

FIRST FINANCIAL BANCORP /OH/

Form 424B5

March 03, 2017

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price	Amount of registration fee (1)
Common Shares, without par value	\$ 100,000,000	\$ 11,590

(1) Calculated in accordance with Rule 457(r) and Rule 457(o) under the Securities Act of 1933, as amended, based on the maximum aggregate offering price.

TABLE OF CONTENTS

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-197771

**PROSPECTUS SUPPLEMENT
(To Prospectus dated July 31, 2014)**

\$100,000,000

FIRST FINANCIAL BANCORP.

Common Shares

We have entered into a distribution agreement with Raymond James & Associates, Inc. (Raymond James or sales agent) relating to common shares, without par value (the Common Shares), of First Financial Bancorp. (First Financial), offered by this prospectus supplement and the accompanying prospectus. In accordance with the terms of the distribution agreement, we may offer and sell Common Shares having aggregate sales proceeds of up to \$100,000,000 from time to time through the sales agent, provided, that in no event shall the aggregate number of Common Shares offered and sold under the offerings conducted pursuant to this prospectus supplement exceed 5,000,000 Common Shares. Under the distribution agreement, we may also sell Common Shares directly to Raymond James. Sales of the Common Shares, if any, will be made by means of ordinary brokers transactions on NASDAQ Global Select Market at market prices, in block transactions or as otherwise agreed with the sales agent. We will pay Raymond James a commission equal to 2.0% of the gross sales price per Common Share for any Common Shares sold through it under the distribution agreement, including an expense reimbursement of up to \$100,000.

The sales agent is not required to sell any specific number or dollar amount of Common Shares, but, subject to the terms and conditions of the distribution agreement and unless otherwise agreed by the sales agent and us, the sales agent will use its commercially reasonable efforts to sell the Common Shares offered as our agent.

The Common Shares are listed on NASDAQ Global Select Market under the symbol FFBC. On March 2, 2017, the closing price for the Common Shares was \$27.70.

Investing in our Common Shares involves risks. See RISK FACTORS beginning on page S-5 of this prospectus supplement, the accompanying prospectus and in the documents incorporated by reference herein for a discussion of factors you should carefully consider before buying Common Shares.

Neither the Securities and Exchange Commission, nor any state securities commission nor any bank regulatory agency has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

These securities are not deposits or accounts or other obligations of any of our bank or non-bank subsidiaries and are not insured or guaranteed by the Federal Deposit Insurance Corporation, the Board of Governors of the Federal Reserve System or any other governmental or regulatory agency or instrumentality.

RAYMOND JAMES

The date of this prospectus supplement is March 3, 2017

TABLE OF CONTENTS**TABLE OF CONTENTS****Prospectus Supplement**

<u>ABOUT THIS PROSPECTUS SUPPLEMENT</u>	<u>S-1</u>
<u>PROSPECTUS SUPPLEMENT SUMMARY</u>	<u>S-2</u>
<u>SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	<u>S-4</u>
<u>RISK FACTORS</u>	<u>S-5</u>
<u>USE OF PROCEEDS</u>	<u>S-7</u>
<u>PLAN OF DISTRIBUTION</u>	<u>S-8</u>
<u>EXPERTS</u>	<u>S-9</u>
<u>LEGAL MATTERS</u>	<u>S-9</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>S-9</u>
<u>INFORMATION INCORPORATED BY REFERENCE</u>	<u>S-9</u>

Prospectus

<u>ABOUT THIS PROSPECTUS</u>	<u>1</u>
<u>FORWARD LOOKING STATEMENTS</u>	<u>2</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>5</u>
<u>INCORPORATION BY REFERENCE</u>	<u>5</u>
<u>FIRST FINANCIAL BANCORP.</u>	<u>6</u>
<u>RISK FACTORS</u>	<u>6</u>
<u>RATIOS OF EARNINGS TO FIXED CHARGES</u>	<u>7</u>
<u>USE OF PROCEEDS</u>	<u>7</u>
<u>DESCRIPTION OF DEBT SECURITIES</u>	<u>8</u>
<u>DESCRIPTION OF CAPITAL STOCK</u>	<u>14</u>
<u>DESCRIPTION OF DEPOSITARY SHARES</u>	<u>17</u>
<u>DESCRIPTION OF WARRANTS</u>	<u>20</u>
<u>DESCRIPTION OF RIGHTS</u>	<u>22</u>
<u>DESCRIPTION OF STOCK PURCHASE CONTRACTS</u>	<u>23</u>
<u>DESCRIPTION OF UNITS</u>	<u>24</u>
<u>PLAN OF DISTRIBUTION</u>	<u>24</u>
<u>LEGAL MATTERS</u>	<u>26</u>
<u>EXPERTS</u>	<u>26</u>

You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any related free writing prospectus that we may provide to you. We have not, and the sales agent has not, authorized anyone to provide you with information that is different. This document may only be used where it is legal to sell these securities. You should not assume that any information contained in or incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate as of any date other than the respective dates thereof.

TABLE OF CONTENTS

It is important for you to read and consider all of the information contained in this prospectus supplement, the accompanying prospectus and the information incorporated by reference herein and therein before making an investment decision. Please carefully read this prospectus supplement, the accompanying prospectus and the information contained in the documents referred to under the heading **WHERE YOU CAN FIND MORE INFORMATION.**

S-ii

TABLE OF CONTENTS

ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, using a shelf registration process. Under this prospectus supplement, and the accompanying base prospectus, we may offer our Common Shares having an aggregate offering price of up to \$100,000,000 from time to time at prices and on terms to be determined by market conditions at the time of the offering.

We provide information to you about this offering of our Common Shares in two separate documents that are bound together: (1) this prospectus supplement, which describes the specific details regarding this offering; and (2) the accompanying base prospectus, which provides general information, some of which may not apply to this offering. Generally, when we refer to this prospectus, we are referring to both documents combined. If information in this prospectus supplement is inconsistent with the accompanying base prospectus, you should rely on this prospectus supplement. However, if any statement in one of these documents is inconsistent with a statement in another document having a later date, for example, a document incorporated by reference in this prospectus supplement, the statement in the document having the later date modifies or supersedes the earlier statement as our business, financial condition, results of operations and prospects may have changed since the earlier dates. You should also read and consider the additional information under the captions **WHERE YOU CAN FIND MORE INFORMATION** and **INFORMATION INCORPORATED BY REFERENCE** in this prospectus supplement.

