FIRST FINANCIAL BANCORP /OH/
Form DEF 14A
April 13, 2017

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)

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.

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4) Date filed:

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Date: **May 23, 2017**
Time: **10:00 am Eastern Time**
Virtual Shareholder Meeting
www.virtualshareholdermeeting.com/ffbc17

To the Shareholders of First Financial Bancorp.:

Our Annual Meeting of Shareholders will be held at 10:00 am Eastern Time, Tuesday, May 23, 2017. You can attend the 2017 Annual Meeting online and vote your shares electronically. **The Annual Meeting will be completely virtual and conducted through the online means described below.** 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. To amend and restate the 2012 Stock Plan;

3. To ratify the appointment of Crowe Horwath LLP as our independent registered public accounting firm for 2017;

4. To approve, on an advisory basis, the compensation of the Company's executive officers;

5. To provide an advisory vote on the frequency of the shareholder advisory vote on executive compensation;

6. 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 27, 2017 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 2016 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 online Annual Meeting.

For your convenience, you may attend the webcast of the meeting via the Internet at www.virtualshareholdermeeting.com/ffbc17 when you enter your 16-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/ffbc17. 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 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.proxyvote.com 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** Proposals 1 through 4, and **ANNUAL** on Proposal 5 listed above and described in the proxy statement.

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

Vote Online

Before the Meeting: Go to www.proxyvote.com

During the Meeting: Go to www.virtualshareholdermeeting.com/ffbc17

Vote by Phone

By calling 1-800-690-6903

Vote by Mail

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

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 13, 2017 BY ORDER OF THE BOARD OF DRECTORS

Shannon M. Kuhl
Corporate Secretary

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Mailing Date: April 13, 2017

Annual Meeting of Shareholders	**How to Vote**
Date: May 23, 2017	Vote Online: *Before the Meeting*: go to www.proxyvote.com
Time: 10:00 am Eastern Time	*During the Meeting:* Go to www.virtualshareholdermeeting.com/ffbc17
Webcast: www.virtualshareholdermeeting.com/ffbc17	Vote by phone by calling 1-800-690-6903
Record Date: March 27, 2017 -- Shareholders of record as of the close of business on March 27, 2017 are entitled to vote at the Annual Meeting.	Vote by mail by signing, dating, and returning your proxy card in the enclosed envelope

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 2017 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. Approve Amended and Restated 2012 Stock 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 2017	Majority of votes present, in person or by proxy, and entitled to vote	For	21
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	23
5. Advisory Vote on Say on Pay Frequency	The frequency receiving the highest number of votes cast will be considered	Annual	24

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, unless the context otherwise requires. 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 2016 fiscal year that began January 1, 2016 and ended December 31, 2016.

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, 2016 (the “proxy materials”), either online or by mail, in connection with the 2017 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 27, 2017 (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 13, 2017.

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 virtually via the Internet. 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 27, 2017 will be entitled to notice of and to vote at the Annual Meeting. Each common share owned at the close of business on March 27, 2017 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 27, 2017, there were 62,134,799 common shares outstanding and entitled to vote.

How do I vote my shares?

Even if you plan to attend the Annual Meeting, virtually via the Internet 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 22, 2017. During the meeting, you may go to www.virtualshareholdermeeting.com/ffbc17 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 22, 2017. 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.

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, by phone, or by voting electronically during 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. Your vote with respect to Proposal 5 concerning the frequency of advisory say-on-pay voting will be counted as a vote "for" the Board's recommendation of an "annual" frequency.

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 the ratification of our independent registered accounting firm (Proposal 3), which is considered a routine matter. 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, 4, and 5. 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.

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 virtual Annual Meeting and giving notice of revocation electronically during the meeting.

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, 2017. 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 InvestorRelations@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 27, 2017, there were 62,134,799 common shares outstanding. A majority, or 31,067,400 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. Approval of Amended and Restated 2012 Stock 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 2017	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
5. Say on Pay Frequency	The frequency receiving the highest number of	No effect	No effect

votes cast will be
considered

4

How can I attend the Annual Meeting?

You can attend our 2017 Annual Meeting via the Internet or by proxy.

Our 2017 Annual Meeting will take place via a webcast at www.virtualshareholdermeeting.com/ffbc17. You may vote while attending the webcast meeting by following the instructions at www.virtualshareholdermeeting.com/ffbc17. 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/ffbc17, 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/ffbc17.

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 receive 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 thirteen members, twelve 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 thirteen.

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 27, 2017. 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.

J. Wickliffe Ach

Director Since: 2007

Age: 68

Committees:
Corporate Governance & Nominating (Chair), Compensation

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.

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.

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 **Director Since:** 2010 **Age:** 65 **Committees:** Audit, Capital Markets, Compensation	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. 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). 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 **Director Since:** 2010 **Age:** 59 **Committees:** Risk and Compliance (Chair), Corporate Governance & Nominating	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 Firstar Bank (now U.S. Bank) in Cincinnati, including President, Firstar 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. 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. 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 29 years of experience in the financial

Director Since: 2004 services industry.

Age: 56

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 Federal Reserve Bank of Cleveland's board Audit Review Committee. 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

Director Since: 1998

Age: 60

Committees: Corporate Governance & Nominating, Risk and Compliance

Ms. Finnerty is the principal and sole shareholder of the law firm of McConnell Finnerty PC located in North Vernon, Indiana. She has over 35 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.

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

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 35 years, give her an enhanced perspective on legal and regulatory issues.

Peter E. Geier

Director Since: 2014

Age: 59

Committees:

Audit (Chair), Compensation

Mr. Geier is principal of PGeier Consulting, LLC, a business consulting firm specializing in business process improvement, strategic planning, governance and CEO/management development. He is a Senior Lecturer and Executive in Residence at the Fisher College of Business, Department of Management Science at The Ohio State University. In this role, his responsibilities include management of the year-long healthcare immersion program and teaching strategy and operational improvement in the MBA Program. 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. He also held the title of CFO for the Wexner Medical Center from 2011 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.

Until its acquisition by First Financial Bank in 2014, Mr. Geier served as a director and Chairman of the Board of Insight Bank, serving on the executive, asset liability and loan committees of the bank. Mr. Geier was appointed to our Board in September 2014 following the consummation of the merger with Insight Bank. 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 Nationwide 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

Director Since: 1983, Chairman of the Board since 2009

Age: 70

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.

Mr. Knapke has tenure with our Company 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 an enhanced perspective on legal and regulatory issues, Board fiduciary duties, and a balanced perspective with regard to merger and acquisition opportunities.

Susan L. Knust **Director Since:** 2005 **Age:** 63 **Committees:** Compensation, Corporate Governance & Nominating	Ms. Knust is the owner and managing partner or president of several businesses: Omega Warehouse Services (since 2002) which is located in Monroe, Ohio and provides public warehousing and manufacturing services; 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 K.P. Properties of Florida (since 2014) which is located in Monroe, Ohio and owns, leases and manages commercial real estate in Florida. As a seasoned business owner and entrepreneur for 34 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 **Age:** 56 **Committees:** Compensation (Chair), Audit,	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. 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 or a bank affiliate since 1987 provides valuable historical perspective on both the Company and the banking industry.

Capital Markets

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 issues title insurance and handle real estate closings.
Director Since: 2014	Until its acquisition by First Financial Bank in 2014, Mr. Meyer served as a director of The First Bexley Bank, serving on the loan, information technology and audit committees of the bank. Mr. Meyer was appointed to our Board in September 2014 following the consummation of the merger with The First Bexley Bank.
Age: 51	
Committees:	Mr. Meyer presently serves on the Board of Trustees and is President of The Columbus Jewish Foundation.
Capital Markets, Risk and Compliance	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.

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John T. Neighbours

Director Since: 2016

Age: 67

Committees:

Capital Markets, Risk and Compliance

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 and assists them in problem solving.

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:

- 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

Age: 67

Committees:

Corporate Governance & Nominating, Risk and Compliance

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.

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.

Maribeth S. Rahe

Director Since: 2010

Age: 68

Committees:

Capital Markets (Chair), Audit

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 Investment 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 44 years of experience in the banking and financial services industries with 30 years of experience in management or executive management positions.

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.

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

Cincinnati Arts Association (Vice Chair)

Cincinnati Country Club (Board)

Cincinnati Women's Executive Forum

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 – Approval of the Amended and Restated 2012 Stock Plan

The First Financial Bancorp. 2012 Stock Plan (the "2012 Stock Plan") was established and adopted by our Board of Directors (the "Board") in February 2012 and was approved by our shareholders on May 22, 2012. A total of 1,750,000 common shares of First Financial (the "Common Shares") were authorized for issuance under the 2012 Stock Plan. As of March 27, 2017, a total of 413,773 Common Shares remained available for issuance under the 2012 Stock Plan. Under the terms of the 2012 Stock Plan, no award may be granted under such plan on or after May 22, 2017.

On February 28, 2017, the Board approved, subject to shareholder approval, the First Financial Bancorp. Amended and Restated 2012 Stock Plan (the "Amended Plan"). This Amended Plan amends and restates the 2012 Stock Plan in its entirety. The principal changes to the 2012 Stock Plan that are reflected in the Amended Plan are the following:

Awards may be granted under the Amended Plan until the fifth anniversary following approval by the shareholders at the Annual Meeting (i.e., we are extending the term of the 2012 Stock Plan by approximately five years).

The Amended Plan will increase the number of Common Shares authorized for issuance under the 2012 Plan by an additional 1,750,000 shares.

Awards to employees and non-employee directors under the Amended Plan must have a minimum vesting requirement of one year, except that up to 5% of the Common Shares available under the Amended Plan may be granted under Awards that have a vesting requirement of less than one year. *The 2012 Stock Plan does not include a one year minimum vesting requirement*. The minimum vesting requirement may not be reduced, except in connection with a participant's death or disability or, as described in the next bullet, under certain circumstances following a Change in Control.

The Committee of the Board that administers the Amended Plan (the Compensation Committee) may provide in any award agreement provisions relating to a Change in Control of First Financial (as defined in the Amended Plan) including the acceleration of the vesting or exercisability of, or the lapse of restrictions with respect to, any award, except that any such acceleration or lapse may occur with respect to an employee participant only if the Change in Control actually occurs and the participant's employment is thereafter terminated without "Cause" or by the participant for "Good Reason," as those terms are defined in the Amended Plan. This is commonly referred to as a "double trigger" requirement. *The 2012 Stock Plan, in contrast, provides that awards of options and stock appreciation rights will become fully exercisable, and that Restricted Stock and Stock Units will become free of restrictions and fully vested, following a Change in Control, unless the applicable award agreement otherwise provides.*

The Amended Plan provides that a Change in Control event includes, among a list of other events, the acquisition by any person of beneficial ownership, directly or indirectly, of shares representing 35% of the outstanding shares of the Company. *The 2012 Stock Plan, in contrast, provides that the beneficial ownership threshold for such a Change in Control event is 20% of the outstanding shares of the Company.*

The Amended Plan limits the number of Common Shares that may be subject to awards granted to non-employee directors during any calendar year. *The 2012 Stock Plan does not include such a limitation.*

The Amended Plan makes clear that Stock Units issued under the Amended Plan may be settled in cash or in Common Shares. *The 2012 Stock Plan provides that stock units may only be settled in cash.*

Shareholder approval of the Amended Plan is required (i) to satisfy the Nasdaq Stock Market shareholder approval requirement for equity compensation plans, (ii) to qualify performance-based awards under the Amended Plan as performance-based compensation for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code") and (iii) to qualify stock options as incentive stock options for purposes of Section 422 of the Code. The affirmative vote of a majority of the votes represented at the Annual Meeting, either in person or by proxy and entitled to vote on this proposal, is required to adopt the Amended Plan.

If the Amended Plan is approved by our shareholders at the Annual Meeting, awards granted prior to such approval will be governed by the terms of the 2012 Plan whereas new awards will be governed by the Amended Plan.

Description of the Amended Plan

The principal features of the Amended Plan are summarized below, but this summary is qualified in its entirety by reference to the Amended Plan itself, a copy of which is included with the Proxy Statement as Appendix A.

Reason for Adoption of the Amended Plan

If approved by our shareholders, the Amended Plan will be the sole means by which First Financial may grant long-term equity-based compensation awards to key employees of First Financial and its subsidiaries (“employees”). The Amended Plan will also become the sole means by which First Financial may grant Stock-based awards to its directors who are not employees (“non-employee directors”). If the Amended Plan is not approved, there will be no more shares available for the issuance of new awards to employees or non-employee directors after May 22, 2017.

Purpose of the Amended Plan

The purpose of the Amended Plan is to recognize the contributions made to First Financial and its subsidiaries by employees and non-employee directors, to provide such persons with additional incentive to devote themselves to the future success of First Financial and its subsidiaries, and to enhance the ability of First Financial and its subsidiaries to attract, retain and motivate such individuals by providing them with the opportunity to acquire or increase their proprietary interest in First Financial. The Amended Plan serves these purposes by making equity- and cash-based awards available for grant to eligible participants in the form of:

Stock Options (“Options”), either incentive stock options (“ISOs”) or nonqualified stock options (“NQSOs”)

Stock Appreciation Rights (“SARs”)

Restricted Common Shares (“Restricted Stock”)

Stock Units that give the recipient the right to receive a cash payment based on the fair market value of a specified number of Common Shares on the date of exercise or the right to receive a specified number of Common Shares on the date of exercise (“Stock Units”)

Restricted Stock, Options, SARs, Stock Units or other awards with performance-based conditions on vesting or exercisability ("Performance Awards").

Key Features of the Amended Plan

The Amended Plan contains certain features that the Board believes are consistent with the interests of shareholders and sound governance principles. Provided below is a summary of these key plan features.

