

FIRST FINANCIAL BANCORP /OH/  
Form S-8 POS  
January 30, 2017

**As filed with the Securities and Exchange Commission on January 30, 2017**

**Registration Nos. 333-05151 and 333-86664**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT NO. 333-05151**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT NO. 333-86664**

***UNDER***

***THE SECURITIES ACT OF 1933***



**Suite 2900**

**Cincinnati, Ohio 45202**

(Name, address, including zip code and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large Accelerated filer  Accelerated filer  ..  
Non-Accelerated filer  Smaller reporting company  ..

## **EXPLANATORY NOTE**

First Financial Bancorp. (the “Registrant”), is filing these Post-Effective Amendments to deregister certain common shares and related plan participation interests originally registered pursuant to the Registration Statement on Form S-8 filed on June 4, 1996 (File No. 333-05151) and the Registration Statement on Form S-8 filed on April 19, 2002 (File No. 333-86664) (the “Registration Statements”), with respect to Registration’s common shares (“Common Stock”), thereby registered for offer or sale pursuant to the First Financial Bancorp. Thrift Plan and Trust (the “Thrift Plan”). An aggregate total of 1,700,000 shares of Common Stock (as adjusted for stock splits) and an indeterminate number of plan participation interests were registered under the Registration Statements for issuance under the Thrift Plan.

Pursuant to an amendment to the Thrift Plan as of December 31, 2016, the Thrift Plan no longer offers Common Stock of the Registrant as an investment option for participants and requires all dividends on Common Stock held in the Thrift Plan to be reinvested in Common Stock. Participants are not permitted to elect between reinvestment or cash payment of dividends or to make any additional contributions for investment in Common Stock under the Thrift Plan. Accordingly, pursuant to the undertakings contained in the Registration Statements to remove from registration by means of a post-effective amendment any of the securities registered that remain unsold at the termination of the offering, the Registrant is filing these Post-Effective Amendments to deregister all shares of Common Stock and plan participation interests that were previously registered and that remain unissued under the Thrift Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio, on January 30, 2017.

FIRST FINANCIAL  
BANCORP.

By: /s/ Shannon M. Kuhl  
- Shannon M. Kuhl  
Senior Vice President and  
Chief Legal Officer

NOTE: No other person is required to sign these Post-Effective Amendments in reliance upon Rule 478 under the U.S. Securities Act of 1933, as amended.