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## Section 1: 8-K (FORM 8-K)

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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): August 6, 2019

## 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: 001-34762

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))

Title of each class	Trading symbol	Name of exchange on which registered
Common stock, No par value	FFBC	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## Item 1.01 Entry into a Material Definitive Agreement

As previously reported, on June 18, 2019, First Financial Bancorp. (the “Company”) entered into an Agreement and Plan of Merger (the “Merger Agreement”), by and among the Company, First Financial Bank, an Ohio bank and wholly-owned subsidiary of the Company (the “Bank”), Wallace Merger Sub LLC, a Delaware limited liability company and a wholly-owned subsidiary of the Bank (“Merger Sub”), Bannockburn Global Forex, LLC, a Delaware limited liability company (“BGF”), and Fortis Advisors, LLC, solely in its capacity as representative of the members of BGF (the “Member Representative”). On August 6, 2019, the parties to the Merger Agreement agreed to amend certain provisions of the Merger Agreement pursuant to Amendment No. 1 to Agreement and Plan of Merger, among the parties, dated as of August 6, 2019 (the “Amendment”).

The Amendment changes the terms by which BGF can elect to change the merger consideration provided for in the Merger Agreement. The Merger Agreement provides for the merger of BGF with and into Merger Sub in a transaction (the “Merger”) in which all of the issued and outstanding membership interests of BGF and certain outstanding phantom units of BGF will be extinguished, and the holders thereof will receive aggregate “Merger Consideration” consisting of (i) \$3,660,392 in cash, less certain transaction expenses, and (ii) 4,663,652 common shares of the Company (the “Company Shares”). Prior to the Amendment, the Merger Agreement gave BGF the right, exercisable at any time between the fifth business day and second business day prior to the scheduled closing date of the Merger, if the Market Price Condition described below was satisfied, to make a one-time irrevocable election (the “Merger Consideration Modification Election”) to modify the Merger Consideration to consist of an aggregate cash amount of \$53,660,392, less certain transaction expenses, plus 2,601,797 Company Shares. The Market Price Condition would apply only if the 20-day volume-weighted average price of the Company Shares on the NASDAQ Stock Market as of the fifth day prior to the scheduled closing date of the Merger was equal to or less than \$24.25.

The Amendment deleted the Market Price Condition so that BGF now has the unconditional right, but not the obligation, to exercise the Merger Consideration Modification Election. If BGF elects to exercise the Merger Consideration Modification Election, it must do so on, and only on, the third business day prior to the scheduled closing date of the Merger.

Other than as modified by the Amendment, the Merger Agreement remains in full force and effect as originally executed on June 18, 2019. The foregoing description of the Amendment, the Merger Agreement and the transactions contemplated thereby do not purport to be complete and are qualified in their entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 2.1 to this Current Report on Form 8-K, and of the Merger Agreement, a copy of which was filed as Exhibit 1.1 to the Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission by the Company on June 19, 2019.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
2.1	<a href="#"><u>Amendment No. 1 to Agreement and Plan of Merger, dated as of August 6, 2019, by and among First Financial Bancorp., First Financial Bank, Wallace Merger Sub, Bannockburn Global Forex, LLC, and Fortis Advisors, LLC, solely in its capacity as the Member Representative.</u></a>

## 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/ Karen B. Woods

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Karen B. Woods  
General Counsel

Date: August 6, 2019

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## Section 2: EX-2.1 (EXHIBIT 2.1)

### AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF MERGER

This AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF MERGER (this “Amendment”), dated as of August 6, 2019, is by and among First Financial Bancorp., an Ohio corporation (“Buyer”), First Financial Bank, an Ohio bank and a wholly-owned subsidiary of Buyer (the “Bank”), Wallace Merger Sub LLC, a Delaware limited liability company and a wholly-owned subsidiary of the Bank (“Merger Sub”), Bannockburn Global Forex, LLC, a Delaware limited liability company (the “Company”), and Fortis Advisors LLC, a Delaware limited liability company, solely in its capacity as Member Representative of all of the Participating Holders. Buyer, the Bank, Merger Sub, the Company and the Member Representative are sometimes referred to herein individually as a “Party” and collectively, as the “Parties.”

