

Woods Karen B
 Form 4/A
 April 05, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Woods Karen B

2. Issuer Name and Ticker or Trading Symbol
 FIRST FINANCIAL BANCORP /OH/ [FFBC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 255 EAST 5TH STREET, SUITE 2900
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 General Counsel

CINCINNATI, OH 45202

4. If Amendment, Date Original Filed(Month/Day/Year)
 04/03/2018

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 04/01/2018 | | A | 9,428 (1) | 9,428 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Woods Karen B 255 EAST 5TH STREET, SUITE 2900 CINCINNATI, OH 45202 | | | General Counsel | |

Signatures

/s/ Billie L. Meents, POA 04/05/2018

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Due to an error in the calculation of common shares directly held by the reporting person, the Form 4 filed on 4/3/2018 incorrectly stated the number of common shares of FFBC stock acquired by the reporting person as a result of the merger of First Financial Bancorp and MainSource Financial Group which closed on 4/1/2018. The number of shares was originally reported as 14,828, and should have been reported as 9,428.
- (2) Received pursuant to the merger agreement between First Financial Bancorp. ("First Financial") and MainSource Financial Group, Inc. ("MainSource"), dated July 25, 2017 (the "Merger Agreement"), pursuant to which MainSource was merged with and into First Financial on April 1, 2018 (the "Effective Time"). Pursuant to the Merger Agreement, as of the Effective Time, (i) each issued and outstanding share of MainSource's common stock converted into the right to receive 1.3875 shares of First Financial common stock and cash in lieu of fractional shares (the "Merger Consideration"), and (ii) each outstanding restricted share and each outstanding performance share unit fully vested and was cancelled and converted automatically into the right to receive the Merger Consideration in respect of each share of MainSource's common stock underlying such award, less applicable tax withholdings. On the trading day immediately preceding Effective Date, the closing price of MainSource's common stock was \$40.65 per share and the closing price of First Financial's common stock was \$29.35 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.