

FIRST FINANCIAL BANCORP /OH/
Form 8-K
November 06, 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): November 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 (Address of principal executive offices) | | 45209 (Zip Code) |

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))

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



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First Financial Bancorp.

Item 1.01 Entry into a Material Definitive Agreement

First Financial Bank, N.A. (“First Financial”), the wholly owned subsidiary of First Financial Bancorp (“Bancorp”), entered into a Second Amendment to Purchase and Assumption Agreement with the Federal Deposit Insurance Corporation (the “FDIC”), as receiver for Irwin Union Bank and Trust Company (“Irwin Union Bank”) and the FDIC regarding the assumption of all deposits and acquisition of certain assets and other liabilities of Irwin Union Bank. A copy of the second amendment effective September 18, 2009 is attached hereto as Exhibit 2.1.

Item 2.02 Results of Operations and Financial Condition.

On November 5, 2009, First Financial Bancorp. issued its earnings press release that included the results of operations and financial condition for the third quarter of 2009. A copy of the earnings press release is attached as Exhibit 99.1.

On November 6, 2009, First Financial Bancorp. will hold an earnings call to discuss the results of operations and financial condition for the third quarter of 2009. Copies of the slide presentation that will be used in the call are attached as Exhibit 99.2.

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 | | | | Nine Months Ended | | |
|--------------------------------------|------------------------|------------------|------------------|------------------|-------------------|------------------|-----------|
| | Sep. 30, 2009 | June 30, 2009 | Mar. 31, 2009 | Dec. 31, 2008 | Sep. 30, 2008 | Sep. 30, 2008 | |
| | (Dollars in thousands) | | | | | | |
| Net interest income | \$ 37,455 | \$ 31,209 | \$ 30,928 | \$ 30,129 | \$ 29,410 | \$ 99,592 | \$ 86,073 |
| Tax equivalent adjustment | 300 | 307 | 363 | 360 | 424 | 970 | 1,448 |
| Net interest income - tax equivalent | \$ 37,755 | \$ 31,516 | \$ 31,291 | \$ 30,489 | \$ 29,834 | \$ 100,562 | \$ 87,521 |

| | | | | | | | |
|---|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| Average earning assets | 4,144,429 | 3,483,796 | 3,482,645 | 3,267,525 | 3,180,290 | 3,708,643 | 3,087,925 |
| Net interest margin* | 3.59% | 3.60% | 3.61% | 3.67% | 3.68% | 3.59% | 3.72% |
| Net interest margin (fully tax equivalent)* | 3.61% | 3.64% | 3.65% | 3.71% | 3.73% | 3.63% | 3.79% |

* 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.

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| | Three Months Ended | | | | | | Nine Months Ended | |
|---|---|------------------|------------------|------------------|------------------|------------------|-------------------|--|
| | Sep. 30, 2009 | June 30, 2009 | Mar. 31, 2009 | Dec. 31, 2008 | Sep. 30, 2008 | Sep. 30, 2009 | Sep. 30, 2008 | |
| | (Dollars in thousands, except per share data) | | | | | | | |
| Net income available to common shareholders (a) | \$ 225,187 | \$ 450 | \$ 5,157 | \$ 2,084 | \$ 5,732 | \$ 230,794 | \$ 20,878 | |
| Average total shareholders' equity | \$ 459,809 | \$ 379,944 | \$ 350,857 | \$ 286,582 | \$ 276,594 | \$ 397,269 | \$ 277,401 | |
| Less: | | | | | | | | |
| Average Preferred stock | (78,221) | (78,126) | (78,038) | (7,805) | - | (78,129) | - | |
| Goodwill | (46,931) | (28,261) | (28,261) | (28,261) | (28,261) | (46,931) | (28,261) | |
| Intangible assets | (7,105) | (465) | (500) | (1,002) | (872) | (7,105) | (872) | |
| Average tangible common equity (b) | 327,552 | 273,092 | 244,058 | 249,514 | 247,461 | 265,104 | 248,268 | |
| Add back: | | | | | | | | |
| Average preferred stock | 78,221 | 78,126 | 78,038 | 7,805 | 0 | 78,129 | 0 | |
| Average tangible shareholders' equity (c) | 405,773 | 351,218 | 322,096 | 257,319 | 247,461 | 343,233 | 248,268 | |
| Total shareholders' equity | 671,247 | 446,636 | 353,760 | 348,327 | 277,220 | 671,247 | 277,220 | |
| Less: | | | | | | | | |
| Preferred stock | (78,271) | (78,173) | (78,075) | (78,019) | - | (78,271) | - | |
| Goodwill | (46,931) | (28,261) | (28,261) | (28,261) | (28,261) | (46,931) | (28,261) | |
| Intangible assets | (7,105) | (465) | (500) | (1,002) | (872) | (7,105) | (872) | |
| Tangible common equity (d) | 538,940 | 339,737 | 246,924 | 241,045 | 248,087 | 538,940 | 248,087 | |
| Add back: | | | | | | | | |
| Preferred stock | 78,271 | 78,173 | 78,075 | 78,019 | 0 | 78,271 | 0 | |

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| | | | | | | | |
|--|------------|------------|------------|------------|------------|------------|------------|
| Tangible shareholders' equity (e) | 617,211 | 417,910 | 324,999 | 319,064 | 248,087 | 617,211 | 248,087 |
| Total assets | 7,259,902 | 3,783,353 | 3,809,196 | 3,699,142 | 3,511,676 | 7,259,902 | 3,511,676 |
| Less: | | | | | | | |
| Goodwill | (46,931) | (28,261) | (28,261) | (28,261) | (28,261) | (46,931) | (28,261) |
| Intangible assets | (7,105) | (465) | (500) | (1,002) | (872) | (7,105) | (872) |
| Ending tangible assets (f) | 7,205,866 | 3,754,627 | 3,780,435 | 3,669,879 | 3,482,543 | 7,205,866 | 3,482,543 |
| Risk-weighted assets (g) | 4,020,401 | 3,076,042 | 2,951,721 | 2,878,548 | 2,800,753 | 4,020,401 | 2,800,753 |
| Total average assets | 4,496,327 | 3,784,458 | 3,777,510 | 3,566,051 | 3,476,648 | 4,022,064 | 3,379,343 |
| Less: | | | | | | | |
| Goodwill | (46,931) | (28,261) | (28,261) | (28,261) | (28,261) | (46,931) | (28,261) |
| Intangible assets | (7,105) | (465) | (500) | (1,002) | (872) | (7,105) | (872) |
| Average tangible assets (h) | 4,442,291 | 3,755,732 | 3,748,749 | 3,536,788 | 3,447,515 | 3,968,028 | 3,350,210 |
| Ending common shares outstanding (i) | 51,431,422 | 51,434,346 | 37,474,422 | 37,481,201 | 37,476,607 | 51,431,422 | 37,476,607 |
| Ratios | | | | | | | |
| Return on average tangible common shareholders' equity (a)/(b) | 272.75% | 0.66% | 8.57% | 3.32% | 9.21% | 116.40% | 11.23% |
| Ending tangible common equity as a percent of: | | | | | | | |
| Ending tangible assets (d)/(f) | 7.48% | 9.06% | 6.54% | 6.57% | 7.13% | 7.48% | 7.13% |
| Risk-weighted assets (d)/(g) | 13.41% | 11.05% | 8.38% | 8.37% | 8.86% | 13.41% | 8.86% |
| Average tangible common equity as a percent of average tangible assets (b)/(h) | 7.37% | 7.27% | 6.51% | 7.05% | 7.18% | 6.68% | 7.41% |

| | | | | | | | | | | | | | | |
|--|----|-------|----|--------|----|-------|----|-------|----|-------|----|-------|----|-------|
| Tangible book value per common share (d)/(i) | \$ | 10.48 | \$ | 6.61 | \$ | 6.59 | \$ | 6.43 | \$ | 6.62 | \$ | 10.48 | \$ | 6.62 |
| Ending tangible shareholders' equity to ending tangible assets (e)/(f) | | 8.57% | | 11.14% | | 8.60% | | 8.70% | | 7.13% | | 8.57% | | 7.13% |
| Average tangible shareholders' equity to average tangible assets (c)/(h) | | 9.13% | | 9.35% | | 8.59% | | 7.28% | | 7.18% | | 8.65% | | 7.41% |

First Financial Bancorp. does not intend for this Item 2.02 or Exhibits 99.1 or 99.2 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.

Item 9.01 Exhibits.

(c) Exhibits:

The following exhibit shall not be deemed to be “filed” for purposes of the Securities Exchange Act of 1934, as amended.

| | |
|------|---|
| 2.1 | Second Amendment to Purchase and Assumption Agreement |
| 99.1 | First Financial Bancorp. Press Release dated November 5, 2009. |
| 99.2 | First Financial Bancorp. November 6, 2009 Earnings Call slides. |

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: November 6, 2009

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First Financial Bancorp.

Exhibit Index

Exhibit No. Description

- 2.1 Second Amendment to Purchase and Assumption Agreement
- 99.1 First Financial Bancorp. Press Release dated November 5, 2009.
- 99.2 First Financial Bancorp. November 6, 2009 Earnings Call slides.