WHEREAS, Buyer, the Bank, Merger Sub, the Company and the Member Representative entered into that certain Agreement and Plan of Merger, dated as of June 18, 2019 (the “Merger Agreement”);

WHEREAS, Buyer, the Bank, Merger Sub, the Company and the Member Representative now intend to amend the Merger Agreement as set forth herein; and

WHEREAS, the boards of directors or managers (or a duly authorized committee thereof) of each of Buyer, the Bank, Merger Sub and the Company have approved the execution and delivery of this Amendment on behalf of the applicable party hereto.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

SECTION 1. Defined Terms. Capitalized terms used herein that are not otherwise defined have the meanings set forth in the Merger Agreement.

SECTION 2. Amendments to Merger Agreement. The Merger Agreement is hereby amended as follows:

2.1 Section 1.7(b) of the Merger Agreement is hereby amended and restated in its entirety to read as follows:

(b) Once the Parties have agreed upon a Closing Date pursuant to Section 1.2, on the third Business Day prior to such scheduled Closing Date, and only on the third Business Day prior to such scheduled Closing Date, the Company shall have the right, but not the obligation, to make a one-time irrevocable election (the “Merger Consideration Modification Election”) to modify the Merger Consideration so that, for all purposes of this Agreement, the Merger Consideration shall consist of (i) cash in the amount of (A)

\$53,660,392 (which amount is inclusive of both (i) the Escrow Amount and (ii) the Expense Fund Amount sent to the Member Representative pursuant to Section 5.4(f)) less (B) 50% of the aggregate premium amount paid by Buyer for the R&W Insurance Policy, plus (ii) an aggregate number of Buyer Common Shares equal to the amount obtained by subtracting (A) the quotient obtained by dividing 50,000,000 by 24.25, from (B) 4,663,652, with such amount rounded up to the nearest whole Buyer Common Share. If Company does not make the Merger Consideration Modification Election, the “Merger Consideration” shall be as stated in Section 1.7(a).

2.2 Section 8.1 of the Merger Agreement is amended to delete the definition “20-Day VWAP” in its entirety.

SECTION 3. Effect on Merger Agreement. Other than as specifically set forth herein, all other terms and provisions of the Merger Agreement shall remain unaffected by the terms of this Amendment, and shall continue in full force and effect. All references in the Merger Agreement to “this Agreement” shall be deemed references to the Merger Agreement as amended by this Amendment.

SECTION 4. Headings. The headings contained in this Amendment are for reference purposes only and shall not affect in any way the meaning or interpretation of this Amendment.

SECTION 5. Counterparts. This Amendment may be executed in two or more counterparts and by electronic transmission as provided in Section 9.14 of the Merger Agreement, which section is incorporated herein by this reference.

SECTION 6. Governing Law. Section 9.11 of the Merger Agreement regarding governing law shall govern this Amendment and such section is incorporated herein by this reference.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, each of the parties to this Amendment has executed and delivered this Amendment, or caused this Amendment to be executed and delivered by its duly authorized representative, as of the date first written above.

**FIRST FINANCIAL BANCORP.**

By: /s/ Archie M. Brown, Jr.  
Name: Archie M. Brown, Jr.  
Title: Chief Executive Officer

**FIRST FINANCIAL BANK**

By: /s/ Archie M. Brown, Jr.  
Name: Archie M. Brown, Jr.  
Title: Chief Executive Officer

**WALLACE MERGER SUB LLC**

By: /s/ Archie M. Brown, Jr.  
Name: Archie M. Brown, Jr.  
Title: Chief Executive Officer

**BANNOCKBURN GLOBAL FOREX, LLC**

By: /s/ Mark Wendling  
Name: Mark Wendling  
Title: Chief Executive Officer

**FORTIS ADVISORS LLC**

By: /s/ Ryan Simkin  
Name: Ryan Simkin  
Title: Managing Director