

FIRST COMMONWEALTH FINANCIAL CORP /PA/  
Form DEF 14A  
March 16, 2017  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant      Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to 167;240.14a-12

**First Commonwealth Financial Corporation**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**FIRST COMMONWEALTH FINANCIAL CORPORATION**

601 Philadelphia Street

Indiana, Pennsylvania 15701

**Notice of 2017 Annual Meeting of Shareholders**

To Our Shareholders:

The 2017 Annual Meeting of Shareholders of First Commonwealth Financial Corporation will be held at First Commonwealth Place, 654 Philadelphia Street, Indiana, Pennsylvania 15701 on Tuesday, April 25, 2017, beginning at 2:00 p.m., Eastern Time, to consider and vote on the following matters:

1. Electing to our Board of Directors the twelve (12) nominees who are named in the enclosed proxy statement to serve until the next annual meeting and until their successors are elected and qualified;
2. Ratifying the Audit Committee's selection of KPMG LLP as our independent registered public accounting firm for 2017;
3. Approving a non-binding advisory vote on the compensation of our named executive officers;
4. Approval of a non-binding advisory vote on the frequency of the non-binding advisory vote on the compensation of our named executive officers; and
5. Such other business as may properly come before the meeting.

**The record date for the meeting was March 1, 2017. We sent shareholders of record as of the close of business on the record date a Notice of Internet Availability of Proxy Materials on or about March 16, 2017. Instructions on how to receive a printed copy of our proxy materials are included in the notice.**

**Whether or not you plan to attend the meeting in person, please sign, date and return the enclosed proxy card as promptly as possible so that your shares will be represented at the meeting.**

March 16, 2017

By Order of the Board of Directors,

Matthew C. Tomb

Secretary

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**PROXY STATEMENT FOR THE  
FIRST COMMONWEALTH FINANCIAL CORPORATION  
2017 ANNUAL MEETING OF SHAREHOLDERS**

We are sending this proxy statement and the accompanying proxy card to you as a shareholder of First Commonwealth Financial Corporation, in connection with the solicitation of proxies for the Annual Meeting of Shareholders (the Annual Meeting).

First Commonwealth's Board of Directors is soliciting proxies for use at the Annual Meeting, or at any postponement or adjournment of the Annual Meeting. Only shareholders of record as of the close of business on March 1, 2017 will be entitled to vote at the Annual Meeting.

In this proxy statement, the Company, First Commonwealth, we, our or us all refer to First Commonwealth Financial Corporation and its subsidiaries. We also refer to the Board of Directors of First Commonwealth Financial Corporation as the Board.

**PROXY SUMMARY**

Here we present an overview of information that you will find throughout this proxy statement. As this is only a summary, we encourage you to read the entire proxy statement for more information about these topics prior to voting.

**ANNUAL MEETING**

Time and Date: 2:00 p.m., EST, Tuesday, April 25, 2017

Place: First Commonwealth Place  
654 Philadelphia Street  
Indiana, Pennsylvania 15701

Record Date: Close of business on March 1, 2017

How to Vote: By Internet, Telephone or Mail. Refer to the Notice of Availability of Proxy Materials and the proxy card for instructions.

**SHAREHOLDER VOTING MATTERS**

<b>Proposal</b>	<b>Board's Voting Recommendation</b>	<b>Page Reference</b>
1. Election of Directors	FOR all nominees	14 to 18
2. Ratification of Independent Accounting Firm	FOR	19 to 21



3. Advisory Vote on Executive Compensation	FOR	22 to 22
4. Advisory Vote on Frequency of Vote on Executive Compensation	ONE YEAR	23 to 23

**Table of Contents****OUR DIRECTOR NOMINEES**

You are being asked to vote on the election of the twelve (12) director nominees listed below. Detailed information about each nominee's background, skills and expertise can be found under Proposal 1 Election of Directors.

**Committee Memberships****Name****Current Position**

Julie A. Caponi	55	2007	YES	Chair	&#127761;
Assistant Treasurer of Arconic					
Ray T. Charley	65	1998	YES		&#127761; &#127761;
Chief Executive Officer of Thomi Co.					
Gary R. Claus	64	2011	YES	&#127761;	&#127761;
Partner of Boyden					
Retired Partner of PWC					
David S. Dahlmann	67	1998	YES		&#127761; &#127761;
Chairman of First Commonwealth Financial Corporation					
Johnston A. Glass	67	1986	YES		&#127761; Chair
Retired President and CEO of First Commonwealth Bank					
Jon L. Gorney	66	2013	YES		Chair &#127761;
Retired Executive Vice President of National City Corporation					
David W. Greenfield	66	2010	YES		&#127761; &#127761;
Retired General Counsel of Kennametal, Inc.					
Luke A. Latimer	40	2011	YES		&#127761; &#127761;
Chairman, CEO & Treasurer of R&L Development, Inc.					

T. Michael Price

President and CEO of First Commonwealth Financial Corporation  
Laurie Stern Singer

54 2012 NO

Consultant; Former President of Allegheny Valley Development Co.  
Robert J. Ventura

65 1998 YES &#127761; Chair

Executive Managing Director of Ventura Group LLC  
Stephen A. Wolfe

67 2004 YES &#127761; Chair

President and CEO of Indiana Regional Medical Center

52 N/A YES

\* The Credit Committee is a Committee of the Board of Directors of our subsidiary bank.

**Table of Contents****CORPORATE GOVERNANCE FACTS**

We recognize that corporate governance is the foundation of sustainable growth. Our governance policies and structures, summarized in the table below, are designed to promote thoughtful consideration of business actions and appropriate risk taking, with the goal of producing strong business results for our shareholders.

**Board and Governance Information**

Size of Board	12
Number of Independent Directors	11
Average Age of Directors	60
Board Meetings held in 2016	10
Annual Election of Directors	Yes
Mandatory Retirement Age	75
Majority Voting in Director Elections	Yes
Separate Chair and CEO	Yes
Independent Directors Meet Without Management Present	Yes

Annual Board and Committee Evaluations

Yes

Board Orientation and Continuing Education Program

Yes

Board Risk Committee

Yes

Codes of Conduct for Directors, Officers and Employees

Yes

Stock Ownership Guidelines for Directors and Executive Officers

Yes

Anti-Hedging and Pledging Policies

Yes

Recoupment ( Clawback ) Policy

Yes

**Table of Contents****STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS**

The following table sets forth certain information concerning the persons known by us to be the beneficial owners of more than 5% of the outstanding shares of our common stock.

<b>Name and Address</b>	<b>Number of Shares</b>	
	<b>Beneficially Owned</b>	<b>Percentage of Class</b>
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	10,250,298 <sup>(1)</sup>	11.5%
Dimensional Fund Advisors LP Building One 6300 Bee Cave Road Austin, Texas 78746	7,553,587 <sup>(2)</sup>	8.49%
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	7,895,178 <sup>(3)</sup>	8.87%

(1) Based on the information provided pursuant to a statement on Schedule 13G filed with the SEC on January 12, 2017 by BlackRock, Inc. reporting the holdings of BlackRock, Inc. and its subsidiaries as of December 31, 2016. According to the Schedule 13G, BlackRock, Inc. or its subsidiaries held sole voting power with respect to 10,025,120 shares and sole dispositive power over all of the reported shares.

(2) Based on information provided pursuant to a statement on Schedule 13G filed with the SEC on February 9, 2017 by Dimensional Fund Advisors LP reporting holdings, as of December 31, 2016, of certain funds to which Dimensional Fund Advisors LP furnishes investment advice. Dimensional Fund Advisors LP disclaims beneficial ownership of the reported shares. According to the Schedule 13G, Dimensional Fund Advisors LP held sole voting power over 7,264,725 shares and sole dispositive power over all of the reported shares.

(3) Based on information provided pursuant to a statement on Schedule 13G filed with the SEC on February 10, 2017 by The Vanguard Group, Inc. reporting the holdings of The Vanguard Group, Inc. and its subsidiaries as

of December 31, 2016. According to the Schedule 13G, The Vanguard Group, Inc. held sole voting power over 106,409 shares, shared voting power over 16,896 shares, sole dispositive power over 7,776,701 shares and shared dispositive power over 118,477 shares.

**Table of Contents****STOCK OWNERSHIP OF DIRECTORS AND MANAGEMENT**

The following table sets forth certain information as of the March 1, 2017 record date with respect to beneficial ownership of our common stock by: (i) each director and nominee; (ii) each Named Executive Officer ( NEO ) listed in the Summary Compensation Table under the section of this proxy statement entitled Executive Compensation, and (iii) all directors and executive officers as a group. As of the record date, there were 89,100,940 shares of common stock outstanding. Unless otherwise indicated, all persons named as beneficial owners of the Company's common stock have sole voting power and sole investment power with respect to the shares indicated as beneficially owned.

Name of Beneficial Owner	Shares Beneficially Owned		Percentage Owned
James G. Barone	25,617	(1)	*
Julie A. Caponi	39,377		*
Ray T. Charley	290,530	(2)	*
Gary R. Claus	30,859		*
David S. Dahlmann	52,862		*
I. Robert Emmerich	42,290	(3)	*
Johnston A. Glass	78,373		*
Jon L. Gorney	16,352		*
Jane Grebenc	62,501		*
David W. Greenfield	27,871		*
Luke A. Latimer	334,540	(4)	*
Norman J. Montgomery	52,434		*
T. Michael Price	219,571		*
James R. Reske	36,063		*
Laurie S. Singer	49,191	(5)	*
Robert J. Ventura	43,319		*
Stephen A. Wolfe	0		*
All directors and executive officers as a group (21 persons)	1,528,762		1.72%

\* Less than 1%

(1) Mr. Barone is not standing for re-election. His term will expire at our annual meeting.

(2) Includes 267,174 shares held by Charley Family Investments, LP, for which Mr. Charley has sole voting and investment power as manager of the general partner of the partnership, and 18,000 shares held by trusts for Mr. Charley's children of which Mr. Charley has sole voting and investment power as trustee.