Limit on Shares Authorized	If the Amended Plan is approved by shareholders, the maximum number of Common Shares that may be issued under the Amended Plan (the "Amended Plan Shares") will be (i) 1,750,000 shares plus (ii) any Common Shares that remain available for issuance under the 2012 Stock Amended Plan as of the date on which the Amended Plan is approved by our shareholders (413,773 Common Shares as of March 27, 2017). Shareholder approval will be required before any Common Shares can be authorized under the Amended Plan.
Responsible Share Counting Provisions	Common Shares representing awards that are forfeited will become available again for issuance under the Amended Plan. Common Shares that are used to pay the exercise price of Options or withheld or repurchased by First Financial to satisfy tax withholding obligations will not be recycled back into the total number of Common Shares available for issuance under the Amended Plan. Further, the full number of Common Shares covered by a stock-settled SAR will be counted against the share reserve of the Amended Plan.
No Discounted Stock Options or SARs	All Options and SARs must have an exercise price equal to or greater than the fair market value of First Financial's Common Shares on the date of grant.
Minimum Vesting Requirements	Awards of Restricted Stock, Options and Stock Units granted to employees and non-employee directors under the Amended Plan are subject to minimum vesting requirements. Restricted Stock, Options, SARs and Stock Units granted under the Amended Plan will be subject to a minimum service or a minimum performance requirement (or both) of at least one year except that (i) the Amended Plan permits awards covering up to 5% of the Common Shares available under the Amended Plan to be granted with a vesting requirement of less than one year, and (ii) awards may vest prior to the end of one year in connection with a participant's death or disability or under certain circumstances following a Change in Control as described below.
Double Trigger Provisions Applicable to a Change in Control	The Committee is authorized to provide in any award agreement provisions relating to a Change in Control of First Financial, including the acceleration of the vesting or exercisability of, or the lapse of restrictions with respect to an award; provided that any such acceleration or lapse may only occur with respect to a participant who is an employee or non-employee director if the Change in Control occurs and the participant's employment is terminated without "Cause" or by the participant for "Good Reason," as those terms are defined in the Amended Plan. A "Change in Control" of First Financial is defined in the Amended Plan.

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No Re-Pricing of Options or SARs	The Amended Plan prohibits “re-pricing” of Options and SARs without shareholder approval, including re-pricing by exchange for cash or a new or different type of award.
Clawback and Forfeiture Provisions	The Amended Plan authorizes the Compensation Committee to provide for the forfeiture or reduction of awards if a recipient competes with First Financial, engages in activity detrimental to the business or reputation of First Financial, or breaches any agreement or covenant with First Financial (such as a non-solicitation, non-disclosure or confidentiality). Awards granted under the Amended Plan are also subject to recovery by First Financial as set forth in the clawback provisions in the Amended Plan.
Administered by an Independent Committee	The Amended Plan will be administered by the Compensation Committee of the Board. Each of the members of the Compensation Committee qualifies as “independent” under the listing standards of the NASDAQ National Market.

Available Common Shares and Limitations on Awards

Total Common Shares Authorized

The total number of Common Shares that may be issued under the Amended Plan will equal (i) 1,750,000 shares plus (ii) the number of Common Shares that are available for issuance under the 2012 Stock Plan as of the date on which this Amended Plan is adopted by the shareholders (413,773 remain available under the 2012 Stock Plan as of March 27, 2017). *The Board is asking our shareholders to authorize a number of Common shares available under the Amended Plan to a level that we believe will, on the basis of current expectations, be sufficient during the Amended Plan’s proposed five-year term.*

Common Shares issued pursuant to the Amended Plan may be authorized and unissued shares or treasury shares. The number of Common Shares issuable under the Amended Plan is subject to adjustment as to the number and kind of shares in the event of stock splits, stock dividends or certain other changes in the capitalization of First Financial as described below.

Share Counting

Common Shares subject to an award that are withheld or repurchased by First Financial to satisfy a tax withholding obligation or that are tendered to First Financial to pay the exercise price of an Option or which are tendered in satisfaction of any condition to a grant of Restricted Stock will not again be available for issuance under the Amended Plan. In addition, the gross number of Common Shares covered by a SAR, to the extent it is exercised, will not again become available for issuance pursuant to the Amended Plan, regardless of the number of Common Shares used to settle the SAR upon its exercise. Any awards issued pursuant to the Amended Plan that are forfeited thereafter will again become available for grant under the Amended Plan.

Limitations on Awards

The Amended Plan provides for the following limitations on awards granted under the Amended Plan:

ISOs. The maximum number of Common Shares that may be issued under the Amended Plan as incentive stock options or ISOs is 500,000 shares.

Maximum Annual Option/SAR Grant to a Participant. The maximum number of Common Shares as to which a participant may receive Options or SARs in any calendar year is 250,000 shares.

Limitation on Performance-Based Awards to a Participant. The maximum number of Common Shares subject to awards granted to any Employee participant in any calendar year (other than Options and SARs) that are intended to qualify as “performance-based” in accordance with Section 162(m) of the U.S. Internal Revenue Code of 1986, as amended (the “Code”), may not exceed 250,000 shares or, in the event such award is settled in cash, an amount equal to the fair market value (as determined in accordance with the Amended Plan) of such number of Common Shares on the date the award is settled.

Plan Limitations on Restricted Stock and Stock Unit Grants. The maximum number of Common Shares that may be subject to grants of Restricted Stock and Stock Units under the Amended Plan is 1,750,000 Common Shares, plus the number of Common Shares available for awards under the 2012 Stock Plan as of the date on which this Amended Plan is adopted by the shareholders, in the aggregate.

Award Grants to Non-Employee Directors. The maximum number of Common Shares as to which a non-employee director may receive awards under the Amended Plan in any twelve-month period is 40,000 shares.

The Common Share limitations described above are subject to adjustment by the Committee as to the number and kind of shares in the event of stock splits, stock dividends or certain other changes in the capitalization of First Financial.

Administration of the Amended Plan

The Amended Plan will be administered by the Compensation Committee of the Board, which is comprised solely of independent directors of First Financial. The Amended Plan provides that, to the extent the Board determines it is appropriate for the compensation realized from awards under the Amended Plan to be considered "performance based" compensation under Section 162(m) of the Code, the Committee shall be composed of two or more members who are "outside directors" within the meaning of Section 162(m) of the Code, and, to the extent the Board determines it is appropriate for awards under the Amended Plan to qualify for the exemption available under SEC Rule 16b-3(d)(1) or Rule 16b-3(e) promulgated under the Securities Exchange Act of 1934, the Committee shall be composed of two or more members who are "non-employee directors" within the meaning of Rule 16b-3. The Committee has the power in its discretion to grant awards under the Amended Plan, to determine the terms of such awards, to interpret the provisions of the Amended Plan and to take action as it deems necessary or advisable for the administration of the Amended Plan.

Termination and Amendment of the Amended Plan

Unless earlier terminated by the Board or the Committee, the Amended Plan will terminate five (5) years after the date it is approved by our shareholders, which is expected to occur at the Annual Meeting.

In addition, the Board or the Committee may, at any time and for any reason, suspend or terminate the Amended Plan or from time to time amend the Amended Plan, provided that any amendment will be submitted to our shareholders for approval if such shareholder approval is required by federal or state law or regulation or the rules of Nasdaq (or any other stock exchange on which the Common Shares may then be listed or quoted). Even if the Amended Plan is suspended or terminated, the Committee will still retain authority to exercise powers given to it under the Amended Plan with respect to awards granted before the suspension or termination.

Eligibility and Participation

Any employee of First Financial or its subsidiaries or any non-employee director of First Financial is eligible to receive an award under the Amended Plan. As of March 27, 2017, there were approximately 1,488 employees and 12 non-employee Directors eligible to participate in the Amended Plan.

Options and SARs

Options entitle the option holder to purchase shares at a price established by the Committee. Options may be either ISOs or NQSOs. ISOs may only be granted to qualifying employees. SARs entitle the SAR holder to receive cash or Common Shares equal to the positive difference (if any) between the exercise price and the fair market value of the Common Shares underlying the SAR on the exercise date. We do not currently have a practice of awarding Options or SARs to employees or directors. The Amended Plan provides for a definition of “fair market value.”

Exercise Price

The exercise price of an Option or SAR granted under the Amended Plan may not be less than the fair market value of the underlying Common Shares on the date of grant. The Amended Plan prohibits any repricing, replacement, re-grant or modification of Options or SARs that would reduce the exercise price of the Options or SARs without shareholder approval, other than in connection with a change in our capitalization or certain corporate transactions described below in “Adjustment of Plan Shares.”

Vesting/Expiration of Options and SARs

The Committee determines the terms under which Options and SARs vest and become exercisable. Option awards may contain provisions that allow the option holder to exercise the Option after his or her termination of service due to death or disability or for such other reason established by the Committee. Any part of the Option that has not been exercised by the end of the Option term expires and is forfeited. Option and SAR terms may not exceed 10 years from the date of grant. The Amended Plan provides that Options and SARs will be subject to a minimum service requirement or a minimum performance requirement (or both) of not less than one year before they can vest, except that (i) up to 5% of the Common Shares available under the Amended Plan may be granted under awards of Options, SARs, Restricted Stock or Stock Units that have a vesting requirement of less than one year and (ii) subject to the “double trigger” requirements of the Amended Plan, awards may vest prior to one year as a result of a Change in Control or as a result of death or disability (the “Vesting Limitation Exception”).

Exercise of Options

An option holder may exercise an Option by completing the required steps as specified by the record keeper. The Option holder must state the number of Common Shares for which the Option is being exercised and must tender payment for the Common Shares. The Committee may, in its discretion, accept cash, check or electronic funds transfer, previously acquired Common Shares (valued at the fair market value on the date of exercise) and held for the period required by the Committee. In the alternative, the Committee may reduce the number of Common Shares deliverable upon exercise of the Option through an established net exercise process or the Committee may permit payment through a broker-facilitated cashless exercise program. Section 6.7(b) of the Amended Plan provides that the Committee may incorporate a provision in an Option Agreement that gives the option holder the right to surrender his or her Option in whole or in part in lieu of the exercise of such Option and to receive a payment in cash or Common Shares (as determined by the Committee), or a combination of cash and Common Shares, equal in amount of the date of exercise to (i) the number of Common Shares with respect to which the Option surrender right is exercised multiplied by (ii) the positive difference between the fair market value of a Common Share on such date over the Option exercise price.

Exercise of SARs

Upon exercise of a SAR, a participant will be entitled to receive cash or Common Shares, or a combination of both, as specified in the award agreement, having an aggregate fair market value equal to the excess of (i) the fair market value of one Common Share on the date of exercise, over (ii) the SAR exercise price, multiplied by the number of Common Shares covered by the SAR or the number being exercised.

Termination of Options and SARs

In the event that a participant’s service with First Financial and all of its subsidiaries terminates prior to the expiration of an Option or SAR, the participant’s right to exercise vested Options or SARs generally terminates, provided that the Committee may specify in the applicable Option or SAR agreement those circumstances in which the participant may exercise his or her Option after termination of service.

Restricted Stock Awards

First Financial may grant Restricted Stock to employees and non-employee directors. Such awards may vest as a result of continued service to First Financial and may vest upon achievement of applicable performance criteria established by the Committee; provided, that Restricted Stock awards will be subject to a minimum service requirement or a minimum performance requirement (or both) of not less than one year before they can vest, subject to the Vesting Limitation Exception describe above.

Restricted Stock granted to a participant may not be sold, transferred, pledged or otherwise encumbered or disposed of during the restricted period established by the Committee. In the event a participant's service with First Financial and its subsidiaries terminates prior to the vesting of a Restricted Stock award, that award will be forfeited unless the terms of the award, as approved by the Committee at the time of grant, provide (subject to the Amended Plan's minimum vesting requirements) for accelerated vesting or continued vesting. The Committee may impose additional restrictions on a participant's right to dispose of or to encumber Restricted Stock, including satisfaction of performance objectives.

Stock Unit Awards

First Financial may grant Stock Unit grants under the Amended Plan. An award of Stock Units gives the recipient the right to receive, upon exercise of the Stock Units, (a) a cash payment based upon the fair market value of the number of Common Shares provided for in the award agreement at the time of exercise of the Stock Units, (b) the Common Shares specified in the Stock Unit award, or (c) the right to receive a combination of cash and Common Shares. Stock Unit awards may vest as a result of continued service to First Financial or upon the achievement of applicable performance criteria established by the Committee; provided, that Stock Units granted under the Amended Plan will be subject to a minimum service requirement or minimum performance requirement of not less than one year before they can vest, subject to the Vesting Limitation Exception. In the event a participant's service with First Financial and its subsidiaries terminates prior to the vesting of a Stock Unit award, that award will be forfeited unless the terms of the award, as approved by the Committee at the time of grant and subject to the Amended Plan's minimum vesting requirements, provide for accelerated vesting or continued vesting.

Performance-Based Compensation

The Committee may specify that the grant, retention, vesting, or issuance of any award under the Amended Plan (whether in the form of an Option, SAR, Restricted Stock or Stock Unit) or the amount to be paid out under any award, will be subject to or based on performance objectives or other standards of financial performance and/or personal performance evaluations, whether or not established and administered in accordance with the requirements of Section 162(m) of the Code ("Section 162(m)") for awards intended to qualify as performance-based compensation.

Establishment of Performance Goals for Performance-Based Compensation under Code Section 162(m)

Section 162(m) generally provides that First Financial may not deduct compensation paid to certain of its executive officers in excess of $1 million in any one year. However, compensation that qualifies as "performance-based compensation" for purposes of Code Section 162(m) is exempt from the $1 million limitation on tax deductibility. If the Amended Plan is approved by shareholders, First Financial will be authorized, but not required, to grant awards under the Amended Plan that are intended to meet the requirements for performance-based compensation. Awards intended to qualify as "performance-based compensation" for purposes of Section 162(m) are sometimes referred to herein as "performance awards." See "*U.S. Federal Income Tax Consequences – Section 162(m)*."

