insight common stock and certain other shareholders have agreed to vote their shares in favor of the Merger at the special meeting. These shareholders owned 155,524 shares of Insight common stock, or approximately 9.5% of Insight common stock outstanding as of December 19, 2013. Parent's shareholders will not be voting on the Merger Agreement. See "The Merger—Interests of certain persons in the Merger" on page 41 and "The Merger—Voting agreement" on page 45.

Q: What vote is required to approve the proposal to adjourn the special meeting to permit further solicitation in the event that an insufficient number of shares of Insight common stock are present in person or by proxy to adopt the Merger Agreement and the transactions it contemplates?

Approval of the proposal to adjourn the special meeting, if necessary or appropriate to solicit additional proxies, requires the affirmative vote of a majority of the shares of Insight common stock having voting power present in person or by proxy, whether or not there is a quorum.

Q: Why is my vote important?

Insight shareholders are being asked to adopt the Merger Agreement and thereby approve the Merger. If you do not submit your proxy by mail or vote in person at the special meeting, it will be more difficult for Insight to obtain the necessary quorum to hold the special meeting. In addition, your failure to submit your proxy or attend the special meeting will have the same effect as a vote against the Merger Agreement and make it more difficult to obtain adoption of the Merger Agreement.

Q: What do I need to do now? How do I vote?

You may vote at the special meeting if you own shares of Insight common stock of record at the close of business on the record date for the special meeting, April 24, 2014. After you have carefully read and considered the information contained in this proxy statement/prospectus, please complete, sign, date and mail your proxy form in the enclosed, postage-prepaid return envelope as soon as possible. This will enable your shares to be represented at the special meeting. You may also vote in person at the special meeting. If you do not return a properly executed proxy form and do not vote at the special meeting, this will have the same effect as a vote against the adoption of the Merger Agreement.

Q: How will my proxy be voted?

If you complete, sign, date and mail your proxy form, your proxy will be voted in accordance with your instructions. If you sign, date and send in your proxy form, but you do not indicate how you want to vote, your proxy will be voted FOR adoption of the Merger Agreement and the other proposals in the notice.

Q: Can I revoke my proxy and change my vote?

A: You may change your vote or revoke your proxy prior to the special meeting by filing with the secretary of Insight a duly executed revocation of proxy or submitting a new proxy form with a later date. You may also revoke a prior proxy by voting in person at the special meeting.

Q: What if I oppose the Merger? Do I have appraisal rights?

A: Insight shareholders who do not vote in favor of adoption of the Merger Agreement and otherwise comply with all of the procedures of 12 U.S.C. Section 215a and Sections 1115.19 and 1701.85 of the Ohio Revised Code (the "ORC") will be entitled to receive payment in cash of the fair value of their shares of Insight common stock as ultimately determined under the statutory process. A copy of those sections of the federal statute and the ORC is attached as Annex B to this document. This value could be more than the merger consideration but could also be less.

Q: What are the material U.S. federal income tax consequences of the Merger to me?

A: The Merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). As a condition to the completion of the Merger, Vorys, Sater, Seymour and Pease LLP, tax counsel to Insight, must deliver an opinion to Insight, dated as of the closing date and based on facts, representations and assumptions described in such opinion, to the effect that the Merger will be treated as a reorganization within the meaning of Section 368(a) of the Code. In addition, in connection with the filing of the registration statement of which this document is a part, Vorys, Sater, Seymour and Pease LLP has delivered an opinion to Insight to the same effect as the opinion described above. Accordingly, the conversion of your shares of Insight common stock into shares of Parent common stock in the Merger will be tax-free for U.S. federal income tax purposes. However, you generally will recognize gain (but not loss) in an amount not to exceed the amount of cash you receive in the Merger (other than any cash you receive in lieu of a fractional share of Parent common stock). You should consult with your tax advisor for the specific tax consequences of the Merger to you. For a more-detailed discussion of the material U.S. federal income tax consequences to you of the Merger, see "The Merger—Material U.S. federal income tax consequences of the Merger" on page 37.

Q: When and where is the special meeting?

A: The Insight special meeting will take place on May 28, 2014, at 3:00 p.m., local time, at the offices of Insight, located at 150 W. Wilson Bridge Road, Worthington, Ohio 43085.

Q: Who may attend the meeting?

A:

Only Insight shareholders on the record date may attend the special meeting. If you are a shareholder of record, you will need to present the proxy form that you received or a valid proof of identification to be admitted into the meeting.