- (3) Mr. Emmerich retired as Executive Vice President and Chief Credit Officer effective December 31, 2016. The table reflects the most current information available to the Company regarding shares owned by Mr. Emmerich.
- (4) Includes 205,000 shares held by Berkshire Securities Corporation for which Mr. Latimer is deemed to share voting and investment power in his capacity as a Director of Berkshire Securities Corporation.
- (5) Does not include 4,100 shares held in a trust for Ms. Singer's spouse as to which Ms. Singer disclaims beneficial ownership.

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**CORPORATE GOVERNANCE**

The Board of Directors is responsible for overseeing the management of the Company's business and affairs. The Board measures the effectiveness of its oversight using a balanced scorecard which is comprised of three themes:

**Leadership and Accountability** – the Board's responsibility for appointing and retaining strong and qualified leaders and holding those leaders accountable for corporate performance;

**Strategic Direction and Execution** – the Board's responsibility to approve the Company's strategy and oversee its execution by management; and

**Risk Oversight** – the Board's responsibility to establish the Company's risk appetite and ensure that the Company's strategies and risk management practices are aligned with the risk appetite.

Sound corporate governance provides the foundation which enables the Board to effectively carry out these responsibilities. This section discusses First Commonwealth's corporate governance policies and practices, as well as the composition of the Board and its standing committees.

**Corporate Governance Policies**

The Board of Directors has adopted Corporate Governance Guidelines which codify our corporate governance policies and reflect our commitment to following corporate governance best practices. Below is a summary of the significant guidelines that we follow.

*Separation of Chairman and CEO.* We believe that the roles of Chairman of the Board and Chief Executive Officer should be held by separate persons and that the Chairman of the Board should be an independent director. This separation establishes an appropriate division of the Board's oversight role from the management responsibilities of the officers and employees of the Company. Consistent with this principle, our current Chairman, David S. Dahlmann, is a non-executive independent director.

*Majority Voting in Director Elections.* Under our Corporate Governance Guidelines, any director who does not receive a majority of votes cast for his or her election in an uncontested election must tender his or her resignation promptly following the failure to receive the required vote. Within 90 days of the certification of the shareholder vote, the Governance Committee would then be required to make a recommendation to the Board as to whether the Board should accept the resignation, and the Board would be required to decide whether to accept the resignation and to disclose its decision-making process.

*Director Independence.* We believe that all directors other than the Chief Executive Officer should be independent from management. All of our directors other than the Chief Executive Officer currently satisfy the independence requirements of the New York Stock Exchange ( NYSE ), as described below under Independence of Directors.

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*Executive Sessions.* Our Board and committees regularly meet in executive session without management present, and our non-management directors meet regularly without the Chief Executive Officer. This enables directors to provide candid feedback, raise concerns and discuss sensitive or confidential matters. Our Chairman, David S. Dahlmann, has also been designated as our Lead Director to preside at meetings of the non-management directors.

*Stock Ownership.* We believe that directors should hold a meaningful investment in the Company's stock to ensure that their interests are aligned with our shareholders. Our guidelines require that all directors own shares having a value of at least \$120,000 (five times the annual cash retainer) or 25,000 shares, whichever is less. This guideline must be met within five years of a director's initial election to the Board. Directors receive 50% of their annual retainer in shares of Company stock; however, directors who own at least 50,000 shares may elect to receive their entire retainer in cash.

*Director Orientation and Education.* All new directors and committee members receive orientation to learn about the Company and its strategic plans, significant financial, regulatory, accounting and risk management matters and policies and compliance programs. Our current directors regularly participate in continuing education to maintain the skills necessary to perform their duties and responsibilities and to keep abreast of industry trends, legal and regulatory developments and corporate governance practices.

*Performance Evaluations.* Our Board and committees regularly evaluate and discuss their performance. In addition, our Board performs a peer evaluation from time to time to provide directors with a confidential forum to assess and provide candid feedback regarding their own performance and the performance of fellow directors. The Board and its committees use the results of these evaluations to identify opportunities to enhance performance and topics for director continuing education.

*Retirement Age.* We have established a mandatory retirement age of 75 for our directors. No candidate may be nominated for election as a director if he or she would be age 75 or older at the time of the election.

*Meeting Frequency and Attendance.* Directors are expected to attend Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Last year, our Board met ten times. All of our directors attended at least 75% of the total number of meetings of the Board and all committees of which they were members.

*Annual Meeting Attendance.* The annual meeting provides an opportunity for shareholders to meet and interact with our directors. All directors are expected to attend the annual meeting in the absence of an unavoidable conflict. Last year all of our directors attended the annual meeting except for Mr. Barone.

## **Composition and Diversity of the Board**

We believe that our Board should generally consist of between 10 and 15 directors. This range permits diversity of experience and sharing of Board and committee responsibilities without hindering effective governance. However, the Board may increase its membership beyond 15 to accommodate an exceptional candidate or operate with fewer than 10 directors if a vacancy arises.

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We believe that effective oversight requires that the Board possess a diversity of perspectives, backgrounds and skills. The Governance Committee considers the diversity of the professional experience, education, expertise, viewpoints, background and other demographics when evaluating the current composition of the Board and the need for additional directors and when identifying and evaluating director nominees. The Governance Committee is also guided by a set of criteria that has been approved by the Board of Directors. Under these criteria, a director candidate should:

possess a sustained record of high achievement in financial services, business, industry, government, academia, the professions, or civic, charitable or non-profit organizations;

have a reputation for integrity, honesty and adherence to high ethical standards and personal qualities that will help to sustain an atmosphere of mutual respect and collegiality among the members of the Board;

have the strength of character necessary to challenge management's recommendations and actions when appropriate and to confirm the adequacy and completeness of management's responses to such challenges to his or her satisfaction;

understand or demonstrate a commitment to understand First Commonwealth, including our strategic vision, our mix of businesses and our approach to regulatory relations and risk management;

have a commitment and sufficient time to devote to our affairs, including regularly attending and participating in meetings of the Board and at least one standing committee; and

not have, nor appear to have, a conflict of interest that would impair his or her ability to represent the interests of our shareholders and to fulfill the responsibilities of a director.

When assessing each current director for possible nomination and re-election, the Governance Committee considers all of the criteria listed above, as well as the needs of the Board, the independence of the director, the director's meeting attendance and participation, and the value of the director's contributions to the effectiveness of our Board and its committees.

## **Independence of Directors**

The rules of the NYSE require that at least a majority of our Board of Directors be comprised of independent directors. Our Corporate Governance Guidelines require that all directors other than the Chief Executive Officer must meet the independence standards established by the NYSE.

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The Board reviews all relationships between the Company and its directors at least once per year and assesses each director's independence annually using the NYSE independence standards. The Board has determined that a director may be independent even if he or she has business relationships with First Commonwealth or one of its affiliates, as long as, in the Board's business judgment:

any transaction involving the director is entered into in the ordinary course of business and on substantially the same terms as those prevailing at the time for comparable transactions with other persons;

the relationship complies with all applicable laws and regulations; and

the relationship would not interfere with the director's exercise of judgment independent from management of First Commonwealth.

Based upon these criteria, the Board has determined that directors Barone, Caponi, Charley, Claus, Dahlmann, Gorney, Glass, Greenfield, Latimer, Singer and Ventura and director nominee Wolfe are independent.

When evaluating the independence of Mr. Latimer, the Board considered the lease transaction between First Commonwealth Bank and SML Limited Partnership described below under the heading "Related Party Transactions," and concluded that the transaction did not impact the independence of Mr. Latimer because the amount paid to SML Limited Partnership during 2016 fell below the quantitative limits established by the NYSE independence rules and was not otherwise material to Mr. Latimer or First Commonwealth.

## **Oversight of Risk**

The Board of Directors actively oversees the risk management practices employed by First Commonwealth and its management team. The Board receives regular reports from our Chief Risk Officer regarding material risk exposures and the actions taken to monitor and mitigate those risks. In addition, senior management updates the Board at its regular meetings regarding trends and developments for credit, market, liquidity, compliance, reputation, operational and strategic risk. Our Risk Committee provides risk oversight for the Board as a dedicated forum to review and discuss risks and risk management policies and practices. In addition, the Credit Committee of the First Commonwealth Bank Board of Directors oversees the Bank's lending operations and the quality and performance of its loan portfolios.

## **Audit Committee**

The Audit Committee is comprised of Julie A. Caponi (Chair), Gary R. Claus, Laurie S. Singer and Robert J. Ventura, each of whom is an independent director under our Guidelines and the NYSE and Securities and Exchange Commission (SEC) standards. The primary responsibilities of the Audit Committee are to monitor the integrity of our financial statements, select and oversee our independent registered public accounting firm, oversee our internal audit process, monitor our compliance with legal and regulatory requirements, including the receipt and resolution of complaints concerning accounting, internal controls and auditing matters, and review and discuss major financial risk exposures with management and steps taken to monitor and control those exposures, including risk assessments and risk



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management policies. Each member of the Audit Committee is financially literate, and our Board has determined that Directors Caponi and Claus qualify as audit committee financial experts as defined by the rules of the SEC. The Audit Committee met eight times in 2016. A report of the Audit Committee follows on page 20.

## **Compensation and Human Resources Committee**

The Compensation and Human Resources Committee is comprised of Robert J. Ventura (Chair), Julie A. Caponi, Ray T. Charley, Gary R. Claus and David W. Greenfield. The primary responsibilities of the Compensation and Human Resources Committee are to review and determine the compensation of the CEO and other executive officers, lead the annual review of the performance of the CEO, develop and approve the CEO succession plan and oversee succession and development planning for the other executive officers, establish and oversee executive compensation and employee benefit programs, and review and approve the terms of any employment, severance, change of control or similar agreement for our CEO and other executive officers. The Compensation and Human Resources Committee met seven times during 2016. Each member of the Compensation and Human Resources Committee is an independent director under our Guidelines and applicable NYSE standards. A report of the Compensation and Human Resources Committee follows on page 40.