Section 7.2(c) of the Amended Plan provides that if, at the time of grant, the Committee intends that a Restricted Stock or Stock Unit award will qualify as performance-based compensation within the meaning of Section 162(m), the Committee must establish performance goals for the applicable performance period no later than 90 days after the performance period begins (or by such other date as may be required under Section 162(m).

At the beginning of each performance period, the Committee will establish performance goals applicable to the performance awards. These performance goals will be objectively measurable and will be based upon or relate to the achievement of a specified percentage or level of one or more of the following performance measures, subject to any objectively verifiable adjustment(s) permitted and pre-established by the Committee in accordance with Section 162(m), as determined by the Committee in its sole discretion:

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	Share Price
Tangible Equity	Total Shareholder Return	

Performance goals may be based on one or more business criteria, one or more of our business units or divisions, our subsidiaries or affiliates, or First Financial as a whole, and if so desired by the Committee, by comparison with a peer group of companies. Performance awards granted under the Amended Plan may contain such additional terms and conditions, not inconsistent with the terms of the Amended Plan, as the Committee may determine, provided that, if the performance awards are intended to qualify as performance-based compensation under Section 162(m), such additional terms and conditions are also not inconsistent with Section 162(m).

Following the end of each performance period, the Committee will certify the level of achievement with respect to each performance measure and determine the corresponding amount payable with respect to the applicable award. In determining the amount payable with respect to an award, the Committee may exercise its discretion to adjust the amount payable with respect to the award, but may not exercise discretion to increase the amount payable under an award to the extent the award is intended to satisfy the requirements of performance-based compensation under Section 162(m).

Other Plan Features

Limited Transferability of Awards

Unless the Committee determines otherwise, awards may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by will or by the laws of descent or distribution, and during the participant’s lifetime, may be exercised only by the participant (or his personal representative or guardian if the participant is incapacitated).

Tax Withholding

The Committee may require payment, or withhold payments made pursuant to awards, to satisfy applicable withholding tax requirements.

Adjustment of Plan Shares

In the event we have a stock dividend or stock split, or we have a corporate transaction, such as a reorganization, separation or liquidation, merger, consolidation or similar transaction that affects First Financial's capitalization, the Committee will adjust in an equitable manner the number, kind or class of shares reserved under the Amended Plan and the individual and aggregate limits imposed on grants to the extent required to preserve the economic value of the awards, subject to certain limitations set forth in the Amended Plan. The Board will make similar adjustments to shares underlying any grant previously made of Restricted Stock and any related grant or forfeiture conditions and to shares related to previously granted Options and the option exercise price and to SARs and the SAR exercise price. If we assume awards or grant substitute awards in a corporate transaction for awards previously granted by another company we acquire, such substitute awards will not reduce the shares authorized for issuance under the Amended Plan or any individual or aggregate annual limits.

Change in Control

Section 10.1 of the Amended Plan provides that the Committee may provide in any Award Agreement for provisions relating to a Change in Control, as that term is defined in the Amended Plan, including, without limitation, the acceleration of the vesting, delivery or exercisability of, or the lapse of restrictions with respect to, any outstanding Awards; provided, however, that, in addition to any conditions provided for in the Award Agreement, any acceleration of the vesting, delivery or exercisability of, or the lapse of restrictions with respect to, any outstanding Awards in connection with a Change in Control may occur with respect to any participant who is an employee only if (i) the Change in Control occurs and (ii) the participant's employment with First Financial or any of its subsidiaries is terminated without Cause or by the Participant for Good Reason within 18 months (or such shorter period that is set forth in the award agreement) following such Change in Control. The terms "Cause" and "Good Reason" are defined in the Amended Plan.

Section 10.2 of the Amended Plan provides that, unless otherwise determined by the Committee, in the event of a merger, consolidation, mandatory share exchange or other similar business combination of First Financial with or into any other entity or any transaction in which another person or entity acquires all of the issued and outstanding Common Shares or all or substantially all of the assets of First Financial and its subsidiaries, an outstanding award may be assumed or an award of equivalent value may be substituted by such successor entity or a parent or subsidiary of such successor entity, and such an assumption or substitution shall not be deemed to violate this Amended Plan or any provision of any award agreement.

Under Section 10.3 of the Amended Plan, except as otherwise determined by the Committee, if an award under the Amended Plan is subject to performance goals, in the event of a Change in Control, all incomplete performance periods in respect of such award in effect on the date the Change in Control occurs will end on the date of the Change in Control and the Committee shall (i) determine the extent to which performance goals with respect to each such performance period have been met based upon such audited or unaudited financial information then available and (ii) cause to be paid to the participant a pro-rated award (based on each completed day of the performance period prior to the Change in Control) based upon the Committee's determination of the degree of attainment of the applicable performance goals or, if not determinable, assuming that the applicable target levels of performance have been attained (or on such other basis as the Committee determines to be appropriate); provided that in no event shall a participant become entitled to a payout in excess of the target level payout with respect to a performance goal for which the Committee has not determined the actual level of achievement.

Rights as Shareholders

Until exercised, holders of Options will have no rights as a shareholder with respect to those Options. With respect to shares of Restricted Stock, except as limited by the Amended Plan or award agreement, the recipient shall have all of the voting rights of a shareholder of First Financial with respect to the same class of shares as are represented by such Restricted Stock. With respect to SARs and Stock Units exercisable for Common Shares, a participant shall have no voting rights with respect to such awards until the shares underlying such awards are properly issued to the participant.

In no event may cash dividends paid with respect to Restricted Stock or Stock Units become payable before the date such Restricted Stock or Stock Units have become fully vested and nonforfeitable. Any cash dividends paid with respect to unvested shares of Restricted Stock shall be withheld by First Financial for the award holder's account. The cash dividends so withheld by First Financial will be distributed to the award holder in cash or, at the discretion of the Committee, in Common Shares equal to the fair market value of the amount of such dividends upon the vesting and release of restrictions on such Restricted Stock and, if such Restricted Stock is forfeited, then the award holder shall have no right to, and will forfeit, such dividends. Unless otherwise set forth in the applicable award agreement which evidences a Stock Unit grant, cash dividends will be treated as reinvested in Common Shares at the fair market value of such shares on the date of payment of such dividend and will increase the number of Common Shares subject to such Stock Unit grant. If a Common Share dividend is declared on a share of Restricted Stock, such dividend will be treated as part of the grant of the related Restricted Stock, and a participant's interest in such dividend will be forfeited or shall become vested at the same time as the Common Shares with respect to which the dividend was paid is forfeited or becomes vested and nonforfeitable. Unless otherwise set forth in the applicable award agreement, if a Common Share dividend is declared on any Common Shares described in a Stock Unit grant, such dividend shall increase the number of Common Shares described in such Stock Unit grant, but shall only be issuable if and when the related Stock Unit becomes exercisable.

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U.S. Federal Income Tax Consequences

Options

There are no federal income tax consequences to a participant or to First Financial upon the grant of an ISO or an NQSO under the Amended Plan.

Upon exercise of an NQSO, the option holder generally recognizes ordinary income in an amount equal to: (i) the fair market value of the acquired shares on the date of exercise, reduced by (ii) the exercise price the participant pays for the shares received in the exercise. Provided First Financial satisfies applicable reporting requirements, it is entitled to a tax deduction in the same amount as the participant includes as ordinary income.

An Option retains its status as an ISO during the period the option holder is an employee and, if the ISO does not expire at termination of employment, for three months after such termination of employment (with certain exceptions for death and disability). Upon the exercise of an ISO, an option holder generally recognizes no immediate taxable income. When the option holder sells shares acquired through the exercise of an ISO, the gain is treated as long-term capital gain (or the loss is a long-term capital loss) unless the sale is a “disqualifying disposition.” A “disqualifying disposition” occurs if the option holder sells shares acquired on exercise within two years from the grant date of the ISO or within one year from the date of exercise. On a disqualifying disposition, the option holder includes the gain realized on the sale of the shares as ordinary income (or ordinary loss). Gain (or loss) is determined by subtracting the exercise price paid from the greater of (i) the fair market value of the shares on the exercise date, or (ii) the amount realized by the option holder on the date of sale. The gain may constitute a tax preference item for computing the participant’s alternative minimum tax.

Generally, First Financial will not be entitled to any tax deduction for the grant or exercise of an ISO. If, however, the sale of shares acquired through exercise of an ISO is a disqualifying disposition, then provided it satisfies applicable reporting requirements, First Financial will be entitled to a deduction in the same amount the participant includes in income.

SARs

There are no federal income tax consequences to either a participant or First Financial upon the grant of a SAR. However, the participant generally will recognize ordinary income upon the exercise of a SAR in an amount equal to the aggregate amount of cash and the fair market value of the shares received upon exercise. Provided it satisfies applicable reporting requirements, First Financial will be entitled to a deduction equal to the amount included in the participant's income.

Restricted Stock

Except as otherwise provided below, there are no federal income tax consequences to either a participant or to First Financial as a result of the grant of Restricted Stock. The participant recognizes ordinary income in an amount equal to the fair market value on the date of vesting of the Restricted Stock. Subject to Section 162(m), and provided First Financial satisfies applicable reporting requirements, it will be entitled to a corresponding deduction. Notwithstanding the above, a recipient of a Restricted Stock grant that is subject to a substantial risk of forfeiture may make an election under Section 83(b) of the Code, within 30 days after the date of the grant, to recognize ordinary income as of the date of grant and First Financial will be entitled to a corresponding deduction at that time.

Stock Units

When a Stock Unit is settled, the participant will recognize ordinary income in an amount equal to the fair market value of the Common Shares received or, if the Stock Unit is paid in cash, the amount paid.

Golden Parachute Payments

Awards that are granted, accelerated or enhanced upon the occurrence of, or in anticipation of, a change in control of First Financial may give rise, in whole or in part, to "excess parachute payments" under Section 280G and Code Section 4999. With respect to any excess parachute payment, the participant would be subject to a 20% excise tax on, and First Financial would be denied a deduction for, the "excess" amount.

Section 162(m)

As previously discussed, Section 162(m) generally provides that publicly held companies may not deduct compensation paid to certain of their top executive officers (generally, our NEOs excluding the principal financial officer) to the extent such compensation exceeds $1 million per officer in any year. Certain limited exceptions to Section 162(m) apply with respect to “performance-based compensation” that complies with conditions imposed by Section 162(m) rules, provided the material terms of such performance goals are disclosed to and approved by shareholders, as we have asked shareholders to do at the Annual Meeting. Options, SARs and performance awards granted under the Amended Plan and described above are intended to constitute qualified performance-based compensation eligible for such exceptions.

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We intend that, to the extent any provisions of the Amended Plan or any awards granted under the Amended Plan are subject to Section 409A of the Code (which relates to nonqualified deferred compensation), they will be interpreted and administered in good faith in accordance with Section 409A requirements and that the Committee will have the authority to amend any outstanding awards so that they are in compliance with Section 409A or qualify for an exemption from Section 409A. First Financial will not indemnify any participant for taxes or penalties imposed by Section 409A. To the extent required to avoid accelerated taxation and tax penalties under Code Section 409A, amounts that would otherwise be payable and benefits that would otherwise be provided pursuant to the Amended Plan during the six (6) month period immediately following the participant’s termination of employment or service will instead be paid on the first payroll date after the six-month anniversary of the participant’s separation from service (or the participant’s death, if earlier).

New Plan Awards

The amount of each employee participant’s awards, if any, for 2017 will be determined in the discretion of the Committee and therefore cannot be calculated as of the date of this Proxy Statement. As a result, we cannot determine the number or type of awards that will be granted under the Amended Plan to any employee participant in 2017. Since the adoption of the 2012 Stock Plan, we have only granted Restricted Stock thereunder. On the date of the Annual Meeting, the Company will make an award to each of the Company’s non-employee directors of shares of Restricted Stock having a market value (based on the closing price on the date of grant) of $27,500, with the Chairman of the Board receiving an additional award equal to $4,000 The following table sets forth all of the Restricted Stock granted to each of our executive officers and the groups identified below since the adoption of the 2012 Stock Plan through March 27, 2017.

Name/Title of Individual or Identity of Group	Number of Shares of Restricted Stock
Claude E. Davis, Chief Executive Officer (First Financial Bancorp and First Financial Bank)	229,700
John M. Gavigan, Chief Financial Officer (First Financial Bancorp and First Financial Bank)	17,580
C. Douglas Lefferson, Chief Credit Officer (First Financial Bank)	71,767
Anthony M. Stollings, President and Chief Operating Officer (First Financial Bancorp); President, Consumer Banking and Chief Operating Officer (First Financial Bank)	49,004
Richard S. Dennen, President, Commercial Finance (First Financial Bank)	94,703
All current executive officers as a group	567,714
All current directors who are not executive officers as a group (12 directors)	30,232
Each nominee for election as a director	30,232
Each other person who received or is to receive five percent or greater of the awards under the 2012 Stock Plan	N/A
All employees, including current officers who are not executive officers, as a group	909,886

Equity Compensation Plan Information

The 2012 Stock Plan is First Financial's only equity compensation plan available for grants of new awards and it will expire for grants of new awards on May 22, 2017. While no new awards may be issued under the 1999 Stock Inventive Plan for Officers and Directors (the "1999 Plan"), options do remain outstanding under the 1999 Plan as of March 27, 2017. Set forth below is a summary of the number of Common Shares that may be issued upon exercise of outstanding stock-based awards granted under the 2012 Stock Plan and the 1999 Plan, as well as a summary of the number of Common Shares remaining available for future awards under these Plans, in each case as of March 27, 2017. The Common Shares remaining available for future awards under the 2012 Stock Plan as of the date this Plan is approved by the shareholders will be available for grant under this Plan until the Plan's expiration on May 22, 2017.