Q: Should I send in my stock certificates now?

A: No. Either at the time of closing or shortly after the Merger is completed, the exchange agent for the Merger will send you a letter of transmittal with instructions informing you how to send in your stock certificates to the exchange agent. You should use the letter of transmittal to exchange your Insight stock certificates for the merger consideration. Do not send in your stock certificates with your proxy form or your stock election form.

Q: When is the Merger expected to be completed?

A: We will try to complete the Merger as soon as reasonably possible. Before that happens, the Merger and the Merger Agreement must be approved and adopted by Insight common shareholders and we must obtain the necessary regulatory approvals. Assuming Insight common shareholders vote to approve the Merger and adopt the Merger Agreement and we obtain the other necessary approvals and satisfaction or waiver of the other conditions to the closing described in the Merger Agreement, we expect to complete the Merger in the first half of 2014. See “Description of the Merger Agreement—Conditions to completion of the Merger” on page 56.

Q: Is completion of the Merger subject to any conditions besides shareholder approval?

A: Yes. The transaction must receive the required regulatory approvals, and there are other closing conditions that must be satisfied. See “Description of the Merger Agreement—Conditions to completion of the Merger” on page 56.

Q: Are there risks I should consider in deciding to vote on the adoption of the Merger Agreement?

A: Yes, in evaluating the Merger Agreement, you should read this proxy statement/prospectus carefully, including the factors discussed in the section entitled “Risk Factors” beginning on page 16.

Q: Who can answer my other questions?

If you have more questions about the Merger or how to submit your proxy, or if you need additional copies of this proxy statement/prospectus or the enclosed proxy form, you should contact Harvey Glick, Insight’s President and Chief Executive Officer, at (614) 431-9401.

SUMMARY

This summary highlights selected information in this proxy statement/prospectus and may not contain all of the information that is important to you. To understand the Merger more fully, you should read this entire proxy statement/prospectus carefully, including the annexes and the documents referred to or incorporated in this proxy statement/prospectus. A copy of the Merger Agreement is attached as Annex A to this proxy statement/prospectus and is incorporated by reference herein. See “Where You Can Find More Information” beginning on page 69.

Information about Parent and Insight (See page 22)

First Financial Bancorp.

255 East Fifth Street, Suite 700

Cincinnati, Ohio 45202

(877) 322-9530

First Financial Bancorp., an Ohio corporation (“Parent,” “we,” “our” or “us”) which was formed in 1982, is a mid-sized regional bank holding company headquartered in Cincinnati, Ohio. Parent engages in the business of commercial banking and other banking and banking-related activities through its wholly owned subsidiary, First Financial Bank, National Association (“First Financial”), which was founded in 1863.

As of December 31, 2013, Parent had total assets of approximately \$6.4 billion, total loans of approximately \$4.0 billion, total deposits of approximately \$4.8 billion, and total shareholders’ equity of approximately \$682.2 million.

Parent common stock is traded on the NASDAQ Global Select Market (“NASDAQ”) under the ticker symbol “FFBC.” Parent’s principal executive office is located at 255 East Fifth Street, Suite 700, Cincinnati, Ohio 45202, telephone number: (877) 322-9530.

First Financial Bank, National Association

300 High Street

Hamilton, Ohio 45011

(513) 867-4744

First Financial Bank, National Association, a national banking association, is a wholly owned subsidiary of Parent. First Financial is a commercial bank that operates primarily in Ohio, Indiana and Kentucky. The range of banking services provided by First Financial to individuals and businesses includes commercial lending, real estate lending, and consumer financing. Real estate loans are loans secured by a mortgage lien on the real property of the borrower, which may either be residential property (one to four family residential housing units) or commercial property (owner-occupied and/or investor income producing real estate, such as apartments, shopping centers, and office buildings). In addition, First Financial offers deposit products that include interest-bearing and noninterest-bearing accounts, time deposits, and cash management services for commercial customers. A full range of trust and wealth management services is also provided through First Financial's Wealth Management division. As of December 31, 2013, First Financial had 110 banking centers and 137 ATMs.

Insight Bank

150 W. Wilson Bridge Road

Worthington, Ohio 43085

(614) 431-9400

(877) 963-9400

Insight Bank ("Insight") is an Ohio state-chartered bank founded in 2006. Insight provides banking and financial services to individuals and commercial customers in Franklin and Delaware Counties and their surrounding areas in central Ohio. Insight has one full-service banking location in Worthington, Ohio, and a mortgage origination office in Newark, Ohio. As of December 31, 2013, Insight had total assets of \$213.6 million, total loans of \$181.5 million, total deposits of \$176.7 million and total shareholders' equity of approximately \$24.5 million. Insight is not a public company and, accordingly, there is no established trading market for Insight common stock.

