FIRST FINANCIAL BANCORP /OH/ Form 8-K August 03, 2009

# 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): August 3, 2009

#### FIRST FINANCIAL BANCORP.

(Exact name of registrant as specified in its charter)

Ohio (State or other jurisdiction of incorporation)	0-12379 (Commission File Number)	31-1042001 (IRS Employer Identification No.)
4000 Smith Road		
Cincinnati, Ohio		45209
(Address of principal executive		(Zip Code)
offices)		_

Registrant's telephone number, including area code: (513) 979-5837

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))

Form 8-K First Financial Bancorp.

Item 2.02 Results of Operations and Financial Condition.

On August 3, 2009, First Financial Bancorp. issued its earnings press release that included the results of operations and financial condition for the second quarter of 2009. A copy of the earnings press release is attached as Exhibit 99.1.

On August 4, 2009, First Financial Bancorp. will hold an earnings call to discuss the results of operations and financial condition for the second quarter of 2009. Copies of the slide presentations that will be used in the call are attached as Exhibits 99.2 and 99.3.

First Financial Bancorp. does not intend for this Item 2.02 or Exhibits 99.1, 99.2 or 99.3 to be treated as "filed" for purposes of the Securities Exchange Act of 1934, as amended, or incorporated by reference into its filings under the Securities Act of 1933, as amended.

The earnings press release includes some 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 two tables entitled "Consolidated Quarterly Statements of Income", as well as the "Consolidated Statements of Income" under "Additional Data". The second non-GAAP measure appears in the tables entitled "Additional Data" at the bottom of the two "Consolidated Quarterly Statements of Income" pages and the "Consolidated 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				
	Ju	ne 30,	1	Mar. 31,		Dec. 31,		Sep. 30,		June 30,		June	30,	),	
	2	2009		2009		2008		2008		2008		2009		2008	
						(Dollars in	tho	usands)							
Net interest															
income	\$	31,211	\$	30,928	\$	30,129	\$	29,410	\$	28,414	\$	62,139	\$	56,663	
Tax equivalent															
adjustment		307		363		360		424		510		670		1,024	
Net interest income - tax															
equivalent	\$	31,518	\$	31,291	\$	30,489	\$	29,834	\$	28,924	\$	62,809	\$	57,687	
_															
Average															
earning assets	3,	475,182		3,475,354		3,267,525		3,180,290	3,074,885		3,475,267		3	3,041,235	
-															
		3.60%		3.61%		3.67%		3.68%		3.72%		3.62%		3.75%	

Net interest							
margin*							
Net interest							
margin (fully							
tax							
equivalent)*	3.64%	3.65%	3.71%	3.73%	3.78%	3.65%	3.81%

<sup>\*</sup> 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 common shareholders' equity; (2) Ending tangible common equity as a percent of ending tangible assets; (3) Ending tangible common equity as a percent of risk-weighted assets; (4) Average tangible common equity as a percent of average tangible assets; and (5) Tangible book value per common share. The Ending tangible common equity as a percent of ending tangible assets and Average tangible common 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 GAAP. 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.

	June 30,		Three Months Ended Mar. 31, Dec. 31, Sep. 30,					June 30,		Six Months Ended June 30,			
	2009		2009	2008 2008 2008 2009  Pollars in thousands, except per share data)								2008	
Net income available to common shareholders (a)	\$ 45	0 \$	,	\$	2,084	\$	5,732	\$ 7,808	\$	5,607	\$	15,146	
Average total shareholders' equity Less:	\$ 379,94	4 \$	350,857	\$	286,582	\$	276,594	\$ 278,803	\$	365,480	\$	277,809	
Average Preferred stock Goodwill	(78,12 (28,26		(78,038) (28,261)		(7,805) (28,261)		- (28,261)	- (28,261)		(78,082) (28,261)		- (28,261)	
Intangible assets	(46	5)	(500)		(1,002)		(872)	(641)		(465)		(641)	
Average tangible common equity (b)	273,09	2	244,058		249,514		247,461	249,901		258,672		248,907	
Total shareholders' equity	446,63	6	353,760		348,327		277,220	275,290		446,636		275,290	
Less: Preferred stock Goodwill	(78,17 (28,26		(78,075) (28,261)		(78,019) (28,261)		(28,261)	(28,261)		(78,173) (28,261)		(28,261)	
Intangible assets Tangible common	(46	5)	(500)		(1,002)		(872)	(641)		(465)		(641)	
equity (c)	339,73	7	246,924		241,045		248,087	246,388		339,737		246,388	
Total assets	3,783,35	3	3,809,196		3,699,142		3,511,676	3,459,962		3,783,353		3,459,962	