Plan category	Number of securities to be issued upon exercise of outstanding options, warranties and rights (a)	Weighted-average exercise price of outstanding options, warranties and rights (b)(1)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)(1)
Equity compensation plans approved by shareholders	113,307	$ 12.08	413,773
Equity compensation plans not approved by shareholders	NA	NA	NA

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" APPROVAL OF THE FIRST FINANCIAL BANCORP. AMENDED AND RESTATED 2012 STOCK PLAN.

Proposal 3 -- Ratify the Appointment of Crowe Horwath LLP

as our Independent Registered Public Accounting Firm for 2017

Our Audit Committee has appointed Crowe Horwath LLP ("Crowe Horwath") as the Company's independent registered public accounting firm for the Company's 2017 fiscal year. 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 is anticipated at the Annual Meeting.

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 LLP (2015) and Crowe Horwath (2016) 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	2016	2015
Audit Fees	$600,000	$1,021,500
Audit-Related Fees	62,000	223,250
Tax Fees	156,645	0
All Other Fees	199,835	0
TOTAL	$1,018,480	$1,244,750

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 in 2016 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. Audit fees in 2015 consist of similar services related to employee benefit plan audits and additional due diligence in connection with mergers and acquisitions, services performed in connection with the issuance of subordinated debt offerings, equity offerings or capital instruments, 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 in 2016 include fees related to compliance risk assessment and regulatory compliance audit services.

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, 2017.

Crowe Horwath served as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2106. Ernst & Young LLP ("Ernst & Young") served as the Company's independent registered public accounting firm as of December 31, 2015 and for the two years then ended December 31, 2015. During 2015, the Audit Committee conducted a competitive selection process to determine the Company's independent registered public accounting firm for the Company's fiscal year ended December 31, 2016. On August 25, 2015, the Audit Committee approved the appointment of Crowe Horwath as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016. The decision of the Audit Committee was also approved by the Company's Board of Directors. Ernst & Young completed the audit of the Company's 2015 consolidated financial statements.

The audit reports of Ernst & Young on the Company's consolidated financial statements as of December 31, 2015 and for the two years ended December 31, 2015 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

In connection with the audits of the Company's consolidated financial statements for the years ended December 31, 2015 and 2014, there were no disagreements between the Company and Ernst & Young on any matter of accounting principles or practices, financial statement disclosure or audit scope or procedures, which, if not resolved to the satisfaction of Ernst & Young, would have caused Ernst & Young to make reference to the matter in their reports. None of the "reportable events" described in Item 304(a)(1)(v) of Regulation S-K of the Securities and Exchange Commission ("SEC") occurred during the fiscal years ended December 31, 2015 and 2014.

During the fiscal years ended December 31, 2015 and 2014 and through the completion of the 2015 audit, neither the Company nor anyone acting on its behalf consulted Crowe Horwath regarding (1) either the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, and neither a written report or oral advice was provided to the Company that Crowe Horwath concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue, or (2) any matter that was the subject of a disagreement with Ernst & Young within the meaning of Item 304(a)(1)(iv) of Regulation S-K of the SEC, or any "reportable event" as described in Item 304(a)(1)(v) of Regulation S-K of the SEC.

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 Crowe Horwath the audited financial statements for the year ended December 31, 2016 and Crowe Horwath's evaluation of the Company's internal control over financial reporting. The Audit Committee has discussed with Crowe Horwath 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.

Crowe Horwath 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 Crowe Horwath that firm's independence. The Audit Committee has concluded that Crowe Horwath's provision of audit and non-audit services to First Financial and its affiliates is compatible with Crowe Horwath's independence.

The Audit Committee discussed with the Company's internal auditors and Crowe Horwath the overall scope and plans for their respective audits. The Audit Committee met with the internal auditors and with Crowe Horwath, 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, 2016, for filing with the SEC.

Audit Committee

Peter E. Geier, Chair
David S. Barker
William J. Kramer
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 36. 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 2017 Annual Meeting of Shareholders.

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

Proposal 5 – Non-Binding, Advisory Vote to Recommend the Frequency of Approval of Executive Officer Compensation

The Dodd-Frank Act allows our shareholders to indicate how frequently we should seek an advisory vote on the compensation of our named executive officers, as disclosed pursuant to the SEC's compensation disclosure rules. By voting on this Proposal 5, shareholders may indicate whether they would prefer an advisory vote on named executive officer compensation every one, two or three calendar years.

The Board believes that shareholders should have an annual opportunity to provide input on our named executive officer compensation programs and policies. The Board's determination was based upon the premise that named executive officer compensation is evaluated, adjusted and approved on any annual basis by the Board upon a recommendation from the Compensation Committee and the Board's belief that investor sentiment should be a factor taken into consideration by the Committee in making its annual recommendation. By providing an advisory vote on executive compensation on an annual basis, our shareholders will be able to provide us with direct input on our compensation philosophy, policies and practices as disclosed in the proxy statement every year.

For the reasons discussed above, the Board recommends that shareholders vote in favor of the following resolution:

RESOLVED, that the shareholders of First Financial Bancorp (the "Company") hold a shareholder advisory vote to approve the compensation of the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, on an annual basis.

You may cast your vote on your preferred voting frequency by choosing from the options of one year, two years or three years, or abstain from voting. Because this vote is advisory and not binding on the Board or the Company in any way, the Board may decide that it is in the best interests of our shareholders and the Company to hold an advisory vote on executive compensation more or less frequently than the option approved by our stockholders.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION ONCE EVERY CALENDAR YEAR.

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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 27, 2017).

	Amount and Nature of Beneficial Ownership of Common Shares	**Percentage of Class**
BlackRock, Inc.		
55 East 52nd Street	7,146,220 [1]	11.5%
New York, NY 10055		
The Vanguard Group Inc.		
100 Vanguard Blvd.	5,347,449 [2]	8.63%
Malvern, PA 19355		
Vaughan Nelson Investment Management, L.P.		
600 Travis Street, Suite 6300	3,321,232 [3]	5.4%
Houston, TX 77002		

[1] Information based upon a Schedule 13G/A filed on January 12, 2017. As of December 31, 2016, BlackRock had sole voting power for 6,999,540 and sole dispositive power for 7,146,220 shares.

[2] Information based on a Schedule 13G/A filed on February 10, 2017. As of December 31, 2016, Vanguard had sole power to vote for 73,382 shares; sole dispositive power for 5,267,645 shares; and shared dispositive power for 79,804 shares.

[3] Information based on a Schedule 13/G filed on February 14, 2017. As of December 31, 2016, Vaughan Nelson had sole power to vote for 2,385,825 shares; sole dispositive power for 3,180,800 shares; and shared dispositive power for 140,432 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 27, 2017, 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 share options that are exercisable and that will become exercisable 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	18,610[2]	0	18,610
David S. Barker	Director and Nominee	21,107[2]	0	21,107
Cynthia O. Booth	Director and Nominee	13,653[2]	0	13,653
Corinne R. Finnerty	Director and Nominee	52,960[2, 5]	0	52,960
Peter E. Geier	Director and Nominee	37,083[2]	0	37,083
Murph Knapke	Director and Nominee	66,896[2]	0	66,896
Susan L. Knust	Director and Nominee	37,479[2, 6]	0	37,479
William J. Kramer	Director and Nominee	25,594[2]	0	25,594
Jeffrey D. Meyer	Director and Nominee	40,681[2, 7]	0	40,681
John T. Neighbours	Director and Nominee	4,773[2]	0	4,773
Richard E. Olszewski	Director and Nominee	42,016[2, 8]	0	42,016
Maribeth S. Rahe	Director and Nominee	24,143[2]	0	24,143
Named Executive Officers				
Claude E. Davis	Director, Nominee and CEO	387,583[3]	0	387,583
John M. Gavigan	Chief Financial Officer	16,681[3]	0	16,681
Richard S. Dennen	President, Commercial Finance	85,743[3]	0	85,743
C. Douglas Lefferson	Chief Credit Officer	105,204[3]	38,409	143,613
Anthony M. Stollings	President, Chief Operating Officer of First Financial Bancorp; EVP, Chief Operating Officer and President, Consumer Banking of First Financial Bank	66,384[3]	0	66,384
All executive officers, directors and nominees as a group (23 persons)		1,130,252[3]	38,409	1,168,661
Percent of outstanding shares held by this group:				1.88%[4]

[1] None of the 38,409 options listed above have a strike price above the closing price of First Financial common stock on March 27, 2017, which was $26.55 per share.

[2] Includes 1,405 restricted shares that vest on May 24, 2017 for all directors. Mr. Knapke, Chairman of the Board, received an additional 204 shares. 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 shares (Davis—101,152; Gavigan – 9,426; Dennen—65,438; Lefferson—28,417; Stollings—20,739; and all executive officers as a group (11 persons)—271,165). 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.

[4] No individual director or officer owns more than one percent of the outstanding shares.

[5] Includes 20,086 shares jointly owned with spouse.

[6] Includes 3,000 shares owned by spouse and 2,000 shares jointly owned with spouse.

[7] Includes 518 shares owned by spouse.

[8] Includes 13,213 indirect shares jointly owned with spouse.

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 2016.

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.

An Enterprise Risk Management Committee ("ERMC") comprised of senior management is the senior most focal point within our Company to monitor, evaluate, and recommend comprehensive policies and solutions to deal with all aspects of risk and to assess the adequacy of any risk remediation plans in the Company's businesses. Currently reporting up to the ERMC are various risk-related committees whose members are comprised of representatives from the lines of business, risk management, and senior management.

The Chief Risk Officer provides the Board with a quarterly risk profile of the Company, as well as a report on the risk exposure of the Company from the viewpoint of the ERMC. Under the ERM program, management develops a holistic portfolio of Company enterprise risks by facilitating business and function risk assessments, performing targeted risk assessments and incorporating information regarding specific categories of risk gathered from various internal Company operations. Management then develops risk response plans for risks categorized as needing management focus and response and monitors other identified risk focus areas. Management provides regular reports on the risk portfolio and risk response and monitoring efforts to the ERMC and to the Risk and Compliance Committee of our Board.

Our Board assumes a significant oversight role in risk management both through its actions as a whole and through its committees. Additional information concerning each of the following committees may be found in the "Corporate Governance – Board Committees" section of this proxy statement.

The Corporate Governance and Nominating Committee ("CGNC") oversees our corporate governance functions.

The Compensation Committee evaluates, with our senior officers, risks posed by our incentive compensation programs and seeks to limit any unnecessary or excessive risks these programs may pose to us, in order to avoid programs that might encourage such risks.

The Audit Committee reviews our internal control systems to manage and monitor financial reporting and accounting risk with management and our internal audit department.

The Risk and Compliance Committee assists the Board in overseeing enterprise-wide risks, including credit, market, operational, technology, regulatory, legal, strategic, and reputation risks.

The Capital Markets Committee oversees the Company's capital markets, treasury and capital planning activities.

While each of these committees is responsible for evaluating certain risks and overseeing the management of these risks, the entire Board is regularly informed through committee reports about such risks. Select members of management attend our Board and Board committee meetings (other than executive sessions) and are available for questions regarding particular areas of risk.

Director Independence

Our Board has determined that all of our directors, except our CEO, are independent directors as that term is defined in the Nasdaq Stock Market Marketplace Rules (the “Nasdaq Rules”). In addition, our Board has determined that each member of the Audit, Compensation, and Nominating and Corporate Governance Committees is independent under such definition and that the members of the Audit Committee are independent under the additional, more stringent requirements of the Nasdaq Stock Market applicable to audit committee members. These determinations are made annually, most recently in February 2017.

Under the Nasdaq Rules and our Corporate Governance Principles, independent directors must not have a relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of being a director. In making this determination, our Board reviews and evaluates transactions and relationships with Board members to determine the independence of each of the members. In making the independence determinations for each of the directors, the Board took into consideration the transactions and relationships disclosed in this proxy statement under “Review and Approval of Related Person Transactions” below.

Board Leadership Structure

The Chairman of our Board, Murph Knapke, is an independent director who presides over each board meeting and performs such other duties as may be incident to the office. Although our corporate documents would allow our chair to also hold the position of chief executive officer, our Corporate Governance Principles provide that these two positions must be separate. Our Board believes this separation allows our chair to provide additional independent oversight of management. The offices of the chair of the Board and the chief executive officer at the Company have been separate since 1997. In addition to our current Chairman, the Vice-Chair of our Board, J. Wickliffe Ach, is also an independent director.

All members of the Board of First Financial Bancorp also serve as directors of the Company’s subsidiary bank, First Financial Bank.

Board Self-Assessment

Our Board conducts a self-assessment annually, which our CGNC reviews and discusses with the Board. In addition, each of the committees of the Board is expected to conduct periodic self-assessments.

Evaluating Nominees and Electing Directors

Evaluating Nominees

The CGNC evaluates director candidates based upon criteria established by the committee and applies the same evaluation process to all director nominees regardless of whether the nominee is recommended by a shareholder or by the Company. The criteria evaluated by the committee may include, among other things, the candidate's judgment, integrity, leadership ability, business experience, industry knowledge, public company experience, professional reputation, and ability to contribute to board member diversity (including, but not limited to gender, race, and ethnicity, as well as experience, geography, qualifications, attributes, and skills). The CGNC recognizes that diversity of the Board is an important part of its analysis as to whether the Board constitutes a body that possesses a variety of complementary skills and experiences. The committee also considers whether the candidate meets independence standards, is "financially literate" or a "financial expert" if appropriate for governance needs, is available to serve, and is not subject to any disqualifying factor. No single individual trait is given particular weight in the decision process.

Policy on Majority Voting

Although our Articles of Incorporation and Amended Regulations provide that director nominees who receive the greatest number of shareholder votes are automatically elected to the Board, our Board has adopted a policy on majority voting for the election of directors which is included in our Corporate Governance Principles. The majority voting policy requires nominees who receive a greater number of votes "withheld" from his or her election than votes "for" his or her election to tender his or her written resignation to the CGNC for consideration by the committee following the certification of the shareholder vote. This requirement applies only in an uncontested election of directors, which is an election in which the only nominees are persons nominated by the Board.