## **Governance Committee**

The Governance Committee is comprised of Laurie S. Singer (Chair), Ray T. Charley, David W. Greenfield, and Luke A. Latimer. The primary responsibilities of the Governance Committee are to identify and recommend director nominees to the Board of Directors, recommend directors to serve as members and as chair for each committee of the Board, determine director compensation, lead the annual review of the performance of the Board and its committees, recommend and approve corporate governance policies and practices for the Board, and review and approve related party transactions and monitor compliance with our Code of Conduct and Ethics, insider trading and related policies. Each member of the Governance Committee is an independent director under our Guidelines and applicable NYSE standards. The Governance Committee met five times during 2016.

## **Risk Committee**

The Risk Committee is a joint committee of the Boards of Directors of First Commonwealth Financial Corporation and First Commonwealth Bank and is comprised of Jon L. Gorney (Chair), James G. Barone, David S. Dahlmann and Johnston A. Glass. The primary responsibilities of the Risk Committee are to oversee and review information regarding our enterprise risk management framework, review and approve our significant risk management policies, assess the risks associated with our compensation practices, review and discuss with management the level and trend of risk exposures, including credit, market, liquidity, operational, compliance and legal, reputation and strategic risk, and assess risks associated with strategic and operating plans and strategic initiatives. Each member of the Risk Committee is an independent director under our Guidelines and applicable NYSE standards. The Risk Committee met eight times during 2016.

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### **Code of Conduct and Ethics**

The Code of Conduct and Ethics governs the actions and working relationships of First Commonwealth employees, officers and directors. This Code addresses, among other items, conflicts of interest, confidentiality, fair dealing, protection and proper use of corporate assets and compliance with laws, rules and regulations. The Code of Conduct and Ethics encourages and provides a process for the reporting of any illegal or unethical behavior. First Commonwealth has established an ethics hotline to allow employees, officers and directors to anonymously report any known or suspected violation of laws, rules or regulations or the Code of Conduct and Ethics.

### **Where to Find Governance Documents**

You can find copies of the charters for our Audit Committee, Compensation and Human Resources Committee, Governance Committee and Risk Committee, as well as our Corporate Governance Guidelines, Code of Conduct and Ethics and other important information, by visiting our website at [www.fcbanking.com](http://www.fcbanking.com) and following the links to Investor Relations and Corporate Governance.

### **Communicating with Directors**

You may communicate directly with any director or the full Board. To do so, please write to the person or persons desired and mail the communication to:

First Commonwealth Financial Corporation

Attn: Board Communications

P.O. Box 400

Indiana, PA 15701

Our employees will not open or otherwise screen any communications sent to this address. The communications will be delivered directly to the Lead Director, who will determine how to respond, including whether to present the communication to the full Board or to forward it to an individual director. If you send director-related communications to our offices, we will handle them in accordance with a collection and organization process approved by the Board. These communications are subject to a screening process that will determine which communications will be relayed to directors.

In addition, First Commonwealth has retained an independent service provider to receive calls from shareholders and other interested parties who wish to communicate with the non-management directors. The telephone number for this service is 1-866-825-5283. The independent service provider will forward all communications to the Lead Director who will take such action as he deems appropriate. A summary report of all communications received and actions taken by the Lead Director will be presented during the next executive session of the non-management directors and, if the non-management directors deem appropriate, to the full Board.



**Table of Contents****COMPENSATION OF DIRECTORS****Director Compensation Schedule**

Our Non-Management directors are compensated according to the following schedule:

Board Member Retainer <sup>(1)</sup>	\$ 48,000
Committee Member Retainer	\$ 8,000
Committee Chair Premium <sup>2</sup>	\$ 12,000
Audit Committee Chair Premium <sup>2</sup>	\$ 14,500

(1) Half of the annual retainer fee for service on the Board of Directors is paid in cash and half is paid in shares of common stock based on the closing price of the Company's stock on the date of the annual meeting of Shareholders. Directors who own 50,000 or more shares of our stock may opt to receive their entire retainer in cash, payable in four quarterly installments of \$12,000. In 2016, directors Dahlmann and Glass elected to receive cash in lieu of shares of stock.

(2) The Chair of each Committee is paid a premium for the additional time and effort required to chair the committee. The premium is in addition to the Committee Member Retainer.

The Credit Committee met more frequently than other committees in 2016 due to its oversight of lending activities. As compensation for the additional time and effort required, each member of the Credit Committee received a premium of \$4,000 in addition to the committee member retainer.

In addition to the fees described above, Mr. Dahlmann received an annual retainer fee of \$175,000 during 2016 for his service as the non-executive Chairman of First Commonwealth Financial Corporation.

The Chief Executive Officer does not receive additional compensation for service on our Board of Directors.

**Table of Contents****Director Compensation in 2016**

The following table shows the compensation paid to our non-employee directors during 2016:

<b>Name</b>	<b>Fees Earned or Paid in Cash (\$)(1)</b>	<b>Stock Awards (\$)(2)</b>	<b>All Other Compensation (\$)(3)</b>	<b>Total (\$)</b>
James G. Barone	32,000	24,000	12,000	68,000
Julie A. Caponi	54,500	24,000	0	78,500
Ray T. Charley	40,000	24,000	0	64,000
Gary R. Claus	40,000	24,000	0	64,000
David S. Dahlmann	235,000	0	12,000	247,000
Johnston A. Glass	56,000	0	24,000	80,000
Jon L. Gorney	40,000	24,000	12,000	76,000
David W. Greenfield	40,000	24,000	0	64,000
Luke A. Latimer	32,000	24,000	12,000	68,000
Laurie Stern Singer	52,000	24,000	0	76,000
Robert J. Ventura	52,000	24,000	0	76,000

- (1) Fees Earned or Paid in Cash consists of retainer fees for service on the Board of Directors and committees of First Commonwealth Financial Corporation.
- (2) Represents the portion of the annual retainer paid in shares of common stock based upon the grant date fair value of the shares.
- (3) All Other Compensation consists of cash retainer fees for service on the Credit Committee of First Commonwealth Bank.

None of our directors hold options to purchase our stock.

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**PROPOSAL 1 ELECTION OF DIRECTORS**

Upon the recommendation of our Governance Committee, the Board of Directors has nominated the twelve (12) persons named below for election at the 2017 Annual Meeting of Shareholders to serve until the next annual meeting and until his or her successor is elected and qualified. Relevant biographical information concerning each nominee, including the nominee's business experience and qualifications, is set forth below.

*Julie A. Caponi.* Ms. Caponi, age 55, is a Certified Public Accountant. She has served as Assistant Treasurer of Arconic Inc. (formerly known as Alcoa Inc.), a manufacturer of engineered products from aluminum and other lightweight metals, since May 2013. She previously served as Vice President-Audit of Arconic from 2005 to 2013 and as Assistant Controller of Arconic from 2000 to 2005. Before joining Arconic, Ms. Caponi was an audit partner at Deloitte, principally serving clients in the financial services industry. Ms. Caponi joined our Board in 2007 and currently chairs our Audit Committee and is a member of our Compensation and Human Resources Committee. She is also a director of First Commonwealth Bank. Ms. Caponi earned a Bachelor of Science Degree in Accounting from the Indiana University of Pennsylvania. She is a member of the American and Pennsylvania Institutes of Certified Public Accountants. Ms. Caponi's qualifications for service on our Board include her leadership experience and her expertise in financial accounting, auditing and internal controls.

*Ray T. Charley.* Mr. Charley, age 65, has served as the Chief Executive Officer of Thomi Co., an operator of retail grocery stores in Greensburg, Pennsylvania, since 1983. Mr. Charley served as a director of Southwest National Corporation from 1989 and joined our Board in 1998 upon the completion of our merger with Southwest National Corporation. Mr. Charley is a member of our Governance Committee and our Compensation and Human Resources Committee and is also a director of First Commonwealth Bank. He is the Chair of the Westmoreland Frick Hospital Foundation of Excelsa Health, an operator of hospitals and other health care facilities in Western Pennsylvania, and a former officer of Excelsa Health Holding Co. Mr. Charley also serves as a director and in leadership capacities for various charitable organizations. Mr. Charley earned a Bachelor's degree from Duquesne University and a law degree from the Pennsylvania State University Dickinson School of Law. Mr. Charley's qualifications for service on our Board include his business acumen and his commitment to sound governance and oversight as demonstrated by his extensive experience as a director in the financial services industry.

*Gary R. Claus.* Mr. Claus, age 64, is a Certified Public Accountant. He has served as Partner of Boyden, an executive search and talent advisory firm, since September 2016. Mr. Claus previously served as Managing Director of the Jade Group, an executive search and management consulting firm from 2008. Prior to joining the Jade Group, Mr. Claus spent 35 years as a tax accountant at PriceWaterhouseCoopers, where he was admitted as a Partner in 1986 and served as the Pittsburgh Tax Site Leader from 1992 through 2004. Mr. Claus joined our Board in April 2011, serves as a member of our Audit Committee and our Compensation and Human Resources Committee and is also a director of First Commonwealth Bank. Mr. Claus has a wide variety of experience advising clients ranging from large publicly held companies to small privately owned companies, including manufacturers, law firms and other service companies. He is also active in professional,

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community and church organizations, serving as Chairman of the Board of Goodwill of Southwestern Pennsylvania and Chairman of the Board of Trustees of Robert Morris University. Mr. Claus earned a Bachelor of Science degree in Accounting from Robert Morris University. Mr. Claus's qualifications for Board service include his extensive professional experience in accounting, executive compensation and human resources.