Cookwill   C28.261   C28	Less:							
assets (465) (500) (1,002) (872) (641) (465) (641) Ending tangible assets (d) 3,754,627 3,780,435 3,669,879 3,482,543 3,431,060 3,754,627 3,431,060  Risk-weighted assets (c) 3,076,042 2,951,721 2,878,548 2,800,753 2,747,559 3,076,042 2,747,559  Total average assets 3,784,458 3,777,510 3,566,051 3,476,648 3,361,649 3,781,002 3,330,156 Less: Goodwill (28,261) (28,261) (28,261) (28,261) (28,261) (28,261) Intangible assets (465) (500) (1,002) (872) (641) (465) (641) Average tangible assets (f) 3,755,732 3,748,749 3,536,788 3,447,515 3,332,747 3,752,276 3,301,254  Ending common shares outstanding (g) 51,434,346 37,474,422 37,481,201 37,476,607 37,483,384 51,434,346 37,483,384  Ratios Return on average tangible common coutstanding (g) 51,434,346 37,474,422 37,481,201 37,476,607 37,483,384 51,434,346 37,483,384  Ratios Return on average tangible common coutstanding (g) 51,434,346 37,474,422 37,481,201 37,476,607 37,483,384 51,434,346 37,483,384  Ratios Return on average tangible common coutstanding tangible assets (c)(c) 3,000 (1,002) (1		(28,261)	(28,261)	(28,261)	(28,261)	(28,261)	(28,261)	(28,261)
Ending Langible assets (d) 3,754,627 3,780,435 3,669,879 3,482,543 3,431,060 3,754,627 3,431,060   Risk-weighted assets (e) 3,076,042 2,951,721 2,878,548 2,800,753 2,747,559 3,076,042 2,747,559   Total average assets 3,784,458 3,777,510 3,566,051 3,476,648 3,361,649 3,781,002 3,330,156   Less: Goodwill (28,261) (28,2	Intangible	·	·		·	·		·
Tangible assets   Column   C	assets	(465)	(500)	(1,002)	(872)	(641)	(465)	(641)
Risk-weighted assets (e)   3,075,627   3,780,435   3,669,879   3,482,543   3,431,060   3,754,627   3,431,060     Risk-weighted assets (e)   3,076,042   2,951,721   2,878,548   2,800,753   2,747,559   3,076,042   2,747,559     Total average assets   3,784,458   3,777,510   3,566,051   3,476,648   3,361,649   3,781,002   3,330,156     Less:   Goodwill   (28,261)   (28,261)   (28,261)   (28,261)   (28,261)   (28,261)   (28,261)     Intangible assets   (465)   (500)   (1,002)   (872)   (641)   (465)   (641)     Average tangible assets (f)   3,755,732   3,748,749   3,536,788   3,447,515   3,332,747   3,752,276   3,301,254     Ending common shares outstanding (g)   51,434,346   37,474,422   37,481,201   37,476,607   37,483,384   51,434,346   37,483,384     Ratios Return on average tangible common shareholders   (apuity (a)/(b)   0.66%   8,57%   3,32%   9,21%   12,57%   4,37%   12,24%     Ending tangible assets (c)/(c)   4,00%   6,54%   6,57%   7,13%   7,18%   9,06%   7,18%   7,50%   6,89%   7,54%   1,59%   1,50	Ending							
Risk-weighted assets (e) 3,076,042 2,951,721 2,878,548 2,800,753 2,747,559 3,076,042 2,747,559  Total average assets 3,784,458 3,777,510 3,566,051 3,476,648 3,361,649 3,781,002 3,330,156 Less: Goodwill (28,261) (28,261) (28,261) (28,261) (28,261) (28,261) (28,261) (28,261) (28,261) Intangible assets (465) (500) (1,002) (872) (641) (465) (641) Average tangible assets (f) 3,755,732 3,748,749 3,536,788 3,447,515 3,332,747 3,752,276 3,301,254  Ending common shares shares solution of the state of th	tangible assets							