Upon its receipt of a resignation from a director who has not received the requisite shareholder vote, the CGNC will then consider the resignation and make a recommendation to the Board concerning whether to accept or reject such resignation. In making its recommendation to the Board, the committee will consider all factors deemed relevant by members of the committee, including the stated reason or reasons why shareholders who cast "withhold" votes for the director did so, the qualifications of the director (including, for example, whether the director serves on the Audit Committee of the Board as an "audit committee financial expert" and whether there are one or more other directors qualified, eligible, and available to serve on such committee in such capacity), and whether the director's resignation from the Board would be in the best interest of First Financial and its shareholders.

The CGNC also will consider a range of possible alternatives concerning the director’s tendered resignation, including acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the committee to have substantially resulted in the “withheld” votes. The Board will take formal action on the committee’s recommendation no later than 90 days following the certification of the shareholder vote. In considering the committee’s recommendation, the Board will consider the information, factors and alternatives raised by the committee and such additional information, factors and alternatives as the Board deems relevant. We will publicly disclose, in a Form 8-K filed with the SEC, the Board’s decision, together with an explanation of the process by which the Board made its decision and, if applicable, the Board’s reason or reasons for rejecting the tendered resignation within four business days after the Board makes its decision.

Nominating Procedures

The CGNC will consider director candidates recommended by shareholders in accordance with the procedures outlined in the Amended Regulations. In order to be recommended for a position on the Board by the committee, a proposed nominee must, at a minimum, (i) be able to comply with the Company’s Corporate Governance Principles, and (ii) through a combination of experience and education, have the skills necessary to make an effective contribution to the Board.

In connection with next year’s Annual Meeting of Shareholders, the CGNC will consider director nominees recommended by shareholders provided that notice of a proposed nomination is received by the Company no later than February 22, 2018, as provided in the Amended Regulations. Notice of a proposed nomination must include the information outlined in the Amended Regulations and should be sent to First Financial Bancorp, Attention: Shannon M. Kuhl, Corporate Secretary, 255 E. Fifth Street, Suite 2900, Cincinnati, OH 45202.

Director Education

We recognize the importance of our directors keeping current on Company and industry issues and their responsibilities as directors. All new directors attend orientation training soon after being elected to the Board. The Board also encourages attendance at continuing education programs for Board members, which may include internal strategy or topical meetings, third-party presentations, and externally-offered programs.

Share Ownership Guidelines

We require directors to own First Financial shares equal to at least three times the director's annual retainer, with a minimum of 4,000 shares, within three years of first becoming a director of the Company. All directors who have been non-employee directors for at least three years are in compliance with this requirement. We have also implemented stock ownership and retention guidelines for our named executive officers described further in the Executive Compensation portion of this proxy statement.

Succession Planning

In light of the critical importance of executive leadership to our success, we have instituted an annual succession planning process which is guided by the CGNC. The succession planning process addresses our chief executive officer position, the positions directly reporting to the chief executive officer, and senior-level managers enterprise-wide. Management regularly identifies high-potential executives for additional responsibilities, new positions, promotions, or similar assignments to expose them to diverse operations within the Company, with the goal of developing well-rounded and experienced senior leaders. The CGNC reports to the full Board on its findings and the Board deliberates in executive session on the CEO succession plan.

Board Meetings

During 2016, the Board held eight scheduled meetings. We believe it is important for our directors to participate in board and committee meetings. Directors who participate in fewer than 75% of scheduled board and committee meetings, or who do not attend the annual meeting of shareholders, unless excused by the Board, are subject to not being re-nominated to the Board. In 2016, all of the incumbent directors/nominees attended more than 75% of the scheduled meetings. All directors who were on the Board at the time attended the 2016 Annual Meeting of Shareholders.

The Board also held eight executive sessions in 2016 where only independent directors were present.

Board Committees

Our Board has established the following standing committees: Audit Committee, Capital Markets Committee, Compensation Committee, CGNC, and Risk and Compliance Committee. Each committee operates pursuant to a committee charter that is approved by the Board, which is the case for the CGNC Charter, or by the CGNC to whom the Board has delegated the authority to approve other committee charters. Each Board committee serves as a joint board committee of First Financial Bank in addition to being a Board committee of First Financial Bancorp.

The charters of the Audit, Compensation, Corporate Governance and Nominating, and Risk and Compliance Committees each comply with current Nasdaq Rules relating to charters and corporate governance. Each of these charters is available under the Corporate Governance portion of our investor relations website (at www.bankatfirst.com/investor).

Audit Committee

Members:

Peter E. Geier, Chair

David S. Barker

William J. Kramer (past Chair)

Maribeth S. Rahe

All members of the Audit Committee were determined to meet the independence and financial literacy standards of the Nasdaq Rules. Directors Kramer and Geier are "audit committee financial experts" for purposes of SEC regulations.

Committee Primary Responsibilities:

Monitor the integrity of the consolidated financial statements of the Company.

Monitor compliance with the Company's Code of Conduct and Code of Ethics for the CEO and Senior Financial Officers.

Evaluate and monitor the qualifications and independence of the Company's independent auditors.

Evaluate and monitor the performance of the Company's internal audit function and independent auditors, with respect to First Financial and its subsidiaries.

Number of Meetings in 2016: 9

Compensation Committee

Committee Primary Responsibilities:

Members:

William J. Kramer, Chair

J. Wickliffe Ach

David S. Barker

Peter E. Geier

Susan L. Knust (past Chair)

All members of the Compensation Committee were determined to meet the independence standards of the Nasdaq Rules.

Number of Meetings in 2016: 4

Determine and approve the compensation of the CEO and each executive officer of the Company.

Evaluate the performance of the Company's CEO for all elements of compensation and all other executive officers with respect to incentive goals and compensation.

Review and evaluate all equity and benefit plans of the Company.

Oversee the preparation of the compensation discussion and analysis and recommend to the full Board its inclusion in the annual proxy statement.

Annually review the incentive compensation arrangements to see that such arrangements do not encourage unnecessary and excessive risks that threaten the value of the Company.

Recommend to the Board compensation for non-employee directors.

Corporate Governance and Nominating Committee	**Committee Primary Responsibilities:**
Members: J. Wickliffe Ach, Chair Cynthia O. Booth Corinne R. Finnerty Susan L. Knust Richard E. Olszewski All members of the CGNC were determined to meet the independence standards of the Nasdaq Rules. **Number of Meetings in 2016: 3**	Develop and periodically review the effectiveness of the Company's Corporate Governance Principles. Monitor and protect the Board's independence. Consult with the Chairman of the Board concerning the appropriate Board committee structures and appointment of members to each committee of the Board. Establish procedures for the director nomination process and recommend nominees for election to the Board. Oversee the formal evaluation of the Board and all Board committees, including any formal assessment of individual directors. Review shareholder proposals and proposed responses. Promote the quality of directors through continuing education experiences. Annually delegate to the respective committees of the Board or to management, the authority and responsibility for reviewing and approving policies and procedures of the Board (including the board of directors of First Financial Bank) in connection with the Company's ERM program.
Risk and Compliance Committee	**Committee Primary Responsibilities:**
Members: Cynthia O. Booth, Chair Corinne R. Finnerty Jeffrey D. Meyer John T. Neighbours Richard E. Olszewski	Review with management the Company's procedures and techniques and approve policies to measure the Company's risk exposures and for identifying, evaluating and managing the significant risks to which the Company is exposed. Review with management the Company's policies, procedures, and practices involving compliance with applicable laws and regulations. Monitor the Company's risk management performance and obtain reasonable assurance that the Company's risk management policies for significant risks are being adhered to. Consider and provide advice to the Board on the risk impact of any strategic decision that the Board may be contemplating.

All members of the Risk and Compliance Committee were determined to meet the independence standards of the Nasdaq Rules.

Periodically examine the risk and compliance cultures of the Company.

Periodically set the risk appetite for the Company and monitor compliance with the risk appetite statement including development of risk tolerances, targets and limits.

Number of Meetings in 2016: 4

Capital Markets Committee

Members:

Maribeth S. Rahe, Chair

David S. Barker

William J. Kramer

Jeffrey D. Meyer

John T. Neighbours

Number of Meetings in 2016: 4

Committee Primary Responsibilities:

Monitor the management of the purchase, sale, exchange, and other disposition of the investments of the Company, including review of management reports concerning current equity debt security investment positions.

Monitor the investment activities of the Company to ensure compliance with external regulations and the Company's applicable policies including requirements relating to composition, diversification, credit risk, and yield.

Monitor the capital position of the Company and the capital management activities undertaken by the Company to ensure that capital levels are maintained in accordance with regulatory requirements and management directives.

Monitor and oversee interest rate risk, capital market activities, the investment portfolio, and capital planning of First Financial Bank.

2016 Board Compensation

Our Compensation Committee reviews the individual components and total amount of director compensation at least annually. The Compensation Committee will recommend changes in director compensation to the Board aided by its review of competitive pay data for non-employee directors of financial services companies in the Company's peer group (described in the Compensation Discussion and Analysis – Market Competitiveness section of this proxy statement). It may recommend changes to director compensation based on its analysis of this competitive data. The Compensation Committee uses the same peer group for this purpose as used by the committee to determine competitive pay for named executive officers listed in the Summary Compensation Table (see Compensation Discussion and Analysis). The Compensation Committee has retained Willis Towers Watson to act as the committee's independent compensation consultant. Our director compensation is designed to align the Board with our shareholders, and to attract, motivate, and retain high performing members critical to the Company's success.

In 2016, we provided the following compensation to our non-employee directors. Claude E. Davis, who is also an employee of the Company, did not receive any additional fees for serving on the Board and therefore has been omitted from the table. For a discussion of Mr. Davis's compensation, see "Executive Compensation."

Name	**Fees Earned or Paid in Cash [1, 2]** ($)	**Stock Awards [3]** ($)	**All Other Compensation [4]** ($)	**Total** ($)
J. Wickliffe Ach	50,250	27,500	1,015	78,765
David S. Barker	36,500	27,500	1,015	65,015
Cynthia O. Booth	39,750	27,500	1,015	68,265
Mark A. Collar[5]	13,834	0	1,015	14,849
Corinne R. Finnerty	31,250	27,500	1,015	59,765
Peter E. Geier	35,750	27,500	1,015	64,265
Murph Knapke	67,500	31,500	1,163	100,163
Susan L. Knust	41,250	27,500	1,015	69,765
William J. Kramer	48,750	27,500	1,015	77,265
Jeffrey D. Meyer	32,000	27,500	1,015	60,515
John T. Neighbours	32,000	27,500	612	60,112
Richard E. Olszewski	31,250	27,500	1,015	59,765
Maribeth S. Rahe	45,000	27,500	1,015	73,515

[1] Includes retainers, board and committee attendance fees and retainers for committee chairs for both First Financial Bancorp and First Financial Bank. The fees paid to non-employee directors for service on the Board and its committees are described under "Board/Committee Fees" and "Director Stock Plans."

[2] Pursuant to the Company's Director Fee Stock Plan, directors may elect to have all or any part of the annual retainer fee paid in common shares. See also "- Director Stock Fee Plan" below. This column includes fees used to purchase shares in the open market under such plan as follows:

Name	Amount of Fees Used to Purchase Common Shares ($)
J. Wickliffe Ach	6,500
David S. Barker	26,000
Cynthia O. Booth	15,600
Mark A. Collar	1,083
Corinne R. Finnerty	10,400
Peter E. Geier	4,875
Murph Knapke	13,000
Susan L. Knust	13,000
William J. Kramer	6,500
Jeffrey D. Meyer	26,000
John T. Neighbours	26,000
Richard E. Olszewski	17,401
Maribeth S. Rahe	26,000

[3] Total value is computed utilizing the grant date market value for restricted stock awards. See Note 17—Stock Options and Awards of the Company's Annual Report on Form 10-K for additional information on valuation methodology. Based on the closing price of First Financial's common shares as of the date of grant (May 24, 2016) of $19.58 per share, Directors Ach, Barker, Booth, Finnerty, Knapke, Knust, Neighbours, Olszewski and Rahe received 1,405 shares each. Director Knapke received an award of 1,405 shares and an additional 204 shares as the chairperson of the First Financial Bancorp Board of Directors. These shares vest on May 24, 2017. Dividends on unvested restricted stock are held in escrow and only paid upon vesting of the shares. See "Director Fee Stock Plan.

[4] Includes accrued dividends paid on restricted stock vesting in 2016.

[5] Retired from Board effective May 24, 2016.

Board/Committee Fees

Non-employee directors of the Company received annual retainers of $13,000 and received annual retainers of $13,000 as non-employee directors of First Financial Bank. The Chair and Vice Chair of the Board receive additional annual retainers of $40,000 and $7,500, respectively. The chairs of the Audit Committee, Capital Markets Committee, Compensation Committee, CGNC Committee and Risk and Compliance Committee receive additional $10,000 annual retainers. These committee chair retainers are to recognize the extensive time that is devoted to committee matters including meetings with management, auditors, attorneys and consultants, and preparing committee agendas. Director fees are paid quarterly.

Director Stock Plans

In 2009, First Financial's shareholders approved the 2009 Non-Employee Director Stock Plan and in 2012 approved amendments to the plan. In 2012, our shareholders also approved the First Financial Bancorp. 2012 Stock Plan to become available for share grants to the directors upon depletion of the shares held in the 2009 Non-Employee Director Stock Plan. The shares in the 2009 Non-Employee Director Stock Plan were depleted in May of 2016, and all shares granted after that time came from the 2012 Stock Plan.

