

FIRST FINANCIAL BANCORP /OH/  
Form 8-K  
January 30, 2014

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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): January 30, 2014

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 January 30, 2014, First Financial Bancorp. issued its earnings press release that included the results of operations and financial condition for the twelve months and fourth quarter of 2013. 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 utilizes these measures to make peer comparisons and 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.

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

|   | Three Months Ended |             |             |             | Twelve Months Ended |             |             |   |
|---|--------------------|-------------|-------------|-------------|---------------------|-------------|-------------|---|
|   | Dec. 31,           | Sep. 30,    | Jun. 30,    | Mar. 31,    | Dec. 31,            | Dec. 31,    |             |   |
| (Dollars in thousands)                      | 2013               | 2013        | 2013        | 2013        | 2012                | 2013        | 2012        |   |
| Net interest income                         | \$55,804           | \$55,772    | \$58,078    | \$58,666    | \$61,976            | \$228,320   | \$253,341   |   |
| Tax equivalent adjustment                   | 635                | 516         | 514         | 477         | 366                 | 2,142       | 1,055       |   |
| Net interest income - tax equivalent        | \$56,439           | \$56,288    | \$58,592    | \$59,143    | \$62,342            | \$230,462   | \$254,396   |   |
| Average earning assets                      | \$5,677,734        | \$5,659,432 | \$5,791,715 | \$5,887,810 | \$5,779,969         | \$5,753,337 | \$5,799,917 |   |
| Net interest margin*                        | 3.90               | %3.91       | %4.02       | %4.04       | %4.27               | % 3.97      | %4.37       | % |
| Net interest margin (fully tax equivalent)* | 3.94               | %3.95       | %4.06       | %4.07       | %4.29               | % 4.01      | %4.39       | % |