The Merger and the Merger Agreement (See pages 22, 47 and Annex A)

First Financial's acquisition of Insight is governed by the Merger Agreement. The Merger Agreement provides that, if all of the conditions set forth in the Merger Agreement are satisfied or waived, Insight will be merged with and into First Financial and will cease to exist. After the consummation of the Merger, First Financial will continue as the surviving bank and remain a wholly owned subsidiary of Parent. The Merger Agreement is included as Annex A to this proxy statement/prospectus and is incorporated by reference herein. We urge you to read the Merger Agreement carefully and fully, as it is the legal document that governs the Merger.

What Insight shareholders will receive (See page 47)

If the Merger is completed, Insight shareholders will, in the aggregate, receive total merger consideration in the amount of \$33,415,000. Each share of Insight common stock that you own immediately before the completion of the Merger will be converted into the right to receive a combination of cash and shares of Parent common stock. In addition, all outstanding stock options of Insight will be cashed out at the closing of the Merger. Including payment to be made for cancelling the stock options, the fully diluted total Merger consideration is valued at approximately \$36.6 million as of December 19, 2013.

The number of outstanding shares of Insight common stock will change to the extent that outstanding options to acquire Insight common stock are exercised prior to the effective time of the Merger. Assuming the 1,630,000 shares of Insight common stock outstanding as of December 19, 2013 remain unchanged at the closing, for each of your shares of Insight common stock, you will receive the per share Merger consideration equal to \$20.50 in the form of a combination of cash and shares of Parent common stock to be calculated as set forth in the Merger Agreement. Of such per share merger consideration, 20%, or \$4.10, will be paid in cash and 80%, or \$16.40, will be paid in Parent common stock (including cash to be paid in lieu of any fractional shares), subject to certain adjustments depending upon changes in the market price of Parent common stock. The exchange ratio used to determine the number of shares of Parent common stock that you will be entitled to receive for each share of Insight common stock will be determined based on the average closing price on NASDAQ for the twenty trading days ending on the third business day prior to the effective time of the Merger (the "Parent Share Average Closing Price"), subject to a minimum and maximum price equal to \$13.86 and \$18.76 (the "Collar Restriction"), respectively, and certain further adjustments.

Assuming the 1,630,000 shares of Insight common stock outstanding remain unchanged at the closing, based on a Parent Share Average Closing Price of \$17.57, which is equal to the Parent Share Average Closing Price if it were calculated as if the closing date was April 28, 2014, the latest practicable date prior to the date of this proxy statement/prospectus, the merger consideration that an Insight common shareholder would be entitled to receive for each share of Insight common stock is \$4.10 in cash and 0.9334 shares of Parent common stock. If the Parent Share

Average Closing Price were equal to the minimum of \$13.86, each share of Insight common stock would instead be entitled to \$4.10 in cash and 1.1833 shares of Parent common stock; if the Parent Share Average Closing Price were equal to the maximum of \$18.76, each share of Insight common stock would be entitled to \$4.10 in cash and 0.8742 shares of Parent common stock. For a description of how the merger consideration will be calculated, see “Description of the Merger Agreement—Consideration to be received in the Merger” on page 47.

If the Parent Share Average Closing Price has declined by more than 25% from the average closing price on NASDAQ for the twenty trading days ending on the third business day prior to the date of the Merger Agreement, which is \$16.31, and the Parent common stock underperforms the KBW Regional Banking Index by more than 25% during such period, Insight may terminate the Merger Agreement unless Parent removes the Collar Restriction in calculating the exchange ratio for the stock component of the merger consideration.

If the Parent Share Average Closing Price is less than \$13.86, Insight may reduce the ratio of the stock component of the merger consideration from 80% to no less than 75%. On the other hand, if the Parent Share Average Closing Price is more than \$18.76, First Financial may reduce the ratio of the stock component of the merger consideration from 80% to no less than 75%. However, no such reduction is permitted if it would result in a failure of the Merger to be a tax-free reorganization for U.S. federal income tax purposes.