In 2016, each non-employee director received $27,500 in value of restricted stock, or a prorated portion of this amount, which vests one year from the date of grant. The Chair of the Board received an additional $4,000 in value of restricted stock which also vests one year from the date of grant. All dividends on such restricted stock accrue and are paid at the time the restricted stock vests. Grants to non-employee directors are made on the date of the annual meeting based on the closing price of the Company's common shares that day unless a director takes office after an annual meeting, in which case such director receives a pro-rated number of restricted shares.

Stock Grants to Nominee Directors

In the event the twelve nominees currently serving as non-employee directors are re-elected to the Board, each of these directors will receive a grant of restricted stock having a market value of $27,500 from the Amended and Restated 2012 Stock Plan, if this Amended Plan is approved by the shareholders at the Annual Meeting. At March 27, 2017, the closing price of our common shares was $26.55 per share, which would equate to a grant of approximately 1,036 restricted shares each. The Chair of the Board will receive an additional $4,000 in value of restricted stock, or approximately 150 shares. All restricted stock grants will vest one year from the date of grant and all dividends on such restricted stock will accrue and be paid at the same time as the restricted stock vests.

Director Fee Stock Plan

Each year, directors are given the opportunity to have all or a portion of their board fees invested in the Company's common shares. Elections are made once a year. Shares are purchased on the open market by an independent broker dealer after the payment of the quarterly Board fees.

Reimbursement

Directors are entitled to reimbursement of their reasonable travel expenses for attending Board and committee meetings.

Review and Approval of Related Person Transactions

Each year, our directors and executive officers complete annual questionnaires designed to elicit information about potential related person transactions and transactions that may otherwise affect the independence of an independent director. The responses to these questionnaires are reviewed by the Chief Legal Officer and Corporate Secretary of the Company, and outside counsel if appropriate, to determine if there are related person transactions. Related person transactions will originally be submitted to the Audit Committee of the Board for approval as well as to the CGNC for its consideration when making independence determinations.

Pursuant to the Corporate Governance Principles, no director shall perform professional services for the Company or its affiliates in a manner that interferes with that director's independence under the Nasdaq Rules. This prohibition applies to services provided (1) directly by the director (or an immediate family member) or (2) where the director (or an immediate family member) is affiliated with the organization that provides the professional services to the Company. This prohibition does not apply to professional services that are provided by the director to clients of the Company (or its affiliates) where the Company (or its affiliates) has not given instruction that the service be provided by the director and the Company (or its affiliates) is not the party responsible for payment for the professional services. Professional services can be characterized as advisory in nature, generally involve access to sensitive company information or to strategic decision-making, and typically have a commission- or fee-based payment structure. Professional services may include services such as investment services, insurance services, accounting/auditing services, consulting services, marketing services, legal services, property management services, realtor services, lobbying services, executive search services, and IT consulting services.

First Financial Bank has, and expects to have in the future, banking relationships in the ordinary course of business with directors, executive officers, principal shareholders, and their affiliates on the same terms, including interest rates and collateral on loans, as those prevailing at the same time for comparable transactions with others. Normal, arms-length banking relationships entered into in the ordinary course of business, and consistent with applicable federal banking regulations, are not considered to interfere with a director's independence. Service specialization, rate concessions, fee concessions, or other service or product modifications may similarly be offered to directors and executive officers, and their affiliates, if the same would be offered to other similarly situated clients on a non-discriminatory basis in the ordinary course of business. Any loan or extension of credit to a director or officer, or their affiliate, will only be made in compliance with Federal Reserve Board Regulation O. To comply with Regulation O, any loan or extension of credit to an officer or director, or their affiliate, must (1) be made in the ordinary course of business, (2) be made on substantially the same terms, including interest and nature of collateral, as those prevailing at the time for comparable transactions with other persons, and (3) not involve more than the normal risk of collectability or present other unfavorable features. In addition, the Company or its subsidiaries from time to time may pay immaterial amounts for such items as event sponsorships and contributions to not-for-profit entities with which our directors have relationships and which payments are in furtherance of our Company's business interests.

During 2016, no related person transactions involving our directors or executive officers (or members of their immediate family) requiring disclosure in this proxy statement were identified nor are any such related person transaction currently proposed. In making the independence determinations for each of the directors, the Board took into consideration the following transactions and relationships involving members of the Board: the payment of rent to an entity in which a director has an ownership interest (with the lease agreements being entered into prior to 2016 following arms-length negotiations) and the payment of rent to an entity in which a director has an ownership interest for placement of an "ATM" machine. The Board concluded that these transactions were routine transactions and considered them to be immaterial and did not impact the independence of the relevant directors.

Policy Against Hedging Activities

Our Insider Trading Policy prohibits our directors, officers and associates from engaging in any hedging transactions with respect to First Financial shares, including prepaid variable forward contracts, equity swaps, collars and exchange funds, and trading in any derivative security relating to First Financial shares.

Communicating with the Board of Directors

Shareholders may send communications to the Company's Board or to individual directors by writing to:

Attn: Board of Directors (or name of individual director)

First Financial Bancorp

255 E. Fifth Street, Suite 2900

Cincinnati, OH 45202

Letters mailed to this address will be received by the director who serves as Chair of the Audit Committee or the director who serves as Chair of the CGNC, as alternate. A letter addressed to an individual director will be forwarded unopened to that director by the Chair of the Audit Committee.

Shareholders may also contact the Company's Corporate Secretary, Shannon M. Kuhl, at First Financial Bancorp, 255 E. Fifth Street, Suite 2900, Cincinnati, OH 45202.

Information regarding this process is also available within the Investor Relations section of our website at www.bankatfirst.com/investor under the "Corporate Governance" tab, by clicking on the link "Communicating with the Board of Directors."

Executive Compensation

EXECUTIVE COMPENSATION SPECIAL TABLE OF CONTENTS

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the CD&A below. Based on this review and these discussions, the Compensation Committee has recommended to the Board that the CD&A be included in this proxy statement and incorporated by reference in our Annual Report on Form 10-K for the year ended December 31, 2016 for filing with the SEC.

Members of the Compensation Committee

William J. Kramer, Chair
J. Wickliffe Ach
David S. Barker
Peter E. Geier
Susan L. Knust

Compensation Discussion and Analysis (CD&A)

This CD&A describes and explains the material elements of 2016 compensation for the executive officers named in the Summary Compensation Table (the "NEOs"). We also provide an overview of our executive compensation philosophy and our executive compensation program. In addition we explain how and why the Compensation Committee of our Board arrived at specific compensation policies and decisions involving the NEOs who are listed below:

Claude E. Davis, Chief Executive Officer (First Financial Bancorp and First Financial Bank)

John M. Gavigan, Chief Financial Officer (First Financial Bancorp and First Financial Bank)

C. Douglas Lefferson, Chief Credit Officer (First Financial Bank)

Anthony M. Stollings, President and Chief Operating Officer (First Financial Bancorp); President, Consumer Banking and Chief Operating Officer (First Financial Bank)

Richard S. Dennen, President, Commercial Finance (First Financial Bank)

You should read this section of the proxy statement when determining your vote on the compensation of our NEOs (see Proposal 4 – Non-Binding, Advisory Vote to Approve Executive Officer Compensation). This CD&A contains information that is important to your voting decision.

Introduction

First Financial celebrated the Company's 153rd anniversary and recorded its 105th consecutive quarter of profitability in 2016. Successfully operating as an independent, community bank for over 15 decades, with 26 years of consecutive quarterly profits evidences the stability, sustainability and adaptability of our Company through multiple economic cycles. The Company's financial performance remained strong in 2016 as discussed in the business highlights below. Please see *"Management's Discussion and Analysis of Financial Conditions and Results of Operations"* in our Annual Report on Form 10-K for a full discussion of the Company's performance.

2016 Business Highlights

Net income increased 17.9% to $88.5 million.

Total loans increased $369 million, or 6.8%, during the year.

Total deposits increased $346 million, or 5.6%, during the year.

Return on average assets was 1.07%, or 1.06% when adjusted for non-recurring items[1], which compares favorably to the KBW Regional Bank Index component company median of 1.00%.

Return on average equity of 10.48%, or 10.39% when adjusted for the non-recurring items[1], which also compares favorably to the peer median of 8.31%.[2]

Maintained strong capital position. Tangible Common Equity ratio of 7.96% and Common Equity Tier 1 Capital ratio of 10.46% compared to peer medians of 8.73% and 11.62%, respectively.[2]

Dividend yield of 2.25% as of December 31, 2016, which compares favorably to the peer median of 2.05%.

2016 Executive Compensation Highlights

Consistent with Company-wide merit practices, on March 8, 2016, the Compensation Committee approved increases to NEO base salaries that ranged from 2.4% to 9%.

There were no target incentive changes for NEOs except for Mr. Dennen whose short-term incentive target was reduced from 70%, a target that was established by Oak Street Funding prior to its acquisition by the Company, to 40% to reflect the addition of a long-term incentive plan target of 50% to his post-acquisition target compensation.

Consistent with past practice, annual awards under the Company's Long-Term Incentive Plan, or LTIP, were in the form of restricted stock grants. 2016 restricted stock grants to the NEOs included both time-based and performance-based vesting features. The time-based awards vest over a three year period. The performance-based awards vest after three years only upon the attainment of certain pre-determined performance measures concerning total shareholder return and return on assets relative to peers.

The Company's payout for 2016 under its Short-Term Incentive Plan, or STIP, was 124.2% of target for all NEOs except for Mr. Dennen who had 25% of his short-term incentive based on the Company's STIP and 75% based on net income performance of Oak Street Funding resulting in a payout of 128.5% of target. See "2016 STIP Design and Payout – 2016 STIP Performance Results."

Due to business needs requiring Mr. Davis to spend a significant amount of time in Indianapolis as well as in the Company's Cincinnati headquarters, a taxable housing and mileage allowance of $25,000 was approved for 2016 to compensate Mr. Davis as reimbursement for this travel as related travel expenses will no longer be considered deductible business travel expenses by the Company.

[1] Full year results included the following items not expected to recur: $2.6 million of pre-tax income from the redemption of a limited partnership investment and gains on sales of investment securities, as well as $1.2 million of pre-tax expenses primarily related to severance benefits and branch consolidation costs.

[2] KBW Regional Bank Index peer results through December 31, 2016.

Committee Actions for 2017

The Company's executive compensation program is reviewed annually to ensure the program continues to support the Company's compensation philosophy and strategic business objectives. During the most recent review, the Compensation Committee identified opportunities to more closely align the program with the Company's overall compensation philosophy and objectives. The following changes to the program were made for 2017:

Consistent with Company-wide merit practices, on March 7, 2017, the Compensation Committee approved increases to NEO base salaries that ranged from 0% to 3% except for Mr. Gavigan whose base salary increase was 22% to align pay with the market, performance and progression in the role of CFO since his promotion in December 2014.

There were no changes from 2016 to 2017 to the short- or long-term incentive target percentages for the NEOs except for Mr. Gavigan whose short- and long-term incentive targets were each increased from 30% to 40%.

A portion of long-term incentive awards to the NEOs and to certain other executives will continue to include a performance-based vesting feature.

Similar to 2016, the Company's 2017 STIP will be based on two equally weighted measures: return on assets versus the peer group and actual net income compared to the Company's 2017 budget. One hundred percent of each NEO's short-term incentive will be based on performance under this plan except for Mr. Dennen who will have 50% of his short-term incentive based on the Company's STIP and 50% based on the Commercial Finance Division's net income performance.

Business needs will again require Mr. Davis to spend a significant amount of time in Indianapolis as well as in the Company's Cincinnati headquarters in 2017. As a result, a taxable housing and mileage allowance of $25,000 was again approved for 2017 to compensate Mr. Davis as reimbursement for this travel. Related travel expenses will not be considered deductible business travel expenses by the Company.

Compensation Philosophy and Objectives

Our Compensation Committee has identified the following guiding principles to best support the overall objectives of the executive compensation program and our business strategy. Our executive compensation programs should:

Drive alignment between Company strategy, executive pay, and shareholder value creation

Create a clear line of sight between individual responsibilities and Company objectives

Provide transparency around corporate goals and objectives, measures, and performance outcomes

Incorporate simplicity, flexibility and discretion to reflect individual circumstances and changing business conditions/priorities

Pay for Performance

Align with market (peer) median for target performance and incorporate upside potential for top quartile performance

Differentiate pay based on performance, contribution, and value added

Attract, motivate, and retain key talent to deliver consistent long-term performance

Promote a competitive, balanced market-based total compensation package

Support internal equity through eligibility and target opportunities

Incorporate proper governance practices to prevent/mitigate inappropriate risk-taking by:

Encompassing a long-term focus with the ability to claw back compensation

Limiting upside potential via maximum payout ceilings

Including threshold requirement(s) before payout is made

Cross-functional plan design reviews and committee approval of final design and payouts

Elements and Mix of Compensation

To achieve the above-stated principles and objectives, the 2016 executive compensation program, as in prior years, consisted primarily of the following elements:

Base Salary. To competitively compensate for day-to-day contributions, skills, experience, and expertise.

Annual short-term incentive compensation. To motivate and share in the rewards of the current year's results.

Long-term equity incentive compensation. To motivate and share in the rewards of sustained long-term results and value creation consisting of both time- and performance-based restricted stock.

Non-performance based benefits. To provide for the security and protection of executives and their families, including:

Employment agreements and change in control and severance agreements;

Retirement and other benefits; and

Certain perquisites and other personal benefits.

The Compensation Committee takes a holistic approach to establishing the total compensation package for its executives and each element of compensation is interdependent on the other elements. Applying the Company's core values and drawing upon the principles and philosophy discussed above, the Compensation Committee utilizes these elements of compensation as building blocks to construct a complete compensation package for each executive that appropriately satisfies the core design criteria of pay for performance, alignment with shareholder interests, competitiveness, and compliance with all legal and regulatory guidelines.

