

FIRST FINANCIAL BANCORP /OH/

Form 425

December 18, 2013

**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): December 18, 2013

**FIRST FINANCIAL BANCORP.**

**(Exact name of registrant as specified in its charter)**

**Ohio**                                **31-1042001**  
**(State or other jurisdiction of**   **(I.R.S. employer**

**incorporation or organization) 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))

**Form 8-K First Financial Bancorp.**

**Item 8.01 Other Events**

On December 18, 2013, First Financial Bancorp., an Ohio corporation (the “Company”) and The First Bexley Bank, an Ohio state-chartered commercial bank (“First Bexley”) issued a joint press release announcing the execution of an Agreement and Plan of Merger, dated as of December 17, 2013, by and among the Company, First Financial Bank, National Association, a national banking association and a wholly owned subsidiary of the Company, and First Bexley. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

99.1 Press Release dated December 18, 2013.

**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/ Anthony M. Stollings  
Anthony M. Stollings  
Executive Vice President, Chief Financial Officer and Chief Administrative Officer

Date: December 18, 2013

**Exhibit Index**

**Exhibit No. Description**

99.1 Press Release dated December 18, 2013.