

FIRST FINANCIAL BANCORP /OH/  
Form 8-K  
July 24, 2012

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 24, 2012

FIRST FINANCIAL BANCORP.  
(Exact name of registrant as specified in its charter)

Ohio  
(State or other jurisdiction of  
incorporation or organization)

31-1042001  
(I.R.S. employer  
identification number)

Commission file number: 000-12379

255 East Fifth Street, Suite 700, Cincinnati, Ohio 45202  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (877) 322-9530

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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## Item 2.02 Results of Operations and Financial Condition.

On July 24, 2012, First Financial Bancorp. issued its earnings press release that included the results of operations and financial condition for the first six months and second quarter of 2012. A copy of the earnings press release is attached as Exhibit 99.1.

The earnings press release includes some financial measures outside of generally accepted accounting principles (GAAP), referred to as non-GAAP financial measures. The first non-GAAP financial measure, Net interest margin (fully tax equivalent), appears in the table entitled “Consolidated Financial Highlights” under the section “Key Financial Ratios.” It also appears in the table entitled “Consolidated Quarterly Statements of Income” under “Additional Data.” The second non-GAAP financial measure, Net interest income-tax equivalent, appears in the tables entitled “Additional Data” at the bottom of the “Consolidated Quarterly Statements of Income” page. The tax equivalent adjustment to net interest income recognizes the income tax savings when comparing taxable and tax-exempt assets and assumes a 35% tax rate. Management believes that it is a standard practice in the banking industry to present net interest margin and net interest income on a fully tax equivalent basis. Therefore, management believes these measures provide useful information to investors by allowing them to make peer comparisons. Management also uses these measures to make peer comparisons.

Below is a table showing “net interest income” calculated and presented in accordance with GAAP and the adjustments made to arrive at the non-GAAP financial measure “net interest income - tax equivalent.” The table also shows “net interest margin” calculated and presented in accordance with GAAP and the method used to arrive at the non-GAAP financial measure “net interest margin (fully tax equivalent).”

	Three Months Ended					Six Months Ended		
	June 30,	Mar. 31,	Dec. 31,	Sep. 30,	June 30,	June 30,		
(Dollars in thousands)	2012	2012	2011	2011	2011	2012	2011	
Net interest income	\$64,830	\$66,689	\$65,476	\$65,218	\$65,867	\$131,519	\$133,202	
Tax equivalent adjustment	216	218	265	236	240	434	478	
Net interest income - tax equivalent	\$65,046	\$66,907	\$65,741	\$65,454	\$66,107	\$131,953	\$133,680	
Average earning assets	\$5,813,267	\$5,950,151	\$6,014,136	\$5,687,036	\$5,733,604	\$5,881,709	\$5,752,807	
Net interest margin*	4.49	%4.51	%4.32	%4.55	%4.61	%4.50	%4.67	%
Net interest margin (fully tax equivalent)*	4.50	%4.52	%4.34	%4.57	%4.62	%4.51	%4.69	%

\* Margins are calculated using net interest income annualized divided by average earning assets.

The earnings press release also includes some non-GAAP ratios in the “Consolidated Financial Highlights” page. These ratios are: (1) Return on average tangible shareholders' equity; (2) Ending tangible shareholders' equity as a percent of ending tangible assets; (3) Ending tangible shareholders' equity as a percent of risk-weighted assets; (4) Average tangible shareholders' equity as a percent of average tangible assets; and (5) Tangible book value per share. The Ending tangible shareholders' equity as a percent of ending tangible assets and Average tangible shareholders' equity as a percent of average tangible assets are also shown in the “Regulatory Capital” section of the “Capital Adequacy” page in the earnings release. The following table provides a reconciliation of these ratios to the corresponding GAAP components. The Company considers these critical metrics with which to analyze banks. The ratios have been included in the earnings press release to facilitate a better understanding of the Company's capital structure and financial condition.