*David S. Dahlmann.* Mr. Dahlmann, age 67, has served as the Chairman of the Board of First Commonwealth Financial Corporation and First Commonwealth Bank since 2006. He was formerly Vice Chairman of First Commonwealth Financial Corporation from 1998 to 2002, President and Chief Executive Officer of Southwest National Corporation from 1991 to 1998 and President and Chief Executive Officer of Southwest Bank from 1991 until its merger with First Commonwealth Bank in 2002. He was a director of Southwest National Corporation from 1991 and joined our Board in 1998 upon the completion of our merger with Southwest National Corporation. Mr. Dahlmann formerly served on the Board of Directors of the Federal Reserve Bank of Cleveland and as an Adjunct Professor at Saint Vincent College in Latrobe, Pennsylvania, and he serves as a director for numerous charitable, educational and civic associations. Mr. Dahlmann is a member of our Risk Committee and the Credit Committee of First Commonwealth Bank. He earned a Bachelor's Degree in Economics and Masters of Business Administration degrees from the Indiana University of Pennsylvania. Mr. Dahlmann's qualifications for Board service include his extensive career as a director and executive in the financial services industry and his expertise and experience in corporate governance matters.

*Johnston A. Glass.* Mr. Glass, age 67, is retired. Mr. Glass has served on our Board since 1986. He served as Vice Chairman of First Commonwealth Financial Corporation and as President and Chief Executive Officer of First Commonwealth Bank and its predecessor, NBOC Bank, until his retirement in 2005. Mr. Glass is a director of First Commonwealth Bank, serves as member of our Risk Committee and Chairs the Credit Committee of First Commonwealth Bank. Mr. Glass served as a director of First National Bank of Santa Fe until May 2013. He has served as a director and officer of numerous civic and non-profit associations and as past director of the Pennsylvania Bankers Association. He earned a Bachelor of Science degree from the Pennsylvania State University. Mr. Glass's qualifications for Board service include his extensive leadership experience in the banking industry, his thorough understanding of First Commonwealth and its business and his long history of service as a director of First Commonwealth and other organizations.

*Jon L. Gorney.* Mr. Gorney, age 66, is a management consultant. He was appointed to our Board in January 2013. He is also a director of First Commonwealth Bank. Mr. Gorney chairs our Risk Committee and is a member of the Credit Committee of First Commonwealth Bank. Mr. Gorney began his 37-year career in the financial services industry with National City Corporation. He served as Executive Vice President of National City Corporation from 1992 through 2008 and oversaw all technology and operations for National City. From 2004 through 2006, Mr. Gorney also served as Chairman and Chief Executive Officer of National Processing Company, a majority subsidiary of National City that was the second largest merchant card processor in the United States. Mr. Gorney joined PNC Financial Services Group through the acquisition of National City in December 2008 and served as an Executive Vice President until his retirement in June 2010. While at PNC, Mr. Gorney co-chaired the company-wide integration of PNC and National City and was responsible for the leadership

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and development of a single operating organization for PNC. Mr. Gorney earned a Bachelor of Science degree in Computer Science from the University of Dayton. His qualifications for Board service include his extensive experience as a financial services executive and his strong expertise in financial services information technology and operations.

*David W. Greenfield.* Mr. Greenfield, age 66, is retired. He has served on our Board since April 2010, is a member of our Compensation and Human Resources Committee and our Governance Committee and is also a director of First Commonwealth Bank. Mr. Greenfield was formerly Vice President, Secretary and General Counsel of Kennametal, Inc., a global manufacturer of tooling, engineered components and advanced materials consumed in production processes from 2001 until his retirement in 2010. Prior to joining Kennametal in 2001, Mr. Greenfield was a shareholder of Buchanan Ingersoll & Rooney P.C., a Pittsburgh-based law firm, focusing on corporate, financial and transactional issues involving public and private companies. He also served as Senior Vice President, General Counsel and Secretary of Meritor Automotive, Inc. and Associate General Counsel of Rockwell International Corporation. He is also active in a number of charitable, educational and civic organizations. Mr. Greenfield earned a Bachelor of Arts degree from the University of Pittsburgh and a law degree from Wake Forest University School of Law. Having practiced law for over 35 years and served in executive capacities for three publicly traded companies, Mr. Greenfield has extensive experience in corporate governance, ethics and compliance matters and the execution of corporate strategy and is therefore qualified to serve as a director.

*Luke A. Latimer.* Mr. Latimer, age 40, is Chairman, Chief Executive Officer and Treasurer of R&L Development, a heavy construction company in New Alexandria, Pennsylvania. He previously served as Executive Vice President and Treasurer of R&L Development from 1999 to October 2015. Mr. Latimer has also served as Vice President and Treasurer of Derry International LTD, Incorporated, a mining company based in New Alexandria, Pennsylvania, since 1999, and is a General Partner of SML Limited Partnership, a real estate holding and development partnership in New Alexandria, Pennsylvania. Mr. Latimer joined our Board in April 2011. He also serves as a director of First Commonwealth Bank and is a member of our Governance Committee and the Credit Committee of First Commonwealth Bank. Mr. Latimer has served as a Director and Compensation Committee member of First Western Financial, Inc., a bank holding company in Denver, Colorado, since July 2015, and previously served as Chairman of the Board of Directors of First National Bank of Santa Fe and a director of New Mexico Banquest Corporation, a bank and bank holding company in Santa Fe, New Mexico, until May 2013. He earned a Bachelor of Science degree in Business Management from Saint Vincent College. His qualifications for service as a director include his extensive business experience and his years of service as a director in the financial services industry.

*T. Michael Price.* Mr. Price, age 54, is the President and Chief Executive Officer of First Commonwealth Financial Corporation and Chief Executive Officer of First Commonwealth Bank. He has been a director of the Company since March 2012 and is also a director of First Commonwealth Bank. He served as Interim President and Chief Executive Officer of the Company from January 2012 until being appointed to serve in that capacity on a permanent basis in March 2012. Mr. Price served as President of First Commonwealth Bank from November 2007 until May 2013. Before joining First Commonwealth, Mr. Price served as Chief Executive Officer of the Cincinnati and Northern Kentucky Region of National City Bank from July 2004 to November 2007 and as Executive Vice President and Head of Small

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Business Banking of National City Bank prior to July 2004. Mr. Price received his Bachelor of Science degree from the University of Utah, and he earned his MBA from Cleveland State University. Mr. Price's qualifications for service on our Board include his thorough understanding of the banking and financial services industry, which he has attained through more than 25 years of executive leadership experience.

*Laurie Stern Singer.* Ms. Singer, age 65, consults in business finance and organization management in both the public and private sector. She served as President of the Allegheny Valley Development Corporation and Allegheny Valley Chamber of Commerce for 27 and 20 years respectively. Ms. Singer was a director of Southwest National Corporation from 1994 and joined our Board in 1998 upon the completion of our merger with Southwest National Corporation. She is also a director of First Commonwealth Bank, chairs our Governance Committee and serves as a member of the Audit Committee. Ms. Singer has held leadership positions and has served as a director for numerous professional associations, educational and community organizations. She has a Bachelor of Arts degree from the University of Michigan and a law degree from Wayne State University and is a graduate of the Institute for Organizational Management. Ms. Singer's qualifications for Board service include her business finance and development expertise, her extensive experience as a director of financial services companies and other organizations and her strong commitment and understanding of corporate governance matters.

*Robert J. Ventura.* Mr. Ventura, age 67, is Executive Managing Director of Ventura Group, LLC, an investment banking firm in Pittsburgh, Pennsylvania, and formerly served in a similar capacity as Managing Director of Raptor Partners, LLC, from June 2010 through August 2012 and as Principal of Ventura Group, LLC. Mr. Ventura previously served as Director of Acquisitions and Divestitures and Director of Financial Planning and Analysis during a 15-year career with Rockwell International Corporation, a diversified global manufacturing company. Mr. Ventura served as a director of GA Financial, Inc. from 1998 and joined our Board in 2004 at the completion of our acquisition of GA Financial, Inc. Mr. Ventura chairs our Compensation and Human Resources Committee, serves as a member of our Audit Committee and is also a director of First Commonwealth Bank. He earned a Bachelor of Science degree in Industrial Engineering from the University of Pittsburgh and Masters of Business Administration degree from Duquesne University and holds his Series 79 and 63 securities licenses. Mr. Ventura's qualifications for Board service include his expertise in business and financial analysis and mergers and acquisitions and his experience as a director in the financial services industry.

*Stephen A. Wolfe.* Mr. Wolfe, age 52, has served as President and Chief Executive Officer of Indiana Regional Medical Center, an independent community hospital in Indiana, Pennsylvania, since 1999. Mr. Wolfe is the Founder, President and Chairman of the Pennsylvania Mountains Healthcare Alliance, a regional health information organization that facilitates the exchange of electronic health information among healthcare providers, and is the Chairman of the Pennsylvania Mountain Care Network, a collaborative network of three hospitals in Western Pennsylvania. Mr. Wolfe is active in numerous civic and charitable organizations, having served as Chairman of the Indiana County Chamber of Commerce, a member of the Indiana County Development Corporation and Center for Economic Operations, the co-founder and Chairman of the Seeds of Faith Christian Academy and Campaign Chair for the United Way. Mr. Wolfe earned a Bachelor of Science degree in

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Pharmacy from Temple University and a Masters in Public Administration from Penn State University. Mr. Wolfe will add extensive experience in business, strategic planning and execution and organizational development to our Board of Directors.

Each director elected this year will continue in office until a successor has been elected. Each nominee has indicated that he or she will serve if elected. We do not anticipate that any nominee will be unable or unwilling to stand for election, but if that happens, your proxy will be voted for another person nominated by the Board. The Board may also choose to reduce the number of directors to be elected, as permitted by our By-laws.

**The Board of Directors recommends that you vote FOR each of the nominees listed above.**

**Appointment of DCB Financial Corp Director**

We have entered into an Agreement and Plan of Merger with DCB Financial Corp pursuant to which DCB Financial will merge with and into First Commonwealth. The Agreement and Plan of Merger provides that First Commonwealth will enlarge its Board by one seat and appoint one director of DCB Financial Corp to our Board following the completion of the merger. We anticipate that this director will be identified prior to completing the merger on or about April 3, 2017, and appointed to our Board effective April 26, 2017 with an initial term expiring at the 2018 Annual Meeting of Shareholders.