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assets (e) 3,076,042 2,951,721 2,878,548 2,800,753 2,747,559 3,076,042 2,747,559  Total average assets 3,784,458 3,777,510 3,566,051 3,476,648 3,361,649 3,781,002 3,330,156  Less: Goodwill (28,261) (28								
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assets 3,784,458 3,777,510 3,566,051 3,476,648 3,361,649 3,781,002 3,330,156 Less: Goodwill (28,261) (28,261) (28,261) (28,261) (28,261) (28,261) (28,261) Intangible assets (465) (500) (1,002) (872) (641) (465) (641) Average tangible assets (f) 3,755,732 3,748,749 3,536,788 3,447,515 3,332,747 3,752,276 3,301,254  Ending common shares outstanding (g) 51,434,346 37,474,422 37,481,201 37,476,607 37,483,384 51,434,346 37,483,384  Ratios Return on average tangible common shareholders' equity (a)/(b) 0.66% 8.57% 3.32% 9.21% 12.57% 4.37% 12.24% Ending tangible assets (c)/(d) 9,06% 6.54% 6.57% 7.13% 7.18% 9.06% 7.18% Risk-weighted assets (c)/(d) 9,06% 6.54% 6.57% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common cquity as a percent of assets (c)/(e) 11.05% 8.38% 8.37% 8.86% 8.97% 11.04% 8.97% Average 7.27% 6.51% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common cquity as a percent of accordance of the common call the common common cquity as a percent of the common call the c								
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Goodwill   (28,261)   (28,261)   (28,261)   (28,261)   (28,261)   (28,261)   (28,261)   (28,261)   (1,002)   (1,002)   (872)   (641)   (465)   (641)   (465)   (641)   (465)   (641)   (465)   (641)   (465)   (641)   (465)   (641)   (465)   (641)   (465)   (641)   (465)   (641)   (465)   (461)   (465)		3,784,458	3,777,510	3,566,051	3,476,648	3,361,649	3,781,002	3,330,156
Intangible assets		(20.2(1)	(20.2(1)	(20.2(1)	(20.2(1)	(20.2(1)	(20.2(1)	(20.2(1)
assets (465) (500) (1,002) (872) (641) (465) (641)  Average tangible assets (f) 3,755,732 3,748,749 3,536,788 3,447,515 3,332,747 3,752,276 3,301,254  Ending common shares outstanding (g) 51,434,346 37,474,422 37,481,201 37,476,607 37,483,384 51,434,346 37,483,384 (g) 51,434,346 37,483,384 51,434,346 37,483		(28,261)	(28,261)	(28,261)	(28,261)	(28,261)	(28,261)	(28,261)
Average tangible assets (f) 3,755,732 3,748,749 3,536,788 3,447,515 3,332,747 3,752,276 3,301,254  Ending common shares outstanding (g) 51,434,346 37,474,422 37,481,201 37,476,607 37,483,384 51,434,346 37,483,384  Ratios Return on average tangible common shareholders' equity (a)/(b) 0.66% 8.57% 3.32% 9.21% 12.57% 4.37% 12.24% Ending tangible assets (c)/(d) 9.06% 6.54% 6.57% 7.13% 7.18% 9.06% 7.18% Risk-weighted assets (c)/(e) 11.05% 8.38% 8.37% 8.86% 8.97% 11.04% 8.97% Average 7.27% 6.51% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common equity as a percent of ending tangible assets (c)/(e) 11.05% 8.38% 8.37% 8.86% 8.97% 11.04% 8.97% Average 7.27% 6.51% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common equity as a percent of exercise the common exercise the comm	•	(165)	(500)	(1.002)	(972)	(641)	(165)	(6/1)