In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus supplement, in the accompanying base prospectus and in any free writing prospectus with respect to this offering filed by us with the SEC. We have not, and Raymond James has not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information you should not rely on it. You should assume that the information appearing in this prospectus supplement, the accompanying base prospectus, any free writing prospectus with respect to this offering filed by us with the SEC and the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

We are offering to sell Common Shares only in jurisdictions where offers and sales are permitted. The distribution of this prospectus supplement and the accompanying base prospectus and the offering of the Common Shares in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus supplement and the accompanying base prospectus must inform themselves about, and observe any restrictions relating to, the offering of the Common Shares and the distribution of this prospectus supplement and the accompanying base prospectus outside the United States. This prospectus supplement and the accompanying base prospectus do not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any securities offered by this prospectus supplement and the accompanying base prospectus by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

The words First Financial Bancorp., First Financial, Company, we, our, ours and us as used herein refer to First Financial Bancorp. and its subsidiaries, unless otherwise stated.

TABLE OF CONTENTS

PROSPECTUS SUPPLEMENT SUMMARY

*You should read the following summary in conjunction with the more detailed information contained in this prospectus supplement and in the accompanying prospectus, including the information incorporated by reference in each. To the extent the following information is inconsistent with the information in the accompanying prospectus, you should rely on the following information. You should pay special attention to the **RISK FACTORS** section beginning on page S-5 of this prospectus supplement, Item 1A. Risk Factors in Part I of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, which is incorporated by reference herein, and the risks described in the other documents incorporated by reference herein to determine whether an investment in Common Shares is appropriate for you.*

FIRST FINANCIAL BANCORP.

First Financial Bancorp. is a mid-sized, regional bank holding company formed in 1982 under the laws of the State of Ohio and registered under the Bank Holding Company Act of 1956, as amended. First Financial engages in the business of commercial banking and other banking and banking-related activities through its wholly owned subsidiary, First Financial Bank (the Bank), which was founded in 1863. Effective December 30, 2016, the Bank converted its charter to an Ohio state chartered bank from a nationally chartered bank.

The range of banking services provided by First Financial to individuals and businesses includes commercial lending, real estate lending, and consumer financing. Real estate loans are loans secured by a mortgage lien on the real property of the borrower, which may either be residential property (one to four family residential housing units) or commercial property (owner-occupied and/or investor income producing real estate, such as apartments, shopping centers, or office buildings). Risk of loss related to lending activities is managed by adherence to standard loan policies that establish certain levels of performance prior to the extension of a loan to the borrower. In addition, First Financial offers deposit products that include interest-bearing and noninterest-bearing accounts, time deposits, and cash management services for commercial customers. A full range of trust and wealth management services is also provided through First Financial's Wealth Management division.

First Financial's goal is to develop a competitive advantage through a local market focus, building long-term relationships with clients and helping them reach greater levels of financial success. First Financial serves a combination of metropolitan and non-metropolitan markets in Ohio, Indiana and Kentucky through its full-service banking centers, and provides financing to franchise owners and the financial services industry throughout the United States. First Financial's market selection process is based upon a number of factors, but markets are primarily chosen for their potential for growth, long-term profitability, and customer reach. First Financial's investment in non-metropolitan markets has historically provided stable, low-cost funding sources and remains an important part of the Bank's core funding base.

As of December 31, 2016, First Financial had approximately \$8.4 billion in total assets, \$5.8 billion in loans, \$6.5 billion in deposits and \$865.2 million in shareholders' equity, and First Financial Bank had 102 banking centers (60 in Ohio, 38 in Indiana and 4 in Kentucky) and 124 ATM centers (70 in Ohio, 50 in Indiana and 4 in Kentucky). First Financial and its subsidiaries had 1,521 full-time and part-time employees at December 31, 2016.

Our principal executive offices are located at 255 East Fifth Street, Suite 700, Cincinnati, Ohio 45202, and our telephone number is (877) 322-9530. We maintain a website at www.bankatfirst.com where general information about us is available. The information on our website is not a part of, and is not incorporated into, this prospectus

supplement or the accompanying prospectus.

S-2

TABLE OF CONTENTS

The Offering

Issuer

First Financial Bancorp.

Common Shares offered

Common Shares having aggregate sales proceeds of up to \$100,000,000. All of the Common Shares that are the subject of this offering will be issued from Common Shares that we hold as treasury shares. The aggregate number of Common Shares offered and sold pursuant to this prospectus supplement will not exceed 5,000,000.

Manner of offering

At-the-market offering that may be made from time to time through Raymond James. See Plan of Distribution on page S-8 of this prospectus supplement.

Dividends

We currently pay quarterly dividends on Common Shares. We paid a quarterly cash dividend of \$0.16 per Common Share on February 29, 2016, May 27, 2016, August 31, 2016 and November 30, 2016. On January 18, 2017, our Board of Directors declared a cash dividend of \$0.17 per Common Share payable on April 3, 2017 to holders of Common Shares of record as of March 2, 2017. The declaration and payment of future dividends on our Common Shares will be at the discretion of our Board of Directors. Our dividend payments may be changed, reduced or eliminated altogether. See **RISK FACTORS** beginning on page S-5 of this prospectus supplement, Item 1A. Risk Factors in Part I of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, which is incorporated by reference herein, and other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus for information regarding restrictions on our ability to pay dividends on Common Shares.

Use of proceeds

We intend to use the net proceeds from this offering for general corporate purposes, which may include but are not limited to working capital, capital expenditures, investments in or loans to our subsidiaries, acquisition opportunities, payment and refinancing of debt, including outstanding short-term indebtedness, if any, and satisfaction of other obligations.

Risk factors

See **RISK FACTORS** beginning on page S-5 of this prospectus supplement, Item 1A. Risk Factors in Part I of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, which is incorporated by reference herein, and the risks described in the other documents incorporated by reference herein and other information included or incorporated by reference in this prospectus supplement for a discussion of factors you should carefully consider before buying Common Shares.