The mix and the relative weighting of each compensation element reflect the competitive market and the Company's compensation philosophy. The mix of pay may be adjusted from time to time to best support our immediate or longer-term objectives, changes in executive responsibility, as well as internal consistency.

Target compensation for each NEO is a mix of cash and long-term incentives. A substantial portion of this mix is at risk and varies based on performance. The emphasis on compensation elements related to performance is specifically intended to affect the actual level of compensation realized versus target. If the Company performs well (based on internal objectives, as well as peer group comparison) and longer-term shareholder value increases, award levels are intended to be strong. If the Company underperforms, award levels and values will be negatively impacted.

Below is a chart that reflects the mix of each element of target compensation as well as compensation at risk as percentages of target total compensation as of December 31, 2016. Compensation at risk is comprised of short and long-term incentives. Approximately 63% of our CEO's and 46% of our other NEOs' target compensation in 2016 was subject to performance and/or vesting requirements.

	Base Salary	Annual Short-Term Incentive	Long-Term Incentive	% of Total Compensation at Risk
CEO	37%	22%	41%	63%
Other NEOs (Average)	54%	20%	26%	46%

The 2016 Compensation Decision-Making Process

Three parties play an important role in establishing compensation levels for the Company’s executive officers: (i) the Compensation Committee, (ii) senior management, and (iii) outside advisors. The sections that follow describe the role that each of these parties plays in the compensation-setting process, as well as other important factors that impact compensation decisions.

Role of the Compensation Committee. The Compensation Committee has the authority to:

Review and approve the composition of the peer group companies used to assess the Company’s pay practices, target pay opportunities, and establish performance goals and objectives;

Approve the executive compensation plan design and target structure, including setting targets for incentives using management’s internal business plan, industry and market conditions and other factors;

Review the performance and compensation of the CEO and other NEOs, as well as other senior officers;

Determine the amount of, and approve, each element of total compensation paid to the NEOs, and determine the general elements of total compensation for other senior officers;

Review all components of compensation (both target and actuals) for the CEO and the other NEOs, including base salary, bonus, and long-term incentives; and

Define potential payments to executive officers under various termination events, including retirement, termination for cause and not for cause, and upon a change in control.

In determining the amount of NEO compensation each year, the Compensation Committee reviews competitive market data from the banking industry as a whole and as well as peer group data. It makes specific compensation decisions and awards based on such information, along with Company performance, individual performance and other circumstances as appropriate.

At meetings in early 2016, the Compensation Committee reviewed and considered corporate and individual performance, changes in NEO responsibilities, data regarding peer practices, and other factors. In addition, the committee reviewed tally sheets prepared by management. The tally sheets provide a comprehensive view of the Company's payout to NEOs, including all components of compensation, benefits and perquisites. (See also "Tally Sheets").

At the annual meeting of shareholders in 2016, the Company's 2015 executive compensation program received overwhelming shareholder approval with 93.6% of shareholder votes cast in favor of the Company's "say on pay" resolution. The committee carefully considers the substantial support that shareholders have consistently conveyed for our executive compensation program. The committee has and will continue to consider the Company's "say-on-pay" vote results when making future compensation decisions.

Role of Executive Management in Compensation Decisions for NEOs

Throughout the year, the Compensation Committee meets with the CEO and other executive officers to solicit and obtain recommendations with respect to the Company's compensation programs and practices. The CEO makes recommendations to the Compensation Committee as to the appropriate base salaries, annual cash incentive opportunities, and stock awards for the NEOs other than himself. In making a recommendation for any executive officer who does not report directly to him, the CEO considers compensation recommendations made by the executive officer's manager.

The Company's Talent Management Department and other members of management assist the Compensation Committee in the administration of the Company's executive compensation program and the Company's overall benefits program. Members of the Talent Management Department periodically make available to the Compensation Committee information regarding the value of prior long-term incentive grants and participation in the Company's plans. This information includes: (i) accumulated gains, both realized and unrealized, under restricted stock, stock options, and other equity grants; (ii) the cost of providing each perquisite; (iii) projected payments under the Company's retirement plans; and (iv) aggregate amounts accumulated under nonqualified deferred compensation plans. Management helps prepare the information, including the tally sheets, used by the Compensation Committee in making its decisions.

Management also provides the Compensation Committee with information regarding potential payments to the Company's executive officers under various termination events, including both the dollar value of benefits that are enhanced as a result of the termination event and the total accumulated benefit, which is sometimes called the "walk-away" amount. Similar information is provided regarding the "Other Potential Post-Employment Payments" defined below.

In 2016, the CEO and Chief Talent Management Officer attended Compensation Committee meetings, but were not present at executive sessions when matters related to them were being decided. In addition, the Company's Total Rewards Director attends committee meetings and participates in executive sessions of the committee.

In approving compensation for 2016, the Compensation Committee considered the CEO's recommendations for the NEOs other than himself. The Compensation Committee, in consultation with Willis Towers Watson, made its own determinations regarding the compensation for the CEO, which were then ratified and approved by the Board.

Role of the Compensation Consultant

To assist in its efforts to meet the objectives outlined above in 2016, the Compensation Committee retained Willis Towers Watson to provide general executive compensation consulting services to the committee and to support management's need for advice and counsel. Pursuant to the Compensation Committee's charter, the Compensation Committee has the power to retain or terminate such consultant and engage other advisors.

The independent compensation consultant typically collaborates with management to obtain data, clarify information, and review preliminary recommendations prior to the time they are shared with the Compensation Committee. The consultant provides data regarding market practices and works with management to develop recommendations for changes to plan designs and policies consistent with the philosophies and objectives discussed earlier.

Fees billed by Willis Towers Watson in 2016 for advice and services provided to the Compensation Committee were $67,099.

During 2016, Willis Towers Watson also provided services to our Company relating to non-executive compensation, including ad hoc compensation projects, retirement and pension plan administration, health benefits and actuarial services and related disclosure requirements. Services provided to management and not the Compensation Committee were approved by management and not the Compensation Committee. Fees billed by Willis Towers Watson in 2016 for additional services provided were $214,497.

Upon consideration of factors pursuant to NASDAQ compensation committee independence rules, the committee has concluded that no conflict of interest exists that would prevent Willis Towers Watson from independently representing the committee. The committee's conclusion was based on the following factors:

Executive compensation consulting services provided to the Compensation Committee and other consulting services provided to management were performed by separate and distinct divisions of Willis Towers Watson;

The Compensation Committee's decision to engage Willis Towers Watson was independent of management's engagement of Willis Towers Watson;

Total fees paid in 2016 to Willis Towers Watson were not material in the context of total revenues disclosed in Willis Towers Watson's most recent annual report;

Willis Towers Watson has adopted and disclosed to the committee its executive compensation consulting protocols for client engagements and the committee believes these protocols provide reasonable indications that conflicts of interest will not arise;

Willis Towers Watson reports directly to the Compensation Committee Chair;

The Compensation Committee members and executive officers of the Company have no business or personal relationship with Willis Towers Watson; and

The Compensation Committee, in its discretion, determines whether to retain or terminate Willis Towers Watson.

Market Competitiveness

To ensure market competitiveness, Willis Towers Watson presents market pricing information from published surveys of financial services companies of approximately the same asset size. Information from surveys representative of the broader general industry population are utilized to provide appropriate compensation data for positions that are not specific to the financial services/banking industry.

Willis Towers Watson also provides a customized proxy analysis of similarly sized publicly-traded financial services/banking organizations designated as the Company's peer group. Companies have historically been included in the Company's peer group based on their relevance in terms of asset size (one-half to two times the asset size of the Company), business model, products, services and geographic location as compared to that of the Company, as well as those the committee deems to be high performing financial institutions. With data gathered from Willis Towers Watson and management, the committee conducts its annual peer group review to assess the continued relevance of the individual peers. As a result, for 2016, the Committee decided to remove three peers (Texas Capital Bancshares Inc., Columbia Banking System Inc., and Community Banking System Inc.) and add three peers whose geographic location were more aligned with that of the Company (F.N.B. Corp, Talmer Bancorp Inc. and Pinnacle Financial Partners). National Penn Bancshares Inc. was also removed from the peer group due to acquisition activity and was replaced with MainSource Financial Group.

The 2016 peer group consisted of the following 17 financial services companies:

1st Source Corp.	First Midwest Bancorp Inc.	Republic Bancorp Inc.
Chemical Financial Corp.	MB Financial Inc.	Talmer Bancorp Inc.
F.N.B Corp.	MainSource Financial Group	Trustmark Corporation
First Busey Corp.	Old National Bancorp	United Bancshares Inc.
First Commonwealth Financial	Park National Corporation	WesBanco Inc.
First Merchants Corp.	Pinnacle Financial Partners	

The market review assists the committee in making executive compensation decisions that are consistent with the stated philosophy and objectives for executive compensation, especially those of attracting, retaining, and motivating our executive officers and paying for performance. Willis Towers Watson also reviews competitive pay data for non-employee directors of companies in the peer group and advises the Compensation Committee on the market competitiveness paid to the Company’s non-employee directors.

Company Performance

Willis Towers Watson provides an annual pay for performance analysis using most recent proxy filings that compares the Company’s pay and performance versus the peer group. This analysis demonstrates pay and performance in various perspectives to facilitate a broad assessment of how pay relates to performance. The committee reviews and discusses this information typically in the latter half of the year and it serves as one of the other factors described herein that the committee considers when making pay decisions for the following year.

In determining payouts under the STIP, Company performance is also assessed across specific performance measures and a broader peer group (Component companies of the KBW Regional Bank Index) as described under "2016 Short-term Incentive Plan Design and Payout." We believe our approach of reviewing pay and performance from multiple perspectives enables well-informed pay decisions both in terms of setting appropriate targets and determining the overall payout levels.

Evaluation for Excessive Risk in Compensation Programs

The following outlines the method by which the Company reviews and evaluates compensation programs, policies and procedures to prevent unnecessary and excessive risks that could threaten the value of the Company:

The Compensation Committee discusses annually the governance structure and management practices to effectively monitor and manage risks in compensation programs, policies and procedures;

To further mitigate risk, the Committee has responsibility for the design and evaluation of all executive compensation programs including broad-based Short-term and Long-Term Incentive Plans; and

The Committee has responsibility to review and ratify the Company's non-executive incentive compensation plans. The Committee's review of incentive compensation plans is supported by management processes aligned with the Guidance on Sound Incentive Compensation Policies adopted by banking regulators in 2010. Incorporated into the management processes is a review, including a risk evaluation, of the components of the Company's incentive plans by talent management, finance, and risk management personnel.

In light of the above reviews, the Company and the Compensation Committee have not identified any risks arising from the Company's compensation programs, policies, and practices for the Company's NEOs, or in general our associates, that are reasonably likely to have a material adverse effect on the Company. It is both the committee's and management's intent to continue to evolve our processes going forward by monitoring regulations and best practices for sound incentive compensation.

Tally Sheets

When making executive compensation decisions, the Compensation Committee reviews tally sheets showing, for each executive officer: (i) targeted value of base pay, annual incentive bonus and equity grants for the current year and each of the past several years; (ii) actual realized value for each of the past several years (the sum of cash received, gains realized from equity awards, and the value of perquisites and other benefits); (iii) the amount of unrealized value from prior equity grants and accumulated deferred compensation; and (iv) the amount the executive could realize upon a change in control or any severance arrangement. Although tally sheets do not drive individual executive compensation decisions, the Compensation Committee uses tally sheets for several purposes. First, it uses tally sheets as a reference so that committee members understand the total compensation being delivered to executives each year and over a multi-year period. Second, tally sheets enable the Compensation Committee to validate its strategy of paying a substantial portion of executive compensation in the form of equity by showing amounts realized and unrealized by executives from prior equity grants. In some cases, the Compensation Committee's review of tally sheets may lead to changes in the NEO's benefits and perquisites.

Use of Discretion and Other Factors in Pay Decisions

The exercise of discretion by the Compensation Committee in determining the various elements of compensation is an important feature of the Company's compensation philosophy. Because the Company has always taken a long-term view, we use judgment and discretion rather than relying solely on formulaic results and we do not reward executives for taking outsized risks that produce short-term results. Therefore, the Company believes it is important that the Compensation Committee have sufficient flexibility to respond to: (i) the Company's unique circumstances; (ii) prevailing market trends; (iii) the rapidly evolving financial and regulatory environment in which the Company operates; (iv) the Company's use of cross-functioning of executive assignments and cross-training as a matter of executive development and succession planning; and (v) risk management objectives. The Company also believes it is in the best interest of the Company and its shareholders that the Compensation Committee have sufficient discretion to recognize and reward extraordinary individual performance in non-financial areas that may or may not directly affect the Company's achievement of specific financial metrics for a particular year, but are nevertheless important to long-range growth and the enhancement of shareholder value.

Summary Compensation Table

The table below sets forth the annual and long-term compensation of our (i) CEO, (ii) our Chief Financial Officer, (iii) and the three most highly compensated executive officers, other than the CEO and the Chief Financial Officer, who were serving as executive officers at the end of 2016.