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**PROPOSAL 2 RATIFICATION OF INDEPENDENT ACCOUNTING FIRM**

The Audit Committee of the Board has appointed KPMG LLP as the independent auditors of First Commonwealth and our subsidiaries for the year ending December 31, 2017. KPMG LLP has audited our financial statements since 2006. In accordance with SEC rules, the firm's lead audit partner rotates every five years. Our Audit Committee and its Chair are directly involved in the selection of KPMG LLP's lead engagement partner. The Audit Committee actively oversees fee negotiations and has the sole authority to approve all engagement fees paid to KPMG LLP.

Prior to retaining KPMG LLP for the 2017 fiscal year, the Audit Committee evaluated KPMG LLP's performance with respect to the 2016 fiscal year. In conducting this evaluation, the Audit Committee considered a number of factors, including:

the professional qualifications of KPMG LLP, the lead partner and other key engagement partners;

KPMG LLP's independence and its processes for maintaining independence;

KPMG LLP's depth of understanding of First Commonwealth's business, accounting policies and practices and internal control over financial reporting, as well as the breadth and depth of KPMG LLP's understanding of the financial services industry;

the appropriateness of KPMG LLP's fees for audit and non-audit services;

the most recent Public Company Accounting Oversight Board (PCAOB) inspection report on KPMG LLP and the results of peer review and self-review examinations;

the results of annual evaluations by management and the Audit Committee of the qualifications, performance and independence of KPMG LLP; and

the potential impact of changing our independent registered public accounting firm.

At the annual meeting, shareholders will be asked to ratify the appointment of KPMG LLP as First Commonwealth's independent registered public accounting firm for the 2017 fiscal year. Although shareholder approval is not required, the Board desires to obtain shareholder ratification of this appointment. If the appointment is not ratified at the annual meeting, the Board will review its future selection of auditors. If the appointment is ratified, the Audit Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of First Commonwealth and its shareholders. Representatives of KPMG LLP are expected to be present at the annual meeting to make a statement if they so desire and to respond to appropriate questions.

The affirmative vote of the holders of a majority of First Commonwealth's common stock present in person or represented by proxy at the annual meeting is necessary for ratification of the appointment of KPMG LLP as our



independent registered public accounting firm.

**The Board of Directors recommends that you vote FOR the ratification of the selection of KPMG LLP as our independent registered public accounting firm.**

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**AUDIT INFORMATION**

**Report of the Audit Committee**

The Audit Committee of First Commonwealth's Board of Directors operates under a written charter that specifies the Audit Committee's duties and responsibilities. This charter is available on First Commonwealth's website at [www.fcbanking.com](http://www.fcbanking.com) by following the links to Investor Relations and Corporate Governance.

Management is responsible for the financial reporting process, the system of internal controls, including internal control over financial reporting, and procedures designed to ensure compliance with accounting standards and applicable laws and regulations. KPMG LLP, First Commonwealth's independent registered public accounting firm (independent auditors), is responsible for the integrated audit of the consolidated financial statements and internal control over financial reporting. The Audit Committee's responsibility is to monitor and oversee these processes and procedures. The Audit Committee relies, without independent verification, on the information provided to the Audit Committee and on the representations made by management regarding the effectiveness of internal control over financial reporting, that the financial statements have been prepared with integrity and objectivity and that such financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America. The Audit Committee also relies on the opinions of the independent auditors on the consolidated financial statements and the effectiveness of internal control over financial reporting.

In fulfilling its responsibilities, the Audit Committee has reviewed and discussed the audited consolidated financial statements of First Commonwealth as of and for the year ended December 31, 2016 with First Commonwealth's management and the independent auditors. The Audit Committee has also discussed with First Commonwealth's independent auditors the firm's independence from the Company and management, and has received the written disclosures and the communication from the independent auditor required by applicable requirements of the PCAOB regarding the independent auditor's communications with the Committee concerning independence. In addition, the Committee has discussed with the independent auditor the required communications of PCAOB Auditing Standard No. 16, *Communications with Audit Committees*.

Based on the review and discussions noted above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in First Commonwealth's annual report on Form 10-K for the fiscal year ended December 31, 2016 for filing with the Securities and Exchange Commission.

Submitted by the Audit Committee,

Julie A. Caponi, Chair

Gary R. Claus

Laurie S. Singer

Robert J. Ventura

**Table of Contents****Fees Billed by KPMG LLP to First Commonwealth**

The aggregate fees billed by KPMG LLP for each of the fiscal years ended December 31, 2016 and 2015, respectively, were as follows:

	<b>For the Fiscal Year Ended December 31, 2016 (\$)</b>	<b>For the Fiscal Year Ended December 31, 2015 (\$)</b>
Audit Fees	1,230,000	1,120,500
Audit Related Fees	0	0
Tax Fees	0	0
All Other Fees	0	0

(1) The amount of Audit Fees for 2016 represents actual fees billed and does not include additional fees related to the integrated audit of First Commonwealth's 2016 consolidated financial statements that may be billed after the date of this proxy statement.

The increase in Audit Fees from 2015 to 2016 was primarily due to additional audit procedures related to acquisitions.

**Audit Committee Pre-Approval Policies and Procedures**

The Audit Committee is required to pre-approve the audit and non-audit services performed by First Commonwealth's independent auditors in order to assure that the provision of those services does not impair the accounting firm's independence. Accordingly, the Audit Committee has adopted a policy for the pre-approval of audit and non-audit services by First Commonwealth's independent auditors and requires that KPMG LLP be engaged for non-audit services only when it is best suited for the job. This policy allows the Audit Committee to pre-approve services through general pre-approval or specific pre-approval.

Under general pre-approval, the Audit Committee approves in advance the payment of up to a specified amount of fees for the performance of specified types of audit, audit-related, tax and other services by the independent auditors. The term of general pre-approval is generally twelve (12) months from the date of pre-approval. Any services that are not subject to general pre-approval or fees in excess of pre-approved limits must be specifically pre-approved by the Audit Committee on a case-by-case basis. Pre-approved fee levels or budgeted amounts for all services to be provided by the independent auditors are established annually by the Audit Committee.

The Audit Committee does not delegate its responsibilities to pre-approve services performed by the independent auditors to management. However, the pre-approval policy allows the Audit Committee to delegate to one or more designated members of the Audit Committee the authority to grant required pre-approvals. The decision of any member to whom authority is delegated to pre-approve an activity is presented to the full Audit Committee at its next scheduled meeting.



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**PROPOSAL 3 ADVISORY VOTE ON EXECUTIVE COMPENSATION**

First Commonwealth is providing shareholders with the opportunity at the 2017 Annual Meeting of Shareholders to vote on an advisory resolution, commonly known as Say-on-Pay, to approve the compensation of First Commonwealth's named executive officers. Such compensation is described on pages 24 through 51 of this proxy statement. We currently conduct Say-on-Pay votes annually. The next Say-on-Pay vote is expected to occur in 2018.

The Compensation and Human Resources Committee, which is responsible for the compensation of our executive officers, has overseen the development of a compensation program designed to attract, retain and motivate executives who enable us to achieve our strategic and financial goals. The Compensation Discussion and Analysis section of this proxy statement and the tabular disclosures regarding named executive officer compensation, together with the accompanying narrative disclosure, allow shareholders to view the trends in compensation and application of our compensation philosophies and practices for the years presented.

Shareholders are being asked to vote on the following advisory resolution:

RESOLVED, that the shareholders approve the compensation of First Commonwealth Financial Corporation's named executive officers as described in the Compensation Discussion and Analysis section and in the tabular disclosure regarding named executive officer compensation (together with the accompanying narrative disclosure) in this proxy statement.

Because your vote is advisory, it will not be binding upon the Board of Directors. However, the Compensation and Human Resources Committee and the Board will take the outcome of the vote into account when considering future executive compensation arrangements.

**The Board of Directors recommends that you vote FOR the advisory resolution on executive compensation.**

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**PROPOSAL 4 FREQUENCY OF VOTE ON EXECUTIVE COMPENSATION**

First Commonwealth is providing shareholders with the opportunity to advise the Board as to whether First Commonwealth should conduct an advisory vote on the compensation of its named executive officers every one, two or three years. Shareholders are being asked to vote on the following advisory resolution:

RESOLVED, that the shareholders elect to hold an advisory vote on the compensation of First Commonwealth's named executive officers every one, two or three years, as determined by the alternative that receives the highest number of shareholder votes.

Because your vote is advisory, it will not be binding upon the Board. However, the Board of Directors and Compensation and Human Resources Committee will take into account the outcome of the vote when determining which frequency it will adopt.

You may vote to have the advisory vote held every ONE YEAR, TWO YEARS or THREE YEARS, or you may ABSTAIN. If a broker or other nominee holds your shares in its name on your behalf, the broker or nominee is not permitted to vote your shares on this proposal in the absence of voting instructions from you. Abstentions and broker non-votes will not affect the outcome of voting on this proposal. The alternative receiving the highest number of votes will indicate the frequency preferred by our shareholders.

**The Board of Directors unanimously recommends that you vote to hold the advisory vote on named executive officer compensation every ONE YEAR.**

**Table of Contents****EXECUTIVE COMPENSATION****Compensation Discussion and Analysis**

This Compensation Discussion & Analysis, or CD&A, is intended to assist shareholders in understanding and evaluating the information found in this proxy statement about the compensation and benefits provided to First Commonwealth's Chief Executive Officer (CEO), Chief Financial Officer (CFO), and the three other executive officers who earned the highest compensation during 2016, which we refer to as the named executive officers or NEOs. The NEOs are identified below.

Name	Positions
T. Michael Price	President and Chief Executive Officer
James R. Reske	Executive Vice President and Chief Financial Officer
Jane Grebenc	Executive Vice President and Chief Revenue Officer
I. Robert Emmerich	Former Executive Vice President and Chief Credit Officer*
Norman J. Montgomery	Executive Vice President/Business Integration Group

\*Mr. Emmerich retired on December 31, 2016.