NASDAQ Global Select Market symbol

FFBC

S-3

TABLE OF CONTENTS

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement contains or incorporates by reference certain statements that are not statements of historical fact, but, rather, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, the statements specifically identified as forward-looking statements within this prospectus supplement. Examples of forward-looking statements include: (i) projections of income or expense, earnings per share, the payment or non-payment of dividends, capital structure and other financial items; (ii) statements of our plans and objectives or our management or Board of Directors, including those relating to products or services; (iii) statements of future economic performance; and (iv) statements of assumptions underlying such statements. Words such as *believes*, *anticipates*, *expects*, *intends*, *targeted* and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying those statements.

The Private Securities Litigation Reform Act of 1995 provides a *safe harbor* for forward-looking statements to encourage companies to provide prospective information so long as those statements are identified as forward-looking and are accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those discussed in the forward-looking statements. We desire to take advantage of the *safe harbor* provisions of the Private Securities Litigation Reform Act of 1995.

Forward-looking statements involve risks and uncertainties. Actual results may differ materially from those predicted by the forward-looking statements because of various factors and possible events, including those factors and events identified (i) in *Item 1A. Risk Factors* of the Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and (ii) in the *Management's Discussion and Analysis of Financial Condition and Results of Operations* section of First Financial's 2016 Annual Report (included within Exhibit 13 to the Annual Report on Form 10-K).

Forward-looking statements speak only as of the date on which they are made, and, except as may be required by law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made to reflect unanticipated events. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are qualified in their entirety by the foregoing cautionary statements. You are advised, however, to consult any further disclosures we make on related subjects in our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with or furnished to the SEC. Also note that we provide cautionary discussion of risks, uncertainties and possibly inaccurate assumptions relevant to our business in our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K incorporated by reference herein and in prospectus supplements, pricing supplements and other offering materials. These are factors that, individually or in the aggregate, management believes could cause our actual results to differ materially from expected and historical results. We note these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider such disclosures to be a complete discussion of all potential risks or uncertainties.

S-4

TABLE OF CONTENTS

RISK FACTORS

An investment in our Common Shares involves risks. You should carefully consider the following risk factors and other information contained in this prospectus supplement and the accompanying prospectus, including the information incorporated by reference in each, before making an investment decision. Certain risks related to us and our business are described in Item 1A. Risk Factors in Part I of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016. The risks discussed below also include forward-looking statements, and our actual results may differ materially from those discussed in these forward-looking statements. Risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations.

The Common Shares offered under this prospectus supplement and the accompanying prospectus may be sold in at-the-market offerings, and investors who buy shares at different times will likely pay different prices.

Investors who purchase shares under this prospectus supplement and the accompanying prospectus at different times will likely pay different prices, and so may experience different outcomes in their investment results. We will have discretion, subject to market demand, to vary the timing, prices, and numbers of shares sold, and there is no minimum or maximum sales price. Investors may experience declines in the value of their shares as a result of share sales made at prices lower than the prices they paid.

The actual number of shares we will issue under the distribution agreement, at any one time or in total, is uncertain.

Subject to certain limitations in the distribution agreement and compliance with applicable law, we and Raymond James may mutually agree to sell Common Shares pursuant to a transaction notice at any time throughout the term of the distribution agreement. The number of shares that are sold by Raymond James after agreement on the terms of such transaction notice will fluctuate based on the market price of the Common Shares during the sales period and limits we set with Raymond James. Because the price per share of each share sold will fluctuate based on the market price of our Common Shares during the sales period, it is not possible at this stage to predict the number of shares that will ultimately be issued.

Our Common Shares represent equity interests in First Financial Bancorp. and are subordinate to all of our existing and future indebtedness. Regulatory, statutory and contractual restrictions may limit or prevent us from paying dividends on our Common Shares and there is no limitation on the amount of indebtedness we and our subsidiaries may incur in the future.

Our Common Shares are equity interests in First Financial Bancorp. and do not constitute indebtedness. As such, our Common Shares rank junior to all of our indebtedness and to other non-equity claims with respect to assets available to satisfy claims on First Financial, including in a liquidation of First Financial. Additionally, unlike indebtedness, for which principal and interest are customarily payable on specified due dates, in the case of our Common Shares: (1) dividends are payable only when, as and if authorized and declared by our Board of Directors and depend on, among other things, our results of operations, financial condition, debt service requirements, other cash needs and any other factors our Board of Directors deems relevant; and (2) as an Ohio corporation, under Ohio law, we are subject to

restrictions on payments of dividends out of lawfully available funds. Accordingly, our ability to declare and pay dividends on our Common Shares may be restricted. See the discussion under the caption **DESCRIPTION OF COMMON SHARES Dividends.**

Our Common Shares do not limit the amount of debt or other obligations we may incur in the future. Accordingly, we may incur substantial amounts of additional debt and other obligations that will rank senior to our Common Shares or to which the Common Shares will be structurally subordinated.

S-5

TABLE OF CONTENTS

The trading price of our Common Shares may fluctuate significantly and this may make it difficult for you to resell the Common Shares when you want or at prices you find attractive.

The trading price of our Common Shares will likely continue to fluctuate in response to a number of factors, most of which are beyond our control. The trading price of our Common Shares may also be affected by conditions that generally affect the financial markets, including potential volatility of the trading markets. These conditions may result in: (1) fluctuations in the trading prices of shares generally and, in turn, our Common Shares; and (2) sales of substantial amounts of our Common Shares in the market, in each case that could be unrelated or disproportionate to changes in our operating performance. These broad market fluctuations may adversely affect the trading price of our Common Shares. A significant decline in our share price could result in substantial losses for shareholders and could lead to costly and disruptive securities litigation.

There may be future sales of additional Common Shares or preferred shares or other dilution of our equity, which may adversely affect the trading price of our Common Shares.

We are not restricted from issuing additional Common Shares or preferred shares, including any securities that are convertible into or exchangeable for, or that represent the right to receive, Common Shares or preferred shares or any substantially similar securities. The per share trading price of our Common Shares could decline as a result of sales by us of a large number of Common Shares or preferred shares or similar securities in the market or the perception that such sales could occur.

We have broad discretion in the use of the net proceeds from this offering and may allocate the net proceeds in ways that you and other shareholders may not approve.