tangible assets (f) 3,755,732 3,748,749 3,536,788 3,447,515 3,332,747 3,752,276 3,301,254  Ending common shares outstanding (g) 51,434,346 37,474,422 37,481,201 37,476,607 37,483,384 51,434,346 37,483,384  Ratios Return on average tangible common shareholders' equity (a)/(b) 0.66% 8.57% 3.32% 9.21% 12.57% 4.37% 12.24% Ending tangible assets (c)/(c) 9.06% 6.54% 6.57% 7.13% 7.18% 9.06% 7.18% Risk-weighted assets (c)/(c) 11.05% 8.38% 8.37% 8.86% 8.97% 11.04% 8.97% Average 7.27% 6.51% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common equity as a percent of common equity as a pe		(403)	(300)	(1,002)	(872)	(041)	(403)	(041)
Ending common shares outstanding (g) 51,434,346 37,474,422 37,481,201 37,476,607 37,483,384 51,434,346 37,483,384  Ratios Return on average tangible common shareholders' equity (a)/(b) 0.66% 8.57% 3.32% 9.21% 12.57% 4.37% 12.24% Ending tangible assets (c)/(d) 9.06% 6.54% 6.57% 7.13% 7.18% 9.06% 7.18% Risk-weighted assets (c)/(e) 11.05% 8.38% 8.37% 8.86% 8.97% 11.04% 8.97% Average 7.27% 6.51% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common equity as a percent of average 11.05% 8.38% 8.37% 8.86% 8.97% 11.04% 8.97% Average 7.27% 6.51% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common equity as a percent of average 11.05% 8.38% 8.37% 8.86% 8.97% 11.04% 8.97% Average 7.27% 6.51% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common equity as a percent of average 11.05% 8.38% 8.37% 8.86% 8.97% 11.04% 8.97% 1.05%	_							
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common shares outstanding (g) 51,434,346 37,474,422 37,481,201 37,476,607 37,483,384 51,434,346 37,483,384   Ratios Return on average tangible common shareholders' equity (a)/(b) 0.66% 8.57% 3.32% 9.21% 12.57% 4.37% 12.24%   Ending tangible assets (c)/(d) 9.06% 6.54% 6.57% 7.13% 7.18% 9.06% 7.18%   Risk-weighted assets (c)/(e) 11.05% 8.38% 8.37% 8.86% 8.97% 11.04% 8.97% Average 7.27% 6.51% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common equity as a percent of:	(1)	3,733,732	3,740,742	3,330,700	3,117,313	3,332,141	3,732,270	3,301,234
common shares outstanding (g) 51,434,346 37,474,422 37,481,201 37,476,607 37,483,384 51,434,346 37,483,384   Ratios Return on average tangible common shareholders' equity (a)/(b) 0.66% 8.57% 3.32% 9.21% 12.57% 4.37% 12.24%   Ending tangible assets (c)/(d) 9.06% 6.54% 6.57% 7.13% 7.18% 9.06% 7.18%   Risk-weighted assets (c)/(e) 11.05% 8.38% 8.37% 8.86% 8.97% 11.04% 8.97% Average 7.27% 6.51% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common equity as a percent of:	Ending							
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Ration Return on average tangible common shareholders' equity (a)/(b) 0.66% 8.57% 3.32% 9.21% 12.57% 4.37% 12.24% Ending tangible common equity as a percent of: Ending tangible assets (c)/(d) 9.06% 6.54% 6.57% 7.13% 7.18% 9.06% 7.18% Risk-weighted assets (c)/(e) 11.05% 8.38% 8.37% 8.86% 8.97% 11.04% 8.97% Average 7.27% 6.51% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common equity as a percent of average	_	51,434,346	37,474,422	37,481,201	37,476,607	37,483,384	51,434,346	37,483,384