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	Three Months Ended				Six Months Ended			
	June 30, 2012	Mar. 31, 2012	Dec. 31, 2011	Sep. 30, 2011	June 30, 2011	June 30, 2012	2011	
	(Dollars in thousands, except per share data)							
Net income (a)	\$17,802	\$16,994	\$17,941	\$15,618	\$15,973	\$34,796	\$33,180	
Average total shareholders' equity	\$717,111	\$706,547	\$719,964	\$725,809	\$707,750	\$711,829	\$701,441	
Less:								
Goodwill	(95,050 )	(95,050 )	(95,050 )	(68,922 )	(51,820 )	(95,050 )	(51,820 )	
Intangible assets	(9,195 )	(10,193 )	(10,844 )	(8,436 )	(4,847 )	(9,195 )	(4,847 )	
Average tangible equity (b)	612,866	601,304	614,070	648,451	651,083	607,584	644,774	
Total shareholders' equity	716,788	714,693	712,221	727,132	721,762	716,788	721,762	
Less:								
Goodwill	(95,050 )	(95,050 )	(95,050 )	(68,922 )	(51,820 )	(95,050 )	(51,820 )	
Intangible assets	(9,195 )	(10,193 )	(10,844 )	(8,436 )	(4,847 )	(9,195 )	(4,847 )	
Ending tangible equity (c)	612,543	609,450	606,327	649,774	665,095	612,543	665,095	
Total assets	6,282,677	6,416,568	6,671,511	6,337,729	6,041,607	6,282,677	6,041,607	
Less:								
Goodwill	(95,050 )	(95,050 )	(95,050 )	(68,922 )	(51,820 )	(95,050 )	(51,820 )	
Intangible assets	(9,195 )	(10,193 )	(10,844 )	(8,436 )	(4,847 )	(9,195 )	(4,847 )	
Ending tangible assets (d)	6,178,432	6,311,325	6,565,617	6,260,371	5,984,940	6,178,432	5,984,940	
Risk-weighted assets (e)	3,737,920	3,711,053	3,645,403	3,518,026	3,384,115	3,737,920	3,384,115	
Total average assets	6,334,973	6,478,931	6,515,756	6,136,815	6,219,754	6,406,952	6,242,952	
Less:								
Goodwill	(95,050 )	(95,050 )	(95,050 )	(68,922 )	(51,820 )	(95,050 )	(51,820 )	
Intangible assets	(9,195 )	(10,193 )	(10,844 )	(8,436 )	(4,847 )	(9,195 )	(4,847 )	
Average tangible assets (f)	6,230,728	6,373,688	6,409,862	6,059,457	6,163,087	6,302,707	6,186,285	
Ending common shares outstanding (g)	58,513,393	58,539,458	58,267,054	58,256,136	58,259,440	58,513,393	58,259,440	
Ratios								
Return on average tangible shareholders' equity (a)/(b)	11.68	% 11.37	% 11.59	% 9.56	% 9.84	% 11.52	% 10.38	%
Ending tangible shareholders' equity as a percent of:								
Ending tangible assets (c)/(d)	9.91	% 9.66	% 9.23	% 10.38	% 11.11	% 9.91	% 11.11	%
Risk-weighted assets (b)/(e)	16.39	% 16.42	% 16.63	% 18.47	% 19.65	% 16.39	% 19.65	%
Average tangible shareholders' equity of average tangible assets (b)/(f)	9.84	% 9.43	% 9.58	% 10.70	% 10.56	% 9.64	% 10.42	%
Tangible book value per share (c)/(g)	\$10.47	\$10.41	\$10.41	\$11.15	\$11.42	\$10.47	\$11.42	

First Financial Bancorp also provided electronic presentation slides on its web site used in connection with the earnings conference call. A copy of the electronic presentation slides is included in this Report as Exhibit 99.2.

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Item 9.01 Exhibits.

(d) Exhibits:

The following exhibits shall not be deemed to be “filed” for purposes of the Securities Act.

99.1 First Financial Bancorp. Press Release dated July 24, 2012 - Furnished.

99.2 First Financial Bancorp. July 25, 2012 Earnings Call slides - Furnished.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIRST FINANCIAL BANCORP.

By: /s/ J. Franklin Hall  
J. Franklin Hall  
Executive Vice President, Chief Financial Officer  
and Chief Operating Officer

Date: July 24, 2012

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