Our management has broad discretion in the use of the net proceeds, including for any of the purposes described in the section entitled Use of Proceeds, and you will not have the opportunity as part of your investment decision to assess whether the net proceeds are being used appropriately. Because of the number and variability of factors that will determine our use of the net proceeds from this offering, their ultimate use may vary substantially from their currently intended use. The failure of our management to use these funds effectively could have a material adverse effect on our business and cause the market price of our Common Shares to decline.

We are a holding company and depend on our subsidiaries for dividends, distributions and other payments.

As a bank holding company, we are a legal entity separate and distinct from First Financial Bank and other subsidiaries and affiliates. Our principal source of funds to pay dividends on our Common Shares and service our debt is dividends from these subsidiaries. Various federal and state statutory provisions and regulations limit the amount of dividends that our banking and other subsidiaries may pay to us without regulatory approval. Our banking subsidiaries generally may not, without prior regulatory approval, pay a dividend in an amount greater than their undivided profits. The Federal Reserve Board has issued a policy statement that provides that bank holding companies should generally only pay dividends out of current operating earnings. Further, the ability of First Financial Bank to pay dividends in the future is currently influenced, and could be further influenced, by bank regulatory policies and capital guidelines

The trading price of our Common Shares may fluctuate significantly and this may make it difficult for you to resell the

and may restrict our ability to declare and pay dividends.

In addition, if any of our subsidiaries becomes insolvent, the direct creditors of that subsidiary will have a prior claim on its assets. Our rights and the rights of our creditors will be subject to that prior claim, unless we are also a direct creditor of that subsidiary.

Anti-takeover provisions could negatively impact our shareholders.

Provisions of Ohio law and our Articles of Incorporation, as amended (Articles) could make it more difficult for a third party to acquire control of us or have the effect of discouraging a third party from attempting to acquire control of us.

S-6

TABLE OF CONTENTS

USE OF PROCEEDS

We intend to use the net proceeds from the offerings pursuant to this prospectus supplement for general corporate purposes, which may include but are not limited to working capital, capital expenditures, investments in or loans to our subsidiaries, acquisition opportunities, payment and refinancing of debt, including outstanding short-term indebtedness, if any, and satisfaction of other obligations. We believe that the additional tangible common equity capital that would be represented by the net proceeds will provide us with greater flexibility to utilize and deploy our capital resources. The precise amounts and timing of the application of proceeds will depend on the funding requirements of First Financial and our subsidiaries.

S-7

TABLE OF CONTENTS

PLAN OF DISTRIBUTION

We have entered into a distribution agreement under which we may issue and sell our Common Shares having an aggregate sales price of up to \$100,000,000 from time to time through Raymond James as our sales agent. Sales of the our Common Shares, if any, may be made by means of ordinary brokers' transactions on the NASDAQ Global Select Market or otherwise at market prices, in block transactions or as otherwise agreed with Raymond James.

Raymond James, as sales agent, is not required to sell any specific number or dollar amount of Common Shares but will use commercially reasonable efforts to solicit offers to purchase the Common Shares upon entering into a transaction notice with us that will specify the number of Common Shares to be sold and such other matters as may be agreed upon by us and Raymond James. Subject to the terms and conditions of the distribution agreement, Raymond James will use commercially reasonable efforts to sell on our behalf all of the designated Common Shares pursuant to the terms agreed to with us, which terms will include the number of Common Shares to be offered and any minimum price below which sales may not be made. The obligation of Raymond James under the distribution agreement to sell shares pursuant to any transaction notice is subject to a number of conditions, which Raymond James reserves the right to waive in its sole discretion.

Raymond James, in its capacity as sales agent, may arrange for or make sales at the market in the existing trading market for our Common Shares, including sales made to or through a market maker or through an electronic communications network, or in any other manner that may be deemed to be an at-the-market offering as defined in Rule 415 promulgated under the Securities Act. If agreed to in a transaction notice, we may also sell Common Shares to Raymond James as principal, at a purchase price agreed upon by Raymond James and us.

We will pay Raymond James a commission equal to 2.0% of the gross sales price of any such shares sold through it as sales agent, or purchased by it as principal, as set forth in the distribution agreement. The remaining sales proceeds, after deducting any transaction fees imposed by any governmental or self-regulatory organization in connection with the sales, will equal our net proceeds for the sale of the Common Shares. We have also agreed to reimburse Raymond James for its out-of-pocket expenses, up to \$100,000 of fees and expenses, as provided in the distribution agreement.

Settlement for sales of Common Shares will occur on the third business day following the date on which any sales are made (or an earlier day if an earlier day becomes the industry practice for regular way trading) in return for payment of the net proceeds to us. There is no arrangement for funds to be received in an escrow, trust or similar arrangement.

We will report at least quarterly the number of Common Shares sold through Raymond James, as agent, in at-the-market offerings, the net proceeds to us and the compensation paid by us to Raymond James in connection with such sales.

During the purchase date referenced in an executed transaction notice, we will not (i) offer, pledge, announce the intention to sell, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase or otherwise transfer or dispose of, directly or indirectly, any of our Common Shares or any securities convertible into or exercisable or exchangeable for such shares or (ii) enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of such shares, whether any such transaction described in clause (i) or (ii) above is to be settled by delivery of Common Shares or such other securities, in cash or otherwise, without the prior written consent of Raymond James, other than the shares to be sold pursuant to the distribution agreement and shares issued upon the exercise or conversion of any of our securities, convertible securities, options or rights outstanding at the beginning of such period or any grants of options or awards or securities issued pursuant to existing stock-based compensation plans.

TABLE OF CONTENTS

EXPERTS

The consolidated financial statements of First Financial as of December 31, 2016, and for the year then ended incorporated in this prospectus supplement by reference to our Annual Report on Form 10-K for the year ended December 31, 2016 have been so incorporated in reliance on the report of Crowe Horwath LLP, independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

LEGAL MATTERS

The legality of the Common Shares being offered by this prospectus supplement is being passed upon for First Financial by the law firm of Vorys, Sater, Seymour and Pease LLP, Cincinnati, Ohio. As of February 27, 2017, Vorys, Sater, Seymour and Pease LLP attorneys, together with members of their immediate families, owned an aggregate of 8,930 of our Common Shares. Certain legal matters will be passed upon by Morrison & Foerster LLP, New York, New York for the sales agent.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. The reports, proxy statements and other information that we file with the SEC are available to the public from the SEC's Internet site at <http://www.sec.gov>. Copies of certain information filed by us with the SEC are also available through our Internet site at <http://www.bankatfirst.com>. The information on the SEC Internet site and on our Internet site is not a part of this prospectus supplement. You may also read and copy any document we file with the SEC by visiting the SEC's Public Reference Room in Washington, D.C. The SEC's address in Washington, D.C. is 100 F Street N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for information on the operation of the Public Reference Room.

INFORMATION INCORPORATED BY REFERENCE

The SEC allows us to incorporate by reference into this prospectus supplement information that we file with the SEC. This means that we can disclose important information to you by referring you to those documents. Any information we incorporate in this manner is considered part of this prospectus supplement except to the extent updated and superseded by information contained in or incorporated by reference into this prospectus supplement. Except as otherwise noted below, we incorporate by reference the following documents that we have filed with the SEC under the Securities Exchange Act of 1934, as amended (the Exchange Act):

our Annual Report on Form 10-K for the fiscal year ended December 31, 2016;
current Reports on Form 8-K filed on January 3, 2017 and January 20, 2017; and
the description of our Common Shares which is contained in our Registration Statement on Form S-3 (File No. 333-197771) filed with the SEC on July 31, 2014, together with any subsequent registration statement or report filed for the purpose of updating such description.

In addition, we also incorporate by reference all documents subsequently filed by us with the SEC pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this prospectus supplement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold.

Pursuant to General Instruction B of Form 8-K, any information furnished pursuant to Item 2.02. Results of Operations and Financial Condition, or Item 7.01. Regulation FD Disclosure of Form 8-K is not deemed to be filed for purposes of Section 18 of the Exchange Act, and we are not incorporating by reference any information furnished pursuant to Item 2.02 or Item 7.01 (or former Item 9 or Item 12) of Form 8-K into this prospectus supplement.

S-9

TABLE OF CONTENTS

Statements contained in this prospectus supplement as to the contents of any contract, agreement or other document referred to in this prospectus supplement do not purport to be complete, and, where reference is made to the particular provisions of that contract, agreement or other document, those references are qualified in all respects by reference to all of the provisions contained in that contract, agreement or other document. Any statement contained in a document incorporated by reference, or deemed to be incorporated by reference, into this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated by reference in this prospectus supplement modifies or supersedes that statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

We will provide without charge, upon written or oral request, a copy of any or all of the documents that are incorporated by reference into this prospectus supplement (other than exhibits, unless they are specifically incorporated by reference in the documents) and a copy of any or all other contracts, agreements or documents which are referred to in this prospectus supplement. Requests should be directed to:

First Financial Bancorp.
255 East Fifth Street, Suite 2900
Cincinnati, OH 45202
Telephone: (877) 322-9530
Attention: Investor Relations

S-10

TABLE OF CONTENTS

PROSPECTUS

First Financial Bancorp.

Debt Securities

Common Shares

Preferred Shares

Depository Shares

Warrants

Rights

Stock Purchase Contracts

Units

The securities listed above may be offered and sold by us from time to time in one or more separate offerings, in amounts, at prices and on other terms to be determined at the time of an offering. We may offer the securities independently or together in any combination for sale directly to purchasers or through underwriters, dealers or agents to be designated at a future date. The specific terms and manner of offering of these securities will be provided in supplements to this prospectus. You should read this prospectus and the applicable prospectus supplement carefully before you invest in the securities described in the applicable prospectus supplement. This prospectus may not be used to consummate sales of securities unless accompanied by a prospectus supplement.

First Financial Bancorp.'s common shares are traded on the NASDAQ Global Select Market under the symbol FFBC.

You should read this prospectus and any supplements carefully before you invest. Investing in our securities involves a high degree of risk. See the section entitled Risk Factors, on page 6 of this prospectus and in the documents we file with the Securities and Exchange Commission that are incorporated in this prospectus by reference for certain risks and uncertainties you should consider.

Neither the Securities and Exchange Commission, nor any state securities commission nor any bank regulatory agency has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

Any securities offered by this prospectus and any accompanying prospectus supplement will be our equity securities or unsecured obligations and will not be deposits or accounts or other obligations of any of our bank or non-bank subsidiaries and are not insured or guaranteed by the Federal Deposit Insurance Corporation, The Board of Governors of the Federal Reserve System or any other governmental or regulatory agency or instrumentality.

The date of this prospectus is July 31, 2014.

TABLE OF CONTENTS

TABLE OF CONTENTS

<u>About This Prospectus</u>	<u>1</u>
<u>Forward-Looking Statements</u>	<u>2</u>
<u>Where You Can Find More Information</u>	<u>5</u>
<u>Incorporation by Reference</u>	<u>5</u>
<u>First Financial Bancorp.</u>	<u>6</u>
<u>Risk Factors</u>	<u>6</u>
<u>Ratios Of Earnings To Fixed Charges</u>	<u>7</u>
<u>Use Of Proceeds</u>	<u>7</u>
<u>Description Of Debt Securities</u>	<u>8</u>
<u>Description Of Capital Stock</u>	<u>14</u>
<u>Description Of Depositary Shares</u>	<u>17</u>
<u>Description Of Warrants</u>	<u>20</u>
<u>Description Of Rights</u>	<u>22</u>
<u>Description Of Stock Purchase Contracts</u>	<u>23</u>
<u>Description Of Units</u>	<u>24</u>
<u>Plan Of Distribution</u>	<u>24</u>
<u>Legal Matters</u>	<u>26</u>
<u>Experts</u>	<u>26</u>

i

TABLE OF CONTENTS

ABOUT THIS PROSPECTUS

This prospectus is a part of a registration statement that we have filed with the Securities and Exchange Commission (SEC) using a shelf registration process. Under this shelf registration statement, we may, from time to time, offer any combination of the securities described in this prospectus in one or more separate offerings.

This prospectus describes the general terms of the securities we may offer and the general manner in which we may offer the securities. Each time we offer securities under this prospectus, we will provide a prospectus supplement that will describe the specific terms of the securities offered and the specific manner in which we will offer the securities.

