

FIRST FINANCIAL BANCORP /OH/
Form DEF 14A
April 23, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

First Financial Bancorp.
(Name of Registrant as Specified In Its Charter)

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

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-

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held June 15, 2009

Cincinnati, Ohio
April 23, 2009

To the Shareholders:

The Annual Meeting of Shareholders of First Financial Bancorp. (the "Corporation") will be held at the Manor House, 7440 Mason-Montgomery Road, Mason, Ohio 45040, on June 15, 2009, at 10:00 A.M., local time, for the following purposes:

1. To elect the following three nominees as directors with terms expiring in 2012 (Class II): Mark A. Collar, Murph Knapke and William J. Kramer;

2. To approve the 2009 Employee Stock Plan:

3. To approve the 2009 Non-Employee Director Stock Plan:

4. To approve an amendment to the Articles of Incorporation to allow for issuance of additional shares of preferred stock:

5. To consider and approve a non-binding advisory resolution on First Financial's executive compensation;

6. To ratify the appointment of Ernst & Young as the Corporation's independent registered accounting firm for the fiscal year ending December 31, 2009;

7. To act on a shareholder proposal described in the proxy statement;

8. To approve a proposal to adjourn the Annual Meeting, if necessary, to solicit additional proxies, in the event there are not sufficient votes at the time of the Annual Meeting to approve proposals 1, 2, 3, 4, 5, and 6; and

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

Important notice regarding the availability of Proxy Materials for the Annual Meeting of Shareholders: the Proxy Statement and 2008 Annual Report are available at: www.bankatfirst.com/Investor

Shareholders of record of the Corporation at the close of business on April 16, 2009, are entitled to notice of and to vote at the Annual Meeting and at any adjournment thereof. Each shareholder is entitled to one vote for each common share held regarding each matter properly brought before the Annual Meeting.

Your Board of Directors unanimously recommends that you vote "FOR" the election of each of the Director nominees listed in this proxy statement; "FOR" the 2009 Employee Stock Plan; "FOR" the 2009 Director Stock Plan; "FOR" the amendment to our Articles of Incorporation to allow for the issuance of additional shares of preferred stock; "FOR" the non-binding advisory proposal on executive compensation; "FOR" the ratification of auditors; and "AGAINST" the shareholder proposal.

By Order of the Board of
Directors,

Gregory A. Gehlmann
General Counsel and
Secretary

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4000 Smith Road, Suite 400
Cincinnati, Ohio 45209
(513) 979-5837

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS
Approximate Date to Mail – April 24, 2009

INTRODUCTION

We are sending this Proxy Statement and the accompanying proxy card to you as a shareholder of First Financial Bancorp., an Ohio corporation (“First Financial”), in connection with the solicitation of proxies for the Annual Meeting of Shareholders (the “Annual Meeting”) to be held at the Manor House, 7440 Mason-Montgomery Road, Mason, Ohio 45040, on Monday, June 15, 2009, at 10 a.m., local time. First Financial’s Board of Directors is soliciting proxies for use at the Annual Meeting, or any adjournment thereof. Only shareholders of record as of the close of business on April 16, 2009, which we refer to as the record date, will be entitled to vote at the Annual Meeting.

INFORMATION ABOUT THE ANNUAL MEETING

What matters will be voted upon at the Annual Meeting?

You will be voting on the following:

- To elect the following three nominees as directors with terms expiring in 2012 (Class II): Mark A. Collar, Murph Knapke and William J. Kramer;
 - To approve the 2009 Employee Stock Plan;
 - To approve the 2009 Non-Employee Director Stock Plan;
- To approve an amendment to the Articles of Incorporation to allow for issuance of additional shares of preferred stock;
 - To approve a non-binding advisory resolution on executive compensation;
- To act on a shareholder proposal described in the proxy statement, if it is properly introduced at the meeting;
- To ratify the appointment of Ernst & Young as the Corporation’s independent registered accounting firm for the fiscal year ending December 31, 2009;
- To approve a proposal to adjourn the Annual Meeting, if necessary, to solicit additional proxies, in the event there are not sufficient votes at the time of the Annual Meeting to approve proposals 1, 2, 3, 4, 5, and 6; and
- To consider and act upon such other matters as may properly come before the Annual Meeting or any adjournment thereof.

Who can vote?

You are entitled to vote if you held First Financial common shares as of the close of business on April 16, 2009, the record date for the Annual Meeting.

Each shareholder is entitled to one vote for each common share held on April 16, 2009. At the close of business on April 16, 2009, there were 37,474,422 common shares outstanding and entitled to vote. The common shares are First Financial’s only voting securities entitled to vote at the meeting.

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

How do I vote?

Your common shares may be voted by one of the following methods:

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- by traditional proxy card via the U.S. Mail;
- by submitting a proxy via the internet;
- by submitting a proxy by phone; or
- in person at the meeting.

Submitting a Proxy by Telephone or via the Internet. If you are a shareholder of record (that is, if your common shares are registered with First Financial in your own name), you may submit a proxy by telephone, or via the Internet. To vote via the Internet, access www.proxyvote.com and follow the on screen instructions. You will need your control number from your proxy card available when you vote via the Internet or by telephone. Telephone voting is available toll free at 1-800-VOTE (8683) from a touch tone phone.

If your common shares are registered in the name of a broker, a financial institution or another nominee (i.e., you hold your common shares in “street name”), your nominee may be participating in a program that allows you to submit a proxy by telephone or via Internet. If so, the voting form your nominee sent you will provide instructions for submitting your proxy by telephone or via the Internet. The last-dated proxy you submit (by any means) will supersede any previously submitted proxy. Also, if you submit a proxy by telephone or via the Internet, and later decide to attend the Annual Meeting, you may revoke your previously submitted proxy and vote in person at the Annual Meeting.

The deadline for submitting a proxy by telephone or via the Internet as a shareholder of record is 11:59 a.m., Eastern Time, on June 14, 2009. For shareholders whose common shares are registered in the name of a broker, a financial institution or another nominee, please consult the instructions provided by your nominee for information about the deadline for submitting a proxy by telephone or via the Internet.

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

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

If you hold your common shares in “street name” and wish to attend the Annual Meeting and vote in person, you must bring an account statement or letter from your broker, financial institution or other nominee authorizing you to vote on behalf of such nominee. The account statement or letter must show that you were the direct or indirect beneficial owner of the common shares on April 16, 2009, the record date for voting at the Annual Meeting.

How will my common shares be voted?

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

- . “FOR” the election of the three nominees for director;
- . “FOR” the 2009 Employee Stock Plan;
- . “FOR” the 2009 Non-Employee Director Stock Plan;
- . “FOR” the adoption of the amendment to Article FOURTH of First Financial’s Articles of Incorporation to authorize First Financial to allow for the issuance of additional shares of preferred stock;
- . “FOR” the non-binding resolution regarding executive compensation;
- .