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

The earnings press release also includes certain 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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| (Dollars in thousands, except per share data)                            | Three Months Ended |               |               |               | Twelve Months Ended |               |            |           |
|--|--------------------|---------------|---------------|---------------|---------------------|---------------|------------|-----------|
|  | Dec. 31, 2013      | Sep. 30, 2013 | Jun. 30, 2013 | Mar. 31, 2013 | Dec. 31, 2012       | Dec. 31, 2013 | 2012       |           |
| Net income (a)   | \$3,785            | \$14,911      | \$15,829      | \$13,824      | \$16,265            | \$48,349      | \$67,303   |           |
| Average total shareholders' equity                                       | \$700,063          | \$693,158     | \$703,804     | \$708,862     | \$714,373           | \$701,425     | \$713,717  |           |
| Less:  |                    |               |               |               |                     |               |            |           |
| Goodwill   | (95,050 )          | (95,050 )     | (95,050 )     | (95,050 )     | (95,050 )           | (95,050 )     | (95,050 )  | (95,050 ) |
| Intangible assets  | (5,924 )           | (6,249 )      | (6,620 )      | (7,078 )      | (7,648 )            | (5,924 )      | (7,648 )   | (7,648 )  |
| Average tangible equity (b)  | 599,089            | 591,859       | 602,134       | 606,734       | 611,675             | 600,451       | 611,019    |           |
| Total shareholders' equity   | 682,161            | 692,039       | 695,452       | 701,614       | 710,425             | 682,161       | 710,425    |           |
| Less:  |                    |               |               |               |                     |               |            |           |
| Goodwill   | (95,050 )          | (95,050 )     | (95,050 )     | (95,050 )     | (95,050 )           | (95,050 )     | (95,050 )  | (95,050 ) |
| Intangible assets  | (5,924 )           | (6,249 )      | (6,620 )      | (7,078 )      | (7,648 )            | (5,924 )      | (7,648 )   | (7,648 )  |
| Ending tangible equity (c)   | 581,187            | 590,740       | 593,782       | 599,486       | 607,727             | 581,187       | 607,727    |           |
| Total assets   | 6,417,213          | 6,253,441     | 6,274,575     | 6,349,017     | 6,497,048           | 6,417,213     | 6,497,048  |           |
| Less:  |                    |               |               |               |                     |               |            |           |
| Goodwill   | (95,050 )          | (95,050 )     | (95,050 )     | (95,050 )     | (95,050 )           | (95,050 )     | (95,050 )  | (95,050 ) |
| Intangible assets  | (5,924 )           | (6,249 )      | (6,620 )      | (7,078 )      | (7,648 )            | (5,924 )      | (7,648 )   | (7,648 )  |
| Ending tangible assets (d)   | 6,316,239          | 6,152,142     | 6,172,905     | 6,246,889     | 6,394,350           | 6,316,239     | 6,394,350  |           |
| Risk-weighted assets (e)   | 4,276,153          | 4,140,561     | 4,093,644     | 3,982,479     | 3,904,096           | 4,276,153     | 3,904,096  |           |
| Total average assets   | 6,232,971          | 6,193,722     | 6,310,602     | 6,391,049     | 6,294,084           | 6,281,411     | 6,318,181  |           |
| Less:  |                    |               |               |               |                     |               |            |           |
| Goodwill   | (95,050 )          | (95,050 )     | (95,050 )     | (95,050 )     | (95,050 )           | (95,050 )     | (95,050 )  | (95,050 ) |
| Intangible assets  | (5,924 )           | (6,249 )      | (6,620 )      | (7,078 )      | (7,648 )            | (5,924 )      | (7,648 )   | (7,648 )  |
| Average tangible assets (f)  | 6,131,997          | 6,092,423     | 6,208,932     | 6,288,921     | 6,191,386           | 6,180,437     | 6,215,483  |           |
| Ending common shares outstanding (g)                                     | 57,533,046         | 57,702,444    | 57,698,344    | 58,028,923    | 58,046,235          | 57,533,046    | 58,046,235 |           |
| <b>Ratios</b>  |                    |               |               |               |                     |               |            |           |
| Return on average tangible shareholders' equity (a)/(b)                  | 2.51               | % 10.00       | % 10.54       | % 9.24        | % 10.58             | % 8.05        | % 11.01    | %         |
| Ending tangible shareholders' equity as a percent of:                    |                    |               |               |               |                     |               |            |           |
| Ending tangible assets (c)/(d)   | 9.20               | % 9.60        | % 9.62        | % 9.60        | % 9.50              | % 9.20        | % 9.50     | %         |
| Risk-weighted assets (b)/(e)   | 13.59              | % 14.27       | % 14.50       | % 15.05       | % 15.57             | % 13.59       | % 15.57    | %         |
| Average tangible shareholders' equity of average tangible assets (b)/(f) | 9.77               | % 9.71        | % 9.70        | % 9.65        | % 9.88              | % 9.72        | % 9.83     | %         |
| Tangible book value per share (c)/(g)                                    | \$ 10.10           | \$ 10.24      | \$ 10.29      | \$ 10.33      | \$ 10.47            | \$ 10.10      | \$ 10.47   |           |

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Independent director Donald M. Cisle Sr. has decided to retire from the board effective May 27, 2014, the date of (b) the next annual shareholder meeting. Mr. Cisle has served as an independent director on the Company's board since 1996 and presently serves on the Trust and Audit Committees of the board.

Item 9.01 Financial Statements and 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 January 30, 2014 - Furnished.

99.2 First Financial Bancorp. January 31, 2014 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/ Anthony M. Stollings  
Anthony M. Stollings  
Executive Vice President, Chief Financial Officer  
and Chief Administrative Officer

Date: January 30, 2014

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Form 8-K                      First Financial Bancorp.

Exhibit Index

Exhibit No.      Description

99.1              First Financial Bancorp. Press Release dated January 30, 2014.

99.2              First Financial Bancorp. January 31, 2014 Earnings Call slides.