In addition, in order to preserve the qualification of the Merger as a tax-free reorganization for U.S. federal income tax purposes, if the aggregate value of the shares of Parent common stock to be issued in connection with the Merger (excluding the value of fractional shares for which cash is to be paid) based upon the closing price of the Parent common stock as reported on NASDAQ on the trading day immediately preceding the closing date of the Merger (the “Tax-Adjuster Stock Consideration”) would be less than 40% of the sum of the Tax-Adjuster Cash Consideration (as defined below) and the Tax-Adjuster Stock Consideration, then the exchange ratio for the stock component of the merger consideration will be adjusted, with a corresponding decrease of the total cash consideration, so that the Tax-Adjuster Stock Consideration is equal to 40% of the sum of the Tax-Adjuster Stock Consideration and the Tax-Adjuster Cash Consideration without changing the value of the total merger consideration. For purposes of the above, “Tax-Adjuster Cash Consideration” means the sum of (i) the aggregate cash consideration to be paid in exchange for the Insight common stock (including, without limitation, the amount of cash to be paid for appraisal shares), (ii) the aggregate cash consideration to be paid in lieu of fractional shares of Parent common stock, and (iii) the aggregate cash consideration to be paid in connection with the redemption, cancellation or other transaction that results in Insight’s Senior Non-Cumulative Perpetual Preferred Shares, Series A, par value \$1.00 per share (“Insight Series A Preferred Stock”), no longer being issued or outstanding as a result of the Merger. For example, if the 1,630,000 shares of Insight common stock outstanding remain unchanged at the closing and the Parent Share Average Closing Price is equal to or less than \$13.86, each share of Insight common stock would be entitled to \$4.10 in cash and 1.1833 shares of Parent common stock, assuming no adjustment needs to be made for the above tax purposes; however, if the closing price of the Parent common stock as reported on NASDAQ on the trading day immediately preceding the closing date of the Merger falls below \$3.78, adjustment will be made to preserve the qualification of the Merger as a tax-free reorganization (assuming \$4,250,000 to be paid for the redemption of Insight Series A Preferred Stock, no cash paid for appraisal shares and no other adjustment made by the parties, and disregarding the effect of cash consideration to be paid in lieu of fractional shares of Parent common stock, for purpose of illustration). Under these assumptions, if the above-referenced closing price of the Parent common stock falls to \$3.00, each share of Insight common stock would be entitled to \$3.06 in cash and 1.2586 shares of Parent common stock (with any small variance due to rounding).

Insight common shareholders will not receive fractional shares of Parent common stock. Instead, they will receive cash payments for any fractional shares based on the Parent Share Average Closing Price (as it may be adjusted).

Exchange of Insight common stock (See page 50)

Once the Merger is complete, U.S. Bank National Association, as exchange agent, will mail you transmittal materials and instructions for exchanging your Insight stock certificates for shares of Parent common stock to be issued by book-entry transfer.

Material U.S. federal income tax consequences of the Merger (See page 37)

The Merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Code. As a condition to the completion of the Merger, Vorys, Sater, Seymour and Pease LLP, tax counsel to Insight, must deliver an opinion to Insight, dated as of the closing date and based on facts, representations and assumptions described in such opinion, to the effect that the Merger will be treated as a reorganization within the meaning of Section 368(a) of the Code. Assuming the Merger qualifies as a tax-free reorganization, subject to the limitations and more-detailed discussion set forth below in the section entitled “The Merger—Material U.S. federal income tax consequences of the Merger,” an Insight common shareholder that is a U.S. holder (defined below in the section entitled “The Merger—Material U.S. federal income tax consequences of the Merger”) and that exchanges all of such shareholder’s shares of Insight common stock for shares of Parent common stock and cash pursuant to the Merger will recognize gain (but not loss) in an amount not to exceed the amount of cash received in the Merger (other than any cash received in lieu of a fractional share of Parent common stock).

Tax matters are complicated, and the tax consequences of the Merger to any particular Insight common shareholder will depend on that shareholder's particular facts and circumstances. Accordingly, you are urged to consult your tax advisor to determine the tax consequences of the Merger to you. For a more detailed discussion of the material U.S. federal income tax consequences of the Merger, see "The Merger—Material U.S. federal income tax consequences of the Merger" on page 37.

Reasons for the Merger (See page 25)

Insight's board of directors believes that the Merger is in the best interests of Insight and its shareholders, has unanimously adopted the Merger Agreement, and unanimously recommends that its shareholders vote "FOR" the adoption of the Merger Agreement.

In its deliberations and in making its determination, Insight's board of directors considered numerous factors, including the following: