

FIRST FINANCIAL BANCORP /OH/

Form 8-K

March 08, 2005

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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): March 3, 2005**

**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.)

**300 High Street, Hamilton, Ohio**  
(Address of principal executive offices)

**45011**  
(Zip Code)

Registrant's telephone number, including area code: (513) 867-5447

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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**First Financial Bancorp.**

**Item 1.01 Entry into a Material Definitive Agreement.**

On March 3, 2005, First Financial Bancorp. (Nasdaq: FFBC) announced that it had entered into a definitive agreement to sell substantially all of the assets and certain liabilities of its Fidelity Federal Savings Bank subsidiary to Mutual Federal Savings Bank, a subsidiary of MutualFirst Financial, Inc., of Muncie, Indiana. Mutual Federal will pay \$20,000,000 in cash for these assets, subject to adjustment. The transaction will result in an estimated \$0.12 to \$0.14 per share gain for First Financial Bancorp.

Previously, First Financial Bancorp. had planned to merge Fidelity Federal into its Community First Bank & Trust subsidiary on March 4, 2005. That plan has been terminated.

A copy of the purchase and assumption agreement is attached as Exhibit 2.1, and a copy of the press release announcing the transaction is attached hereto as Exhibit 99.1, and both are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

**Exhibit No. Description**

- |      |  |
|------|--|
| 2.1  | Purchase and Assumption Agreement, dated March 3, 2005, by and among Mutual Federal Savings Bank, Fidelity Federal Savings Bank and First Financial Bancorp., including a list of omitted exhibits and schedules, together with an agreement to furnish supplementally a copy of any omitted exhibit or schedule to the Commission upon request. |
| 99.1 | Press Release dated March 3, 2005.   |

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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/ C. Douglas Lefferson  
C. Douglas Lefferson  
Executive Vice President and Chief  
Financial Officer

Date: March 7, 2005

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**Exhibit Index**

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| 99.1 | Press Release dated March 3, 2005.   |