Year	**Salary[1]**	**Bonus[2]**	**Stock Awards[3]**	**Non-Equity Incentive Plan Compensation[4]**	**Change in Pension Value and Non-qualified Deferred Compensation Earnings[5,6]**	**All Other Compensation[7]**	Total
Claude E. Davis, Chief Executive Officer							
2016	$750,889	$ 0	$938,769	$ 450,689	$ 143,332	$ 119,392	$2,403,071
2015	$756,370	$ 0	$805,532	$ 453,822	$ 78,509	$ 87,550	$2,181,783
2014	$706,967	$ 0	$889,859	$ 424,180	$ 113,550	$ 105,815	$2,240,371
John M. Gavigan,[8] Senior Vice Pres., Chief Financial Officer							
2016	$242,135	$ 0	$91,202	$ 72,712	$ 15,536	$ 5,647	$427,232
2015	$235,906	$ 0	$67,524	$ 70,772	$ 17,264	$ 5,109	$396,575
2014	$165,169	$ 0	$41,614	$ 32,670	$ 9,884	$ 4,436	$253,773
C. Douglas Lefferson, Chief Credit Officer							
2016	$378,615	$ 0	$302,694	$ 151,489	$ 95,691	$ 23,068	$951,557
2015	$383,347	$ 0	$259,709	$ 153,339	$ 16,354	$ 30,048	$842,797
2014	$358,889	$ 0	$252,722	$ 141,976	$ 183,714	$ 32,288	$969,589
Anthony M. Stollings, President, Consumer Banking and Chief Operating Officer							
2016	$385,385	$ 0	$232,358	$ 154,295	$ 34,585	$ 21,323	$827,946
2015	$368,075	$ 50	$180,018	$ 147,230	$ 31,474	$ 21,383	$748,230
2014	$328,071	$ 0	$165,026	$ 129,785	$ 24,272	$ 18,975	$666,129
Richard S. Dennen[9], President, Commercial Finance							
2016	$388,462	$ 0	$239,402	$ 155,432	$ 24,361	$ 11,585	$819,242
2015	$146,154	$ 0	$1,444,500	$ 99,750	$ 0	$ 67,222	$1,757,626

[1] The dollar value of base salary earned during the fiscal year.

[2] The dollar value of bonus (cash and non-cash) earned during the fiscal year. For 2015, Mr. Stollings bonus represents a referral incentive.

[3] Includes long-term restricted stock incentive amounts both time- and performance-based awarded during the year shown. In 2014 for Mr. Davis only, also includes portion of short-term incentive payout above 100% that was awarded in immediately vested restricted stock with a three year holding period. In 2016 for Messrs. Davis, Gavigan, Lefferson, Stollings and Dennen, also includes portion of short-term incentive payout above 100% that was awarded in immediately vested restricted stock with a three year holding period. Our accounting for employee stock-based incentives granted during the years ended December 31, 2016, 2015, and 2014, in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) topic 718, Stock Compensation is described in Note 18—Stock Options and Awards” to the Company’s consolidated financial statements in the 2016 Annual Report at page 55 (generally multiplying the number of restricted shares granted by the NASDAQ closing price per share on the grant date). These amounts do not reflect the actual value that may be realized by the NEOs. Depending on our stock performance, the actual value may be more or less than the amount shown or zero. For actual value received in 2016 for awards granted in previous years, see the table “Options Exercised and Stock Vested” in this proxy. See also “Outstanding Equity Awards at Fiscal Year End.”

[4] The dollar value of all earnings for services performed during the fiscal year pursuant to awards under non-equity incentive plans (Short-Term Incentive Plan). In 2014 for Mr. Davis only and in 2016 for all NEOs, the amount above 100% of target was paid in immediately vested restricted stock with a three-year holding period and is reported in the Stock Awards column.

[5] The amounts in this column represent the annual net increase in the present value of accumulated benefits under the SERP and the Pension Plan for the years ended December 31, 2016, 2015, and 2014 (the measurement date for reporting purposes of these plans in the Company's Annual Report on Form 10-K) with respect to our NEOs. No NEO participated in a plan with above-market earnings. Effective January 1, 2014, the annual Pension Benefits allocation for all employees, including Named Executive Officers and other executives, was reduced from 9% to 5% of eligible earnings. The present values of accumulated benefits under the SERP and Pension Plan were determined using assumptions consistent with those used for reporting purposes of these plans in the Company's Annual Report on Form 10-K for each year, with no reduction for mortality risk before age 65. See also the "Pension Benefits Table" and related narrative for a detailed explanation of the terms of the Pension Plan and SERP.

[6] For Mr. Davis only, 2016 amounts provided include nonqualified deferred compensation earnings of $21,250 and Supplemental Savings Plan earnings of $26,869. For 2015, Mr. Davis' nonqualified deferred compensation earnings were $2,395 and earnings under the Supplemental Savings Plan were a negative $1,392 and is included as $0 for purposes of the Summary Compensation Table. In 2014, Mr. Davis' earnings were $8,247 and $14,996 for the Nonqualified Deferred Compensation and Supplemental Savings Plan respectively. Please refer to the Nonqualified Deferred Compensation Earnings table and related narrative for a detailed explanation of these items.

[7] All other compensation for the year that could not properly be reported in any other column. The specific elements are discussed below. The "Other" category includes (where applicable): taxable benefits for health savings accounts, long-term disability gross-up, and company paid benefits.

[8] Mr. Gavigan became Chief Financial Officer effective December 1, 2014. He received a base salary increase on March 13, 2015 that was retroactive to the date of his appointment as Chief Financial Officer. Of the amount shown for him for 2015, $5,184 was retroactive pay for 2014. Amounts reported in this table for 2014 also include compensation paid to Mr. Gavigan prior to being named Chief Financial Officer.

[9] Mr. Dennen joined First Financial as a result of the acquisition of Oak Street Funding by First Financial Bank. Amounts reported in this table for 2015 include compensation paid to Mr. Dennen since the close of the acquisition on August 14, 2015.

	Imputed Income Life Insurance	Accrued Dividends Paid on Vested Restricted Stock	Other	Total
2016				
Davis[1]	$ 8,912	$ 66,779	$43,701	$119,392

Gavigan	$ 470	$ 3,091	$2,086	$5,647
Lefferson	$ 2,757	$ 18,005	$2,306	$23,068
Stollings	$ 7,489	$ 11,083	$2,751	$21,323
Dennen	$ 1,560	$ 7,999	$2,026	$11,585
2015				
Davis[1]	$ 7,562	$ 64,473	$15,515	$87,550
Gavigan	$ 408	$ 3,175	$1,526	$5,109
Lefferson	$ 2,442	$ 25,908	$1,698	$30,048
Stollings	$ 6,202	$ 13,573	$1,608	$21,383
Dennen[2]	$ 270	$ 0	$66,952	$67,222
2014				
Davis[1]	$ 6,300	$ 87,490	$12,025	$105,815
Gavigan	$ 303	$ 3,133	$1,000	$4,436
Lefferson	$ 2,127	$ 28,486	$1,675	$32,288
Stollings	$ 4,774	$ 12,598	$1,603	$18,975

[1] For 2016, amount includes $16,370 in organizational dues and memberships, a $500 Company-provided health savings account contribution, $594 for additional parking benefit, $1,237 for the executive long-term disability benefit (including a tax gross-up), and a taxable housing and mileage allowance of $25,000 to compensate Mr. Davis for business-related travel which will not be considered deductible business travel expenses by the Company. For 2015, amount includes $10,410 in organizational dues and memberships, a $500 Company-provided health savings account contribution, $3,406 for a taxable housing allowance, $598 for additional parking benefit and $601 for the executive long-term disability benefit (including a tax gross-up). For 2014, amount includes $10,190 in organizational dues and memberships, $1,000 Company-provided health savings account contribution, and $835 for the executive long-term disability benefit (including a tax gross-up).

[2] Amount in “Other” includes $66,952 paid to Mr. Dennen under the Oak Street Funding LLC Nonqualified Deferred Compensation Plan that was terminated on August 13, 2015 in connection with the acquisition of Oak Street by First Financial Bank.

Executive Compensation

2016 Compensation Decisions for Named Executives

Annual Base Salary Decisions. Base salaries for our NEOs reflect their role and value to the Company. Base salaries are reviewed annually and adjusted as appropriate to reflect each NEO's performance, contribution, and experience as well as relative position to the market and each other. Base salary levels are a foundational component of compensation since several elements of compensation are linked to this core element (e.g., cash and stock incentives). At lower executive levels, base salaries represent the largest portion of total compensation, but at senior executive levels such fixed compensation is progressively replaced by compensation that is "at risk" and that varies based on performance outcomes.

The Compensation Committee sets base salaries for NEOs by utilizing published survey data that is position specific at or near the median of the estimated base salaries. In addition, the committee, to the extent available, will supplement the survey data with proxy information on base salaries paid by the peer group to executive officers with comparable positions. The committee will also allow for recognition of each executive's role, contribution, performance and experience. The Compensation Committee annually reviews base salaries and has increased them as necessary to address competitive increases or to reflect increases in a particular NEO's responsibilities. In March 2016, consistent with Company-wide merit practices, base salary increases for the NEOs were approximately 2.4% -3% for all NEOs except for Mr. Gavigan and Mr. Stollings, who received base salary increases of approximately 9% and 8.3% respectively.

Target Compensation Structure Changes. Target compensation levels for our NEOs are set at the beginning of each fiscal year by the Compensation Committee taking into consideration such factors as the board-approved compensation philosophy, program objectives, relevant market data, individual performance and the scope and responsibility of each individual. In general, pay opportunities are targeted at market median levels, with actual compensation realized being higher or lower as determined by overall performance of the Company.

On March 8, 2016, the Compensation Committee established 2016 target compensation levels for its senior executives, including the NEOs. Short- and long-term incentive targets remained unchanged from 2015 except for Mr. Dennen who transitioned from the Oak Street Funding incentive structure at the end of 2015 to the Company's incentive compensation target structure. As a result, his short-term incentive target was reduced from 70% to 40% and his long-term incentive target was established at 50% to align with the Company's 2016 target compensation structure.

The Compensation Committee believes the 2016 target compensation decisions provided reasonable target pay opportunities in relation to pay offered for comparable positions by financial services companies included in our peer group.

2016 STIP Design and Payout

Overview. Short-term incentives serve as a key mechanism to vary pay levels according to Company-wide short-term performance, thereby linking executive financial rewards to value delivered to our shareholders. Such incentives are earned and paid annually but only after established threshold corporate performance levels are achieved. To underscore the importance of creating value for our shareholders, payouts under the Company's STIP are based entirely on corporate, rather than individual, performance. This approach also suggests that the collective individual performance will result in improved business performance and favorably impact shareholder value.

Targets. As mentioned above, target annual short-term incentive opportunities are established by the Compensation Committee early in the year and are intended to approximate market median levels for similarly-positioned roles. Target award opportunities are expressed as a percentage of actual base salary paid for the performance year for all participants (minimum of 3%). Actual awards may range from 0% to a maximum of 200% of the target award opportunity based on financial, risk management, and other considerations. The NEO target levels were as follows for the 2016 plan year:

	2016 Target STIP % of Base	**2016 Target Payout @ 100% Target[1]**
Claude E. Davis	60%	$452,561
John M. Gavigan	30%	$73,575
C. Douglas Lefferson	40%	$152,000
Anthony M. Stollings	40%	$156,000
Richard S. Dennen	40%	$156,000

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[1] 100% target payout amounts shown are based on salary effective as of 12/31/2016. Actual payout values are derived from base pay earned throughout 2016 rather than the base salary in effect on 12/31/2016.

Performance Measures. Performance measures and their relative weightings are selected and approved by the Compensation Committee based on their relevance as key, balanced measures that drive shareholder value creation and align with the Company's internal, board-approved business plan. Performance is measured over a 12-month period for all participants (including the NEOs). For 2016, the Compensation Committee set the following parameters:

Financial and Operating Performance Measures (equally weighted):

Return on assets (ROA) relative to peers:

The Company's ROA performance for the year is compared against peers in the KBW Regional Bank Index. This index is made up of approximately 50 regional banks (excluding the Company, which is a component company of the index) located throughout the country that are generally within an asset and market capitalization range comparable to the Company. This peer group is broader than the peer group established for compensation competitive assessment purposes as previously described.

Net income goal attainment:

The Company's actual net income achieved at the end of the year is compared to the net income target established by the Company for the year.

Enterprise Risk Management Performance. This category applies only to senior management (including NEOs) participants. Performance and results against ERM objectives are assessed to determine whether the payout factor as calculated for financial performance should be adjusted downward. A risk management performance modifier is available to the Compensation Committee as a discretionary tool to make a downward adjustment to the payout in the event of a material risk management failure or a material error that results in financial restatement. The committee did not identify any risk management failures or financial errors that would indicate a reduction in the payout level for the 2016 STIP was warranted.

Other Considerations. The Compensation Committee may use discretion to adjust the formulaically calculated payout for performance in non-financial areas that may or may not directly affect the Company's achievement of specific financial metrics for a particular year, but are nevertheless important to the enhancement of shareholder value.

Payout Calculation.

ROA performance must be equal to or greater than the 25th percentile of the peer group to generate a payout for the ROA component. The actual ROA component payout is interpolated with a maximum payout of 200% of the target award opportunity for performance at or above the top quartile (75th percentile) of the peer group.

A threshold portion of the net income goal (82%) must be achieved in order to generate a payout under this component. The actual net income component payout is interpolated with a maximum payout of 200% of the target award opportunity for exceeding the net income goal by 16%.

In total and for each participant, the STIP payout may not exceed 200% of the target award opportunity.

Earnings per diluted common share greater than $0 must be achieved before any payout will be made under the STIP.

Payout Method. Incentive payments under the STIP are paid in cash to eligible participants with the exception of payouts above 100% of target to senior executive officers (including NEOs) which are delivered in stock that is subject to a three-year holding period.

2016 STIP Performance Results

Payout for NEOs. As mentioned earlier, the Compensation Committee approved a payout under the Company's STIP for 2016 of 124.2% of the target opportunity for all NEOs except for Mr. Dennen who had 25% of his short-term incentive based on the Company's STIP and 75% based on net income performance of Oak Street Funding resulting in a payout of 128.5% of target.

The Company's final 2016 results for each STIP component are set forth below.

2016 STIP Results

	FFBC Results (%)	Peer Median (%)	FFBC Percentile Rank versus Peers	Payout Multiple (%)	Approved Payout
Return on Assets versus Peers[1]	1.08	.98	57	121.0	124.2% of Target
Net Income Percent of Goal Attainment	103	N/A	N/A	127.3	