A prospectus supplement may include a discussion of any risk factors or other special considerations applicable to those securities or to us. The prospectus supplement may also add, update or change information contained in this prospectus. If there is any inconsistency between the information in this prospectus and the applicable prospectus supplement, you should rely on the information in the applicable prospectus supplement. You should carefully read both this prospectus and the applicable prospectus supplement, together with the information described under the headings Where You Can Find More Information and Incorporation By Reference, before deciding whether to invest in any of our securities.

You should rely only on the information contained or incorporated by reference in this prospectus and the applicable prospectus supplement. We have not authorized anyone to provide you with additional or different information. If anyone provides you with different, additional or inconsistent information, you should not rely on it. This prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities, in any jurisdiction where it is not permitted. You should not assume that the information in this prospectus or the applicable prospectus supplement or any document incorporated by reference is accurate as of any date other than the dates of the applicable documents.

Unless the context requires otherwise, references to First Financial Bancorp., First Financial, the Company, we, ours and us are to First Financial Bancorp. and its subsidiaries.

Unless otherwise indicated, currency amounts in this prospectus and in any applicable prospectus supplement are stated in United States dollars.

TABLE OF CONTENTS

FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated herein by reference may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), including, but not limited to, statements regarding our future business, financial condition, liquidity and results of operations. Forward-looking statements reflect our current expectations, estimates or projections concerning future results or events. We use words such as expects, anticipates, targets, goals, projects, intends, plans, believes, seeks, estimates, variations of such words and other expressions to identify forward-looking statements. Forward-looking statements are not guarantees of future performance and involve a number of risks and uncertainties that could cause actual results to differ materially from those in such forward-looking statements. Such risks and uncertainties will be described under the Risk Factors heading of any applicable prospectus supplement and under similar headings in our periodic reports filed with the SEC, which are incorporated by reference in this prospectus, and include, among other factors:

- difficult market conditions have adversely affected our industry;
- current levels of market volatility could have an adverse effect on our business;
- Europe's debt crisis could have a material adverse effect on our business, financial condition and liquidity;
- the soundness of other financial institutions could adversely affect us;
- there can be no assurance that enacted legislation or any proposed federal programs will stabilize the U.S. financial system and such legislation and programs may adversely affect us;
- recently enacted and potential further financial regulatory reforms could have a significant impact on our business, financial condition and results of operations;
- the fiscal and monetary policies of the federal government and its agencies could have a material adverse effect on our earnings;
- when we loan money, commit to loan money or enter into a letter of credit or other contract with a counterparty, we incur credit risk, or the risk of losses if our borrowers do not repay their loans or our counterparties fail to perform according to the terms of their contracts;
- weakness in the economy and in the real estate market, including specific weakness within our geographic footprint, may adversely affect us, including requiring us to take additional loan loss provisions or to write down loans;
- weakness in the real estate market, including the secondary residential mortgage loan markets, could adversely affect us;
- real estate volatility and future changes in our disposition strategies could result in net proceeds that differ significantly from the fair value appraisals for our other real estate owned;
- the information that we use in managing our credit risk may be inaccurate or incomplete, which may result in an increased risk of default and otherwise have an adverse effect on our business, results of operations and financial condition;
- declining values of real estate, increases in unemployment, and the related effects on local economies may increase our credit losses, which would negatively affect our financial results;
- our allowance for loan losses may prove to be insufficient to absorb losses in our loan portfolio;
- the introduction, implementation, withdrawal, success and timing of business initiatives and strategies, including, but not limited to, the opening of new banking centers or entering into new product lines, may be less successful or may be different than anticipated, which could adversely affect our business;
- changes in market interest rates or capital markets could adversely affect our revenue and expense, the value of assets and obligations, and the availability and cost of capital or liquidity;

TABLE OF CONTENTS

we may be required to repurchase mortgage loans or indemnify mortgage loan purchasers as a result of breaches of representations and warranties, borrower fraud, or certain borrower defaults, which could harm our liquidity, results of operations, and financial condition;

clients could pursue alternatives to bank deposits, causing us to lose a relatively inexpensive source of funding;

consumers may decide not to use banks to complete their financial transactions, which could affect net income;

our asset management business subjects us to a variety of risks;

negative public opinion could damage our reputation and adversely impact business and revenues;

we rely on other companies to provide key components of our business infrastructure;

we rely on our systems, employees, and certain counterparties, and certain failures, such as a security breach, could materially adversely affect our operations;

we may be subject to general claims and litigation liability;

regulation by federal and state agencies could adversely affect the business, revenue, and profit margins;

competition in the financial services industry is intense and could result in losing business or reducing margins;

future legislation could harm our competitive position;

maintaining or increasing market share depends on market acceptance and regulatory approval of new products and services;

we may not pay dividends on our common shares;

there may be future sales or other dilution of our equity, which may adversely affect the market price of our common shares;

our liquidity is dependent upon our ability to receive dividends from our subsidiaries, which accounts for most of our revenue and could affect our ability to pay dividends, and we may be unable to enhance liquidity from other sources;

our results of operations depend upon the results of operations of our subsidiaries;

significant legal actions could subject us to substantial uninsured liabilities;

if our regulators deem it appropriate, they can take regulatory actions that could impact our ability to compete for new business, constrain our ability to fund our liquidity needs, and increase the cost of our services;

disruptions in our ability to access capital markets may negatively affect our capital resources and liquidity;

management's ability to retain key officers and employees may change;

potential acquisitions may disrupt our business and dilute shareholder value and we may not be able to successfully consummate or integrate such acquisitions;

our accounting policies and processes are critical to how we report our financial condition and results of operations, and require management to make estimates about matters that are uncertain;

changes in our accounting policies or in accounting standards could materially affect how we report our financial results and condition;

our disclosure controls and procedures may not prevent or detect all errors or acts of fraud;

our financial instruments carried at fair value expose us to certain market risks;