Return on average tangible common shareholders' equity (a)/(b) 0.66% 8.57% 3.32% 9.21% 12.57% 4.37% 12.24% Ending tangible common equity as a percent of: Ending tangible assets (c)/(d) 9.06% 6.54% 6.57% 7.13% 7.18% 9.06% 7.18% Risk-weighted assets (c)/(e) 11.05% 8.38% 8.37% 8.86% 8.97% 11.04% 8.97% Average 7.27% 6.51% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common equity as a percent of average								
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common shareholders' equity (a)/(b)	-							
shareholders' equity (a)/(b)	_							
equity (a)/(b)								
Ending tangible common equity as a percent of: Ending tangible assets (c)/(d) 9.06% 6.54% 6.57% 7.13% 7.18% 9.06% 7.18% Risk-weighted assets (c)/(e) 11.05% 8.38% 8.37% 8.86% 8.97% 11.04% 8.97% Average 7.27% 6.51% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common equity as a percent of average		0.66%	0.55	2.22	0.01.00	10.55		10010
tangible common equity as a percent of: Ending tangible assets (c)/(d) 9.06% 6.54% 6.57% 7.13% 7.18% 9.06% 7.18% Risk-weighted assets (c)/(e) 11.05% 8.38% 8.37% 8.86% 8.97% 11.04% 8.97% Average 7.27% 6.51% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common equity as a percent of average		0.66%	8.57%	3.32%	9.21%	12.57%	4.37%	12.24%
common equity as a percent of: Ending tangible assets (c)/(d) 9.06% 6.54% 6.57% 7.13% 7.18% 9.06% 7.18% Risk-weighted assets (c)/(e) 11.05% 8.38% 8.37% 8.86% 8.97% 11.04% 8.97% Average 7.27% 6.51% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common equity as a percent of average	_							
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assets (c)/(e) 11.05% 8.38% 8.37% 8.86% 8.97% 11.04% 8.97% Average 7.27% 6.51% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common equity as a percent of average								
Average 7.27% 6.51% 7.05% 7.18% 7.50% 6.89% 7.54% tangible common equity as a percent of average	_	11.05%	8.38%	8.37%	8.86%	8.97%	11.04%	8.97%
tangible common equity as a percent of average								
common equity as a percent of average	tangible							
percent of average								
average	equity as a							
· ·	percent of							
tangible assets	•							
	tangible assets							

(b)/(f)								
Tangible book	ζ							
value per								
common								
share $(c)/(g)$	\$	6.61	\$ 6.59	\$ 6.43	\$ 6.62	\$ 6.57	\$ 6.61	\$ 6.57

Item 9.01	Exhibits.								
		(c) Exhibit:							
The following exhibit shall not be deemed to be "filed" for purposes of the Securities Exchange Act of 1934, as amended.									
	99.1	First Financial Bancorp. Press Release dated August 3, 2009.							
	99.2	First Financial Bancorp. August 4, 2009 Earnings Call slides.							
	99.3	First Financial Bancorp. Investor Presentation							

### **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** 

and

Chief Financial Officer

Date: August 3, 2009

Form 8-K		First Financial Bancorp
	Exhibit Index	
Exhibit No.	Description	
99.1	First Financial Bancorp. Press Release dated August 3, 2009.	
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