**Overview of 2016 Executive Compensation**

First Commonwealth achieved strong financial performance and franchise growth in 2016 with record net income driven by higher revenue and decreased operating expenses, continued growth of the mortgage banking business launched in 2014 and geographic expansion with two strategic acquisitions in Ohio. The following are among the Company's significant strategic and financial accomplishments during 2016:

The Company completed the acquisition of 13 branches, \$620 million of deposits and \$106 million of loans in Canton-Massillon and Ashtabula in Northeast Ohio.

The Company announced the acquisition of DCB Financial Corp and its subsidiary Delaware County Bank and Trust Company with approximately \$470 million of deposits, \$400 million of loans and 9 full-service branches in Delaware County within the Columbus, Ohio, Metropolitan Statistical Area.

The Company continued to grow its mortgage banking business with loan originations increasing 93% to \$219 million and mortgage banking fee income increasing 46% to \$4.1 million.

The Company hired Brian G. Karris to succeed Mr. Emmerich as Chief Credit Officer upon his retirement at the end of 2016.

The Compensation and Human Resources Committee (the Committee ) provided a compensation program for NEOs in 2016 that consisted of three primary elements: (1) base salary, (2) potential annual cash and equity incentive awards and (3) long-term equity incentive awards.



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To implement the annual and long-term incentive components, the Committee established performance goals for 2016 under First Commonwealth's Annual Incentive Plan (AIP) and for 2016-2018 under First Commonwealth's Long-Term Incentive Plan (LTIP). In addition to corporate performance goals tied to profitability and efficiency, annual performance goals for executives with risk management responsibilities also included individual performance goals that were tied to key business objectives.

*2016 Performance Highlights*

For purposes of measuring corporate performance relative to AIP goals, the Committee adjusted 2016 results for one-time merger costs. On an adjusted basis:<sup>1</sup>

Earnings per share increased 20% from \$0.58 in 2015 to \$0.69 in 2016.

Return on average assets (ROA) increased from 0.81% in 2015 to 0.93% in 2016.

Return on average tangible common equity (ROTCE) increased from 9.2%% in 2015 to 10.8% in 2016.

Non-interest expense declined from \$160.8 million in 2015 to \$156.7 million in 2016, and the efficiency ratio<sup>2</sup> improved from 63.5% in 2015 to 58.7% in 2016.

The Company grew loans by \$197 million or 4.2%.

Credit quality measures remained stable at historically strong levels.

<sup>1</sup> Adjusted financial results for 2015 exclude one-time acquisition and severance costs totaling \$2 million (after tax) or approximately \$0.02 EPS or 3 basis points of ROA and for 2016 exclude one-time acquisition costs totaling \$2 million (after tax) or approximately \$0.02 EPS or 4 basis points of ROA.

<sup>2</sup> Efficiency ratio is noninterest expense as a percentage of net interest income, on a fully taxable equivalent basis, and noninterest income excluding gains and losses from securities transactions.

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The Company generated solid returns for its shareholders with total return to shareholders (TSR) of 76.5% for the most recent three-year period and average TSR of 42.8% per year since Mr. Price was appointed CEO in January 2012.

*Corporate Governance Highlights*

We maintain important corporate governance policies:

Our directors receive a substantial portion of their compensation in stock, and all of our directors and executive officers are subject to stock ownership guidelines.

Our no-hedging policy prohibits our directors, NEOs and all employees from engaging in hedging transactions with Company stock.

Our incentive compensation plans allow us to recoup any excess compensation paid to our NEOs if the Company restates its financial results upon which an award is based due to fraud, intentional misconduct or gross negligence.

Our long-term equity awards reward performance over a three-year time horizon.

We annually conduct a risk assessment of all of our compensation plans and the Committee annually reviews the assessment to ensure the compensation programs do not encourage inappropriate risk taking.

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**Summary of Executive Compensation Practices**

Align executive pay with performance and align executive interests with shareholders

Assess performance with financial, strategic and total return measures  
 Allow limited discretion on the part of the Compensation Committee to recognize individual performance that may not be reflected in specific pre-approved performance measures  
 Consider competitive pay opportunity as well as realizable pay in managing and aligning overall executive compensation arrangements and individual pay decisions  
 Limit the use of perquisites  
 Require directors and executives to maintain significant share ownership

Maintain effective governance of our programs

Use of a claw-back in our annual cash bonus and long-term incentive plans  
 Conduct executive sessions of the Compensation Committee without management present  
 Prohibit liberal share recycling within the equity plan  
 Prohibit re-pricing of equity awards  
 Use double-trigger vesting of equity upon a change of control  
 Prohibit hedging or pledging of company stock by directors or executive officers  
 Utilize an independent compensation consultant that serves only the Compensation and Governance Committees of the Board.

Protect shareholders

Do not provide any change of control excise tax gross-ups  
 Require executives to agree to reasonable protective covenants including confidentiality and non-solicitation provisions  
 Generally maintain deductibility of all executive compensation by structuring long-term incentive awards as performance-based compensation under IRS section 162(m) shareholder-approved plans  
 Emphasize the role of total return relative to others in our industry

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### *Summary of Executive Compensation Actions*

The following is a summary of compensation actions taken by the Company in 2016:

We adopted Annual Incentive and Long-Term Incentive Plans in 2016 that are materially the same as our 2015 plans and granted awards to our NEOs under these Plans on substantially the same terms as previous years.

We approved salary increases averaging 2% for the NEOs and an additional 12.6% salary increase for Ms. Grebenc in recognition of her individual performance and leadership.

In 2017, we paid AIP awards between each NEO's target and superior amount based on 2016 performance. Financial performance in 2016 improved on a year-over-year basis and exceeded our annual budget and AIP targets as described below under Executive Compensation Decisions in 2016 Annual Incentive Plan.

In 2017, pursuant to our 2014-2016 LTIP we approved the award of common stock equal to 138% of the target award level. The Company's TRS relative to peers exceeded the superior performance level, and ROE relative to peers fell between the threshold and target performance levels for the 2014-2016 LTIP.

### **Composition and Role of the Compensation Committee**

The Compensation and Human Resources Committee of the Board is comprised of five directors: Robert Ventura (Chairman), Julie Caponi, Ray Charley, Gary Claus and David Greenfield. Each member of the Committee is an independent director for purposes of the New York Stock Exchange listing standards for compensation committee members. The Committee operates under a written charter that is reviewed and approved annually by the Board. A copy of this charter is available under the Investor Relations Corporate Governance section of our website, <http://www.fcbanking.com>.

The primary responsibilities of the Committee are to:

review and evaluate First Commonwealth's general compensation philosophy and oversee the development and implementation of its compensation policies and programs;

determine the CEO's salary, bonus and other incentive and equity compensation and review and approve the individual and corporate goals assigned to the CEO and evaluate the performance of the CEO in light of those goals;

approve the salary, bonus and other incentive and equity compensation of the other executive officers and review and approve the individual and corporate goals assigned to the executive officers and the CEO's evaluation of the performance of the executive officers in light of those goals;

make recommendations to the Board with respect to incentive and equity-based compensation plans that are subject to Board approval, oversee the administration and carry out the Committee's responsibilities under such plans, including the approval of awards of equity-based compensation; and

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oversee First Commonwealth's succession planning and talent management processes

The Committee relies upon performance data, statistical information and other data regarding executive compensation programs and peer practices provided from time to time by First Commonwealth's Human Resources department, officers and outside advisors. The Committee has access to individual members of management and employees and may invite them to attend any Committee meeting. The Committee has the power and discretion to retain, at First Commonwealth's expense, independent counsel and other advisors and experts as it deems necessary or appropriate to carry out its duties.

### **Independent Compensation Advisor**

Board Advisory LLC has served as the Committee's compensation advisor since 2010. Board Advisory provides the Committee with peer executive compensation data, as well as expertise and advice on various matters brought before the Committee. Board Advisory also provides data and advice relating to non-employee director compensation to the Governance Committee. As part of its engagement in 2016, Board Advisory was asked to evaluate our performance and compensation against the performance and compensation of our peer group and make recommendations regarding the design of executive incentive compensation plans. The analysis of Board Advisory is described under "Peer Comparisons" and elsewhere in this CD&A.

The Committee has the sole authority to retain and terminate Board Advisory as its compensation consultant and approve fees and other engagement terms. The Committee has determined that Board Advisory is independent from management based upon the consideration of relevant factors, including:

that Board Advisory does not provide any services to the Company except advisory services to the Committee and the Governance Committee;

that the amount of fees received from the Company by Board Advisory is not material as a percentage of Board Advisory's total revenue;

that Board Advisory has policies and procedures that are designed to prevent conflicts of interest;

that Board Advisory and its employees who provide services to the Committee do not have any business or personal relationship with any member of the Committee or any executive officer of the Company; and

that Board Advisory and its employees who provide services to the Committee do not own any stock of the Company.

### **Role of Executives in Establishing Compensation**

The CEO plays a significant role in the design and implementation of our compensation program for all executive officers other than himself. His role includes:

making recommendations on performance measures and goals for our incentive plans;

evaluating executive officer performance and overseeing succession and development planning for executive officers;

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making recommendations regarding corporate titles, base salaries, annual and long-term incentive award opportunities and other employment terms for executive officers; and

providing background information for Committee meeting agenda items.

The CEO generally attends Committee meetings, but he is not present during executive sessions of the Committee at which his performance and compensation are discussed. Other members of management also attend meetings from time to time at the request of the Committee to provide reports and information on agenda topics.

## **Peer Comparisons**

The Committee reviews a peer compensation assessment annually as a market check for the Company's executive pay and performance. This assessment is performed using compensation data provided by Board Advisory. The peer group is intended to:

serve as a point of reference for defining the range of competitive pay practices, including the range of target total pay opportunities appropriate for First Commonwealth executive officers;

serve as a point of reference in understanding the relative expense burden associated with First Commonwealth executive officer pay;

help the Committee to assess pay-related talent risk by providing transparent pay data from those companies most likely to attract First Commonwealth's executive officers; and

help the Committee test the alignment of actual pay delivered relative to Company performance and calibrate future payouts.