TABLE OF CONTENTS

our revenues derived from our investment securities may be volatile and subject to a variety of risks; we are subject to ongoing tax examinations in various jurisdictions, the Internal Revenue Service and other taxing jurisdictions may propose various adjustments to our previously filed tax returns and it is possible that the ultimate resolution of such proposed adjustments, if unfavorable, may be material to the results of operations in the period it occurs;

changes in tax laws could adversely affect our performance;
changes in national and local economic conditions could lead to higher loan charge-offs in connection with our acquisitions (the Acquisitions) of Peoples Community Bank (Peoples), Irwin Union Bank and Trust Company (Irwin Union Bank) and Irwin Union Bank, F.S.B. (Irwin FSB), all of which may not be supported by the loss sharing agreements with the Federal Deposit Insurance Corporation (FDIC);

Irwin Union Bank and certain of its subsidiaries, notably Irwin Home Equity Corporation, were and continue to be the subject of a number of claims and legal actions regarding their mortgage banking, mortgage and/or home equity lines of business activities that took place prior to September 18, 2009, and these matters may require significant resources and management attention;

the Acquisitions have increased First Financial's commercial real estate loan portfolio, which have a greater credit risk than traditional residential mortgage loans;

certain fair value estimates and other measures associated with the assets of Peoples, Irwin Union Bank and Irwin FSB acquired from the FDIC, if materially inaccurate, could adversely affect our financial condition and results of operations;

First Financial Bank's failure to fully comply with the loss-sharing provisions relating to the Acquisitions from the FDIC could jeopardize the loss-share coverage afforded to certain individual or pools of assets, rendering First Financial Bank financially responsible for the full amount of any losses related to such assets; and

the benefits of our FDIC loss-sharing agreements may be reduced or eliminated.

The factors identified in this section are not intended to represent a complete list of all the factors that could adversely affect our business, operating results, financial condition or cash flows. Other factors not presently known to us or that

we currently deem immaterial to us may also have an adverse effect on our business, operating results, financial condition or cash flows, and the factors we have identified could affect us to a greater extent than we currently anticipate. Many of the important factors that will determine our future financial performance and financial condition are beyond our ability to control or predict. You are cautioned not to put undue reliance on any forward-looking statements, which speak only as of the date they are made. Except as required by applicable law or the rules and regulations of the SEC, we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. However, any further disclosures made on related subjects in our subsequent filings and reports with the SEC should be consulted. This discussion is provided as permitted by the Private Securities Litigation Reform Act of 1995, and all of our forward-looking statements are expressly qualified in their entirety by the cautionary statements contained or referenced in this section.

TABLE OF CONTENTS

WHERE YOU CAN FIND MORE INFORMATION

This prospectus is part of a registration statement on Form S-3 that we filed with the SEC registering the securities that may be offered hereunder. As permitted by SEC rules, this prospectus does not contain all of the information we have included in the registration statement. A copy of the registration statement can be obtained at the address set forth below. You should read the registration statement for more information about our securities and us.

We are subject to the reporting requirements of the Exchange Act and file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document that we file with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. You can request copies of these documents, upon payment of a duplicating fee, by writing to the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. The SEC also maintains a website that contains reports, proxy and information statements and other information regarding issuers, like us, who file electronically with the SEC. The address of the SEC's website is www.sec.gov.

Our website address is www.bankatfirst.com. We make available, free of charge, on or through our website, our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K that are filed with or furnished to the SEC, and amendments to those reports, as soon as reasonably practicable after we electronically file such reports with, or furnish them to, the SEC. The contents of our website are not part of this prospectus, and the reference to our website does not constitute incorporation by reference in this prospectus of the information contained at that website.

INCORPORATION BY REFERENCE

The SEC allows us to incorporate by reference information in this prospectus. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The following documents that we have filed with the SEC are incorporated by reference in, and considered a part of, this prospectus:

our Annual Report on Form 10-K for the year ended December 31, 2013;
our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014;
our Current Reports on Form 8-K filed with the SEC on January 7, 2014, January 30, 2014, March 6, 2014, April 29, 2014, May 2, 2014, May 29, 2014, June 13, 2014, July 22, 2014 and July 24, 2014; and
the description of our common shares, without par value, contained in our Registration Statement on Form S-3 (File No. 333-173780) filed with the SEC on April 28, 2011, or contained in any subsequent amendment or report filed for the purpose of updating such description.

We are also incorporating by reference in this prospectus all documents (other than current reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits filed on such form that are related to such items) that we file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and prior to the termination or completion of any offering of securities under this prospectus and all applicable prospectus supplements.

We will provide to each person to whom this prospectus is delivered, upon written or oral request and without charge, any of the above documents that are incorporated by reference in this prospectus (including any exhibits that are specifically incorporated by reference in such documents). Requests should be directed to:

First Financial Bancorp.
255 East Fifth Street
Suite 2900
Cincinnati, Ohio 45202
Telephone: (877) 322-9530
Attention: Investor Relations

5

TABLE OF CONTENTS

Any statement contained in this prospectus or in a document incorporated by reference in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in the applicable prospectus supplement or any other subsequently filed document that is deemed to be incorporated by reference in this prospectus modifies or supersedes such statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

FIRST FINANCIAL BANCORP.

We are an approximately \$6.5 billion bank holding company headquartered in Cincinnati, Ohio. As of March 31, 2014, First Financial, through its subsidiaries, operates primarily in Ohio, Indiana and Kentucky. These subsidiaries include a commercial bank, First Financial Bank, N.A. (First Financial Bank or the Bank). As of March 31, 2014 the Bank had 106 banking centers and 129 ATMs. We provide banking and financial services products through four lines of business: commercial, consumer, wealth management and mortgage. The commercial, consumer and mortgage business lines provide credit-based products, deposit accounts, retail brokerage, corporate cash management support and other services to commercial and consumer clients. The Bank also provides lending products, primarily equipment and leasehold improvement financing, for select concepts and franchisees in the quick service and casual dining restaurant sector throughout the United States. First Financial Wealth Management provides wealth planning, portfolio management, trust and retirement plan services and had approximately \$2.5 billion in assets under management as of March 31, 2014.

Our principal executive offices are located at 255 East Fifth Street, Suite 2900, Cincinnati, Ohio 45202 and our telephone number at that address is (513) 979-5782. We maintain an Internet website at www.bankatfirst.com. Information on our website is not incorporated by reference in or otherwise a part of this prospectus or any applicable prospectus supplement.

RISK FACTORS

Investing in our securities involves a high degree of risk. Before you decide to invest in our securities, you should carefully consider and evaluate all of the information included and incorporated by reference in this prospectus, including the risk factors incorporated herein by reference from our most recent Annual Report on Form 10-K, as updated by our subsequent Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the SEC, as well as the risk factors set forth under the Risk Factors heading in any applicable prospectus supplement. In addition to those risk factors, there may be additional risks and uncertainties of which management is not aware or focused on or that management deems immaterial. It is possible that our business, financial condition, liquidity or results of operations could be materially adversely affected by any of these risks. In addition, see Forward-Looking Statements above for a description of certain risks and uncertainties associated with our business. The market or trading price of our securities could decline due to any of these risks and uncertainties, and you may lose all or a part of your investment.

TABLE OF CONTENTS

RATIO OF EARNINGS TO FIXED CHARGES

Our consolidated ratio of earnings to fixed charges for each of the periods indicated is as follows:

	Three Months Ended March 31,		Year Ended December 31,				
	2014	2013	2013	2012	2011	2010	2009
Ratio of earnings to fixed charges:							
Excluding interest on deposits	27.01	21.52	19.56	36.00	26.37	10.52	37.62
Including interest on deposits	6.32	5.17	5.00	4.76	3.34	2.35	7.18

For the purpose of computing the ratios of earnings to fixed charges, earnings consist of consolidated income before income tax expense and fixed charges. Fixed charges exclude interest on uncertain tax positions which is classified with income tax expense in the consolidated financial statements.

USE OF PROCEEDS

We intend to use the net proceeds from the sales of the securities that may be offered under this prospectus as set forth in the applicable prospectus supplement.

7

TABLE OF CONTENTS

DESCRIPTION OF DEBT SECURITIES

For purposes of this section, the terms we, our and us refer only to First Financial and not its subsidiaries. The following description of the debt securities sets forth certain general terms that may apply to the debt securities that we may offer under this prospectus. The debt securities may be issued as senior debt securities or subordinated debt securities. Unless otherwise specified in the applicable prospectus supplement, we will issue the senior debt securities under a senior indenture, which we will enter into with a trustee to be named in the senior indenture, and we will issue the subordinated debt securities under a subordinated indenture, which we will enter into with a trustee to be named in the subordinated indenture. These indentures are sometimes collectively referred to as the indentures and individually referred to as an indenture, the senior indenture or the subordinated indenture, as applicable. The form of senior indenture and the form of subordinated indenture are filed as exhibits to the registration statement of which this prospectus is a part. The trustee under each indenture is referred to as the indenture trustee. The indentures are subject to and governed by the Trust Indenture Act of 1939, as amended (the Trust Indenture Act), and may be supplemented or amended from time to time. Prior to issuing any debt securities, we will select an indenture trustee for the indenture relating to the issuance of debt securities, qualify such indenture trustee under the Trust Indenture Act and execute such indenture.

The indentures give us broad authority to set the particular terms of each series of debt securities, including the right to modify certain of the terms contained in the applicable indenture. We will describe the specific terms of a series of debt securities and the extent, if any, to which the specific terms of the debt securities modify the terms of the applicable indenture in the prospectus supplement relating to the debt securities.

This summary is subject to, and qualified in its entirety by reference to, the indentures, which contain the full legal text of the matters described in this section, and the description of the specific terms of the debt securities in the applicable prospectus supplement. The following summary is not complete. You should read all of the provisions of the indentures, including the definitions of certain terms.

Since we are a holding company, our right, and accordingly, the right of our creditors and shareholders, including the holders of the securities offered by this prospectus and any prospectus supplement, to participate in any distribution of assets of any of our subsidiaries upon its liquidation, reorganization or similar proceeding is subject to the prior claims of creditors of that subsidiary, except to the extent that our claims as a creditor of the subsidiary may be recognized.

Terms of the Securities

The debt securities will not be secured by any of our assets. Neither the indentures nor the debt securities will limit or otherwise restrict the amounts of other indebtedness that we may incur, or the amount of other securities that we may issue. The indentures do not limit the principal amount of any particular series of debt securities. All of the debt securities issued under each of the indentures will rank equally and ratably with any additional debt securities issued under the same indenture. The subordinated debt securities will be subordinated as described below under Subordination.

Each prospectus supplement will specify the particular terms of the debt securities offered. The applicable prospectus supplement will describe the terms of any debt securities being offered, including the following, as may be applicable:

- the title of the debt securities;
- the principal amount being offered and, if a series, the total amount authorized and the total amount outstanding;

any limit on the aggregate principal amount of the debt securities;
the priority of payments on the debt securities;
the issue price or prices (which may be expressed as a percentage of the aggregate principal amount) of the debt securities;
the date or dates, or the method of determining the dates, on which the debt securities will mature;

8

TABLE OF CONTENTS

the interest rate or rates of the debt securities, or the method of determining those rates;
the interest payment dates, the dates on which payment of any interest will begin and the regular record dates;
if other than the entire principal amount, the portion of the principal amount of the debt securities that will be payable if the maturity date of the debt securities is accelerated;
any event of default applicable to the debt securities;
any covenants included for the benefit of the holders of the debt securities;
provisions, if any, restricting the declaration of dividends or requiring the maintenance of any asset ratio or the creation or maintenance of reserves;
provisions relating to modification of the terms of the debt securities or the rights of holders of the debt securities;
provisions, if any, restricting the incurrence of additional debt or the issuance of additional securities;
restrictions, if any, on transfer, sale or other assignment of the debt securities;
whether the debt securities will be issuable in temporary or permanent global form and, if so, the identity of the depository for such global security, or the manner in which any interest payable on a temporary or permanent global security will be paid;
any terms relating to the conversion of the debt securities into our common shares or preferred shares, including, without limitation, the time and place at which such debt securities may be converted, the conversion price and any adjustments to the conversion price and any other provisions that may be applicable;
any sinking fund or similar provisions applicable to the debt securities;
any mandatory or optional redemption, repurchase or repayment provisions applicable to the debt securities;
the denomination or denominations in which the debt securities are authorized to be issued;
whether any of the debt securities will be issued in bearer form and, if so, any limitations on issuance of such bearer securities (including exchanges for registered securities of the same series);
information describing any book-entry features of the debt securities;
whether any of the debt securities will be issued as original issue discount securities;
the place of payment on the debt securities;