The peer group selected by the Committee is comprised of 19 publicly traded commercial banks with headquarters in the Mid-Atlantic and Midwest regions and total assets generally between \$3.5 billion and \$12.5 billion, which is roughly one-half to double First Commonwealth's asset size. FNB Corporation is also included based on its position as a key competitor for talent, customers and investors within our market. The companies within the peer group are listed below.

1st Source Corp.

Northwest Bancshares Inc.

Chemical Financial Corp.

Park National Corp.

Community Bank Systems, Inc.

Republic Bancorp, Inc.

Community Trust Bancorp

S&T Bancorp

FNB Corporation

Sandy Spring Bancorp, Inc.



First Financial Bancorp

Tompkins Financial Corp.

First Merchants Corp.

United Bankshares Inc.

Great Southern Bancorp, Inc.

Wesbanco Inc.

Lakeland Bancorp, Inc.

WSFS Financial Corporation

NBT Bancorp Inc.

In assessing the pay-for-performance relationship, the Committee considers the historic realizable pay provided by the Company to its CEO and other NEOs in relation to the

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Company's performance. Realizable pay consists of actual base salary and annual cash incentives paid, the fair market value of full-value share grants and payouts (or shares earned) under long-term incentive plans for a specified performance period. The Committee believes this can be a more accurate reflection of the actual compensation delivered to the NEOs than the amounts reported in the Summary Compensation Table, which include a mix of actual pay and unearned long-term pay opportunities. The charts below shows the realizable pay of the Company's CEO compared to the peer group, relative to the Company's ROE and relative to the Company's total shareholder return (TSR) over the three-year period 2013 through 2015 (the most recent publicly-available compensation data as of the publication of this proxy statement). As these charts illustrate, the relatively low CEO pay realized through Company programs remained commensurate in comparative terms with Company performance over the same three-year time period.

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**Executive Compensation Philosophy and Strategy**

**Overall Objective.**

The Committee believes that the success of the Company in achieving its strategic objectives will depend in large part on the talent and leadership of its executives and the alignment of those executives with the interests of our investors. Accordingly, the Committee's philosophy toward executive compensation can be summarized as follows:

*Competitive Compensation.* We will provide compensation opportunities to executive officers that, in the aggregate, reflect the median practices of similarly-sized banks in the Mid-Atlantic and Midwest, adjusted for individual variance in skill and contribution.

*Pay-for-Performance.* To earn competitive total pay levels, executive officers will be required to meet financial and operating objectives derived from internal business plan objectives as well as outperform our peer group.

*Link Compensation to Talent and Accountability.* To attract, retain and develop superior talent, we assess the leadership skills and professional competence of executive officers as part of our overall assessment of individual performance. Executives are held individually accountable for providing leadership to the organization and achievement of individual internal financial and non-financial objectives, as well as identifying and developing successors. Results of this assessment serve as input to Committee deliberations over salary increases and incentive adjustments and as input to related management selection and employment discussions.

*Promote Long-Term Share Ownership.* We use share ownership to support risk management efforts, balancing demands for short term results with long term consequences. All long term incentive awards are paid with shares of Company stock, and all executives are expected to maintain a significant investment in the Company in accordance with our share ownership and retention guidelines.

*Provide Reasonable Income Security.* We provide change of control agreements to our executive officers consistent with industry standards and competitive requirements. These agreements are designed to foster stability and retain well-qualified executives by providing reasonable income protection upon termination of employment following a change of control. All agreements are double trigger, requiring both a change of control and the loss of employment, and no agreement provides for any gross-up of taxes.

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The following graph shows the direct relationship between our financial performance and our CEO total compensation levels by comparing our ROA to the total annual compensation for Mr. Price, since he was named CEO of First Commonwealth in January 2012:<sup>1</sup>

**Compensation Positioning and Mix.**

First Commonwealth strives to maintain an executive compensation package (both individual components and in the aggregate) that is competitive with the market. While the targeted pay level is set to provide competitive pay for meeting expected performance, the actual pay level (by component and in the aggregate) varies based on performance relative to goals and industry performance over both short- and long-term timeframes. In the aggregate, the objective of First Commonwealth's total compensation program is to provide a balanced mix of fixed and variable (i.e., incentive / performance) and cash and equity compensation. The target mix of compensation will vary based on the executive's role, and the actual mix will vary based on performance. For example, in a year when no annual incentive is paid, the percentage of total compensation paid in salary will increase, while in a year of strong corporate performance, incentive compensation would represent a larger percentage of total compensation.

The Committee generally targets incentive compensation to represent at least 50% of the total compensation opportunity for the CEO and 33% to 39% of the total compensation opportunity of other NEOs.

<sup>1</sup> ROA for 2014 excludes the effect of a one-time charge in connection with a litigation settlement in the amount of \$5.6 million (after tax). ROA for 2015 excludes the effects of one-time acquisition expenses and severance costs totaling \$2 million (after tax). ROA for 2016 excludes one-time acquisition expenses totaling \$3.2 million. CEO Compensation includes allocation of 2012 restricted stock award over the four year vesting period and allocation of a 2015 performance unit award over the five year vesting period.

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The following charts illustrate the target and actual compensation mix for our CEO for 2016. The target compensation mix depicted below is derived from the target annual incentive payout and the target long-term incentive grant value relative to the CEO's actual salary. The actual compensation mix reflects actual CEO salary and the annual incentive earned for 2016 performance (both as reflected in the summary compensation table), as well as the value of 34,550 shares earned from the 2014-2016 LTIP award and one-fifth of the value of a performance unit award granted to Mr. Price in December 2015.

**Elements of Compensation.**

The compensation program for our NEOs consists of base salary, cash and equity-based incentive compensation and other benefits. Each of these elements of compensation is described below.

**Base Salary.** We provide base salaries to compensate our NEOs for services performed during the year. Base salaries further our objectives of attracting and retaining executive talent and providing compensation that is competitive with our peers. Base salary directly affects the size of incentive plan awards, because we express incentive plan awards as a percentage of salary.

Base salaries for executive officers are determined by:

Evaluating the responsibilities of the position held and the experience of the individual; and

Considering the competitive marketplace for executive talent, primarily through a comparison to base salaries for comparable positions with companies in our Pennsylvania and national peer groups.

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The Committee typically reviews and approves base salaries annually as part of the performance review process as well as upon promotion or other change in job responsibility. Adjustments to base salaries, within a range of competitive practices, are determined primarily by:

The performance of the executive's business unit or area or responsibility, based upon measures contained in business unit scorecards and the success of business unit operating initiatives; and

An evaluation of the executive's personal development, which includes an assessment of his or her individual skills and attributes through a formal performance evaluation and progress on individual development objectives.

Incentive Compensation. In order to align pay with corporate performance, the Committee seeks to appropriately balance fixed compensation with variable, or at risk, incentive compensation that is contingent on performance and the financial success of the organization.

For 2016, the NEOs and certain other key executives participated in two incentive compensation plans:

an annual incentive plan, or AIP, which provides for the payment of annual cash awards based on the attainment of annual corporate and individual performance measures, and

a long-term incentive compensation plan, or LTIP, which provides performance-based equity compensation determined by the attainment of corporate performance measures relative to the Company's peers over a rolling three-year period.

Each plan includes performance goals with threshold, target and superior performance levels. The threshold level represents the minimum acceptable level of performance to earn an award under the particular performance goal. In the case of the AIP, the target level of performance is generally aligned with our budget, while the superior performance level reflects stretch targets for the corporate performance goals. For the LTIP, the target level of performance is generally based on our three-year forecast in the case of the cumulative earnings per share (EPS) goal and the 55th percentile of the peer group for the total return to shareholders (TRS) performance goal, while superior performance is based on stretch EPS targets over a three-year period and the top quartile of the peer group for TRS. The Committee has discretion to consider unusual factors and their resulting effect on our performance, e.g. significant merger and acquisition transactions, the impact of share repurchase activity on the achievement of performance goals, strategic decisions that have an adverse impact on near-term results such as conversion-related expenses, unusual investment gains or losses, corporate and balance sheet restructuring, significant asset sales and other items it deems appropriate in determining the extent of which we achieve our performance goals.

These plans are intended to align our executives' financial interests with those of our investors. The combination of annual and long-term incentives is intended to balance our desire to improve financial results over the short term with the need to employ prudent and sustainable growth strategies.

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### Benefit Programs and Perquisites.

The NEOs participate in employee benefit programs available to all other eligible employees of First Commonwealth, including our 401(k) plan, and group medical, life and disability insurance. In addition, First Commonwealth maintains a Nonqualified Deferred Compensation Plan that is designed to restore benefits that are not available to them under our 401(k) plan as highly compensated employees, according to rules of the IRS. Under the terms of this Plan, each participant may contribute up to 25% of his/her compensation to the Plan in the form of a salary reduction. There are presently no employer matching contributions under this Plan.

The Company pays for certain members of senior management to belong to one or more private clubs as a venue to entertain customers and to participate in various community functions. Expenses of a personal nature or related to a spouse are not paid by the Company.

Beginning in 2015, the Company offered our executive officers the opportunity to participate in financial planning services through a third-party service to assist with their personal finances. Providing this service gives our executive officers a better understanding of their pay and benefits, allowing them to concentrate on the Company's future success. Two NEOs and certain other executive officers utilized this service during 2016.

If the Company hires or initiates a transfer of an employee, including an NEO, and requires a relocation of more than 50 miles, the employee may be eligible for reimbursement of the costs of house hunting trips, closing on the sale of the old home and the purchase of the new home, temporary living quarters and moving household goods and furniture. In these circumstances the Company will also gross up taxable relocation reimbursements for federal taxes.

The perquisites and other personal benefits provided by the Company to the NEOs are consistent with the Company's philosophy of attracting and retaining superior executive talent. The Committee periodically reviews the levels of perquisites and other personal benefits provided to the NEOs.

### Agreements with Executives.

We provide employment and change of control agreements to certain executive officers to promote stability and continuity of executive officers and ensure their interests are aligned with shareholders. Terms of these agreements consider marketplace practices and First Commonwealth's unique needs and are tailored to the individual executive with a focus on retention and recruitment. The change of control agreements contain a double trigger, providing benefits only upon an involuntary termination or constructive termination of the executive officer in connection with a change of control. The agreements do not provide for any tax gross-ups payments upon a change of control event. The Committee considers change of control agreements to be necessary in the current financial services industry legal, regulatory and economic environment. Details on employment agreements and change of control agreements are included under Potential Payments Upon Termination or Change of Control on page 46.

**Table of Contents****Stock Ownership Guidelines.**

The Committee has established stock ownership guidelines to encourage Company share ownership by our executive officers through retention of shares granted under the Company's incentive plans. The stock ownership guidelines are summarized in the table below.

Position	Stock Ownership Guideline as a Multiple of Salary
Chief Executive Officer	3X
Other Executive Officers	1X

Executives are not required to purchase shares to reach these ownership guidelines. However, they are restricted from liquidating shares received as equity-based compensation (net of required withholding tax) until the guidelines are achieved. Furthermore, executives are required to retain at least 50% of shares earned under equity-based compensation plans (net of required withholding tax) once the guidelines have been met. The Committee believes that these stock ownership guidelines, coupled with the use of equity-based compensation, will increase the level of executive stock ownership over time, which will further align the interests of our executives with shareholders.

As of the record date for the annual meeting of shareholders, all of the executive officers were in compliance with the stock ownership guidelines.

**Policy Regarding Derivatives, Short Sales and Hedging.**

First Commonwealth's policy prohibits directors and executive officers from pledging shares on margin, trading in derivative securities of First Commonwealth's common stock, engaging in short sales of First Commonwealth securities, or purchasing any other financial instruments that are designed to hedge or offset any decrease in the market value of First Commonwealth securities.

**Executive Compensation Decisions in 2016****Base Salary**

In February 2016, the Committee approved merit increases for Mr. Price and other NEOs. The table below compares the base salaries of the NEOs as of December 31, 2015 and 2016.

	2016 Base Salary	2015 Base Salary
T. Michael Price	\$454,000	\$445,000
James R. Reske	\$365,000	\$357,000
Jane Grebenc	\$420,000	\$365,000
I. Robert Emmerich	\$287,000	\$281,000
Norman J. Montgomery	\$274,000	\$268,000



**Table of Contents****Annual Incentive Plan**

The Committee approved AIP participation for the NEOs in January 2016. The 2016 AIP utilized corporate performance measures to maximize the alignment between executive incentive pay and corporate performance. The Committee retained earnings per share (EPS), ROA and efficiency ratio as corporate performance measures. The Committee also retained an individual performance component for those executive officers with risk management responsibilities (our Chief Credit Officer, Chief Risk Officer and Chief Audit Executive) with a weighting of 30%.

The table below lists the performance goals for the 2016 AIP and their respective weightings and threshold, target and superior performance levels, and results:

<i>Performance Goal</i>	<i>Performance Range</i>			<i>Results<sup>1</sup></i>	<i>Weighting</i>	
	<i>Threshold</i>	<i>Target</i>	<i>Superior</i>		<i>Risk Executives</i>	<i>All Other NEOs</i>
EPS	\$0.58	\$0.66	\$0.73	\$0.69	40%	50%
ROA	0.80%	0.86%	1.03%	0.93%	15%	25%
Efficiency Ratio	65.0%	62.0%	57.5%	58.7%	15%	25%
Individual Performance	Discretionary			Varies	30%	0%
					100%	100%

In 2016, First Commonwealth's performance improved compared to 2015 and exceeded budget and AIP targets due to strong loan growth, net interest margin expansion and lower operating expenses. The Committee determined that it was appropriate to exclude the effects of the acquisition of 13 branches in Canton-Massillon and Ashtabula, Ohio, because these were unbudgeted items related to strategic actions that are expected to produce long-term benefits to the Company. The Committee also determined that Mr. Emmerich achieved his individual goals at 100% of the target performance level having met the target performance levels for both provision expense and non-performing assets. Based on the corporate and individual performance, in January 2017, the Committee approved a payout under the AIP to each of the NEOs between the target and superior performance levels. At that time the Committee also removed a prior feature whereby any portion of an award earned in excess of target (100%) is paid in shares of restricted stock. The Committee observed that all of the NEOs are now in compliance with the stock ownership guidelines. The total incentive amount in excess of target was approximately \$197,000, or 14,000 shares among the eight executives.

<sup>1</sup> 2016 financial results exclude the effect of one-time acquisition expenses totaling \$2 million (after tax), which equates to approximately \$0.02 per share or 4 basis points of ROA.

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In accordance with the terms of the AIP, each NEO received a cash payment as set forth in the table below.

Executive	Percent of Target Earned	Annual Incentive Payout
T. Michael Price	125%	\$282,894
Jane Grebenc	125%	\$183,195
James R. Reske	125%	\$159,206
I. Robert Emmerich	117%	\$83,888
Norman J. Montgomery	125%	\$85,367

**Long-Term Incentive Plans**

**2014-2016 LTIP.** 2016 represented the final year of the performance cycle for the performance-vesting restricted stock units issued pursuant to the 2014-2016 LTIP. The vesting of the restricted stock units was based upon First Commonwealth's ROE and total return to shareholders ( TRS ) in relation to a peer group during the performance period. The peer group for purposes of the 2014-2016 LTIP consisted of eleven (11) banks with operations in or around First Commonwealth's Pennsylvania markets. Three (3) of the eleven (11) banks—Susquehanna Bancshares, Metro Bancorp Inc. and National Penn Bancshares—were acquired during the performance period and were excluded from the peer group in accordance with the terms of the LTIP. The Company's ROE in comparison to the adjusted peer group fell at the 54th percentile of the peer group, between the threshold and target performance levels, while total return to shareholders of 76.5% over the performance period resulted in performance at the 97th percentile of the peer group, which represented superior performance. Accordingly, in February 2017, the Committee determined that each participant earned 138% of the target share award.

**2016-2018 LTIP.** In January 2016, the Committee approved LTIP awards to the NEOs based on performance over a three-year performance cycle from 2016 through 2018. Awards under the 2016-2018 LTIP consist of performance-vesting restricted stock units which vest based upon the following performance measures:

<u>Measure</u>	<u>Weighting</u>
Cumulative EPS	35%
Three-year TRS relative to peers	35%
Annual EPS	30%

Cumulative EPS is the total earnings per share for the performance period, while annual EPS is the earnings per share for each year of the performance period. TRS performance is measured over the three-year performance period in relation to the Committee's peer group with threshold, target and superior levels set at the 35th, 55th, or 75th percentiles, respectively. The number of shares which may be earned for the Cumulative EPS and TRS performance goals ranges from 40% of the target award for threshold performance to 200% of the target award for superior performance. The Annual EPS performance goal is intended as time-based award with vesting contingent upon maintaining or exceeding the 2015 EPS performance level. For this component, each NEO will earn one-tenth of his or her target share award for each year of the performance period in which the Company's EPS equals or

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exceeds the Company's EPS for 2015. Alternatively, each NEO will earn three-tenths of his or her target share award if the average of the Company's EPS for the performance period equals or exceeds the Company's EPS for 2015. There is only a target performance level for the Annual EPS goal.

Prorated LTIP Awards for Mr. Emmerich. Mr. Emmerich retired as our Chief Credit Officer at the end of 2016. The Committee recognized Mr. Emmerich's service and contributions to the Company, including his leadership in the development of a strong and independent credit administration function and significant improvements to our asset quality and credit costs during his tenure. Accordingly, in February 2017 the Committee approved the award of 8,000 shares to Mr. Emmerich, which represented two-thirds of his target award under the 2015-2017 LTIP and one-third of his target award under the 2016-2018 LTIP.

## **Tax Treatment of Compensation**

We intend for awards under our LTIP to meet the performance-based compensation exception to the annual one million dollar limitation. While we are cognizant of the tax deduction limitations applicable to our compensation program for NEOs, we may set compensation levels outside the deduction limitations if we deem the amount of compensation appropriate. Based upon our current compensation levels and incentive program designs, we do not anticipate any loss of tax deductions for compensation expense resulting from Section 162(m).

## **Advisory Vote on Executive Compensation**

Our shareholders approved, in an advisory vote, the compensation of our NEOs at our 2016 annual meeting of shareholders. The advisory vote received the support of 96.5% of the votes cast (excluding abstentions and broker non-votes). While the Committee considered the results of this advisory vote to be overwhelmingly favorable, it did not speculate as to the intent of the shareholders or otherwise consider the advisory vote when making decisions regarding the compensation of our NEOs.

## **Compensation Committee Report**

The Compensation and Human Resources Committee has reviewed and discussed with management the Compensation Discussion and Analysis set forth in the preceding pages of this proxy statement, and based on such review and discussions, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 as filed with the Securities and Exchange Commission.

Respectfully submitted,

Robert J. Ventura, Chairman  
Julie A. Caponi  
Ray T. Charley  
Gary R. Claus  
David W. Greenfield

**Table of Contents****Summary Compensation Table**

The table below shows compensation of our named executive officers.

Name and Principal Position	Year	Salary (\$)(1)	Bonus (\$)	All Non-Equity Incentive			Total (\$)
				Stock Awards (\$)(2)	Plan Compensation (\$)(3)	Other Compensation (\$)(4)(5)	
T. Michael Price President and Chief Executive Officer	2016	452,500	--	295,050	282,894	22,585	1,053,029
	2015	443,667	--	766,550	62,909	29,680	1,302,806
	2014	435,567	--	263,562	218,500	78,659	996,288
James R. Reske Executive Vice President and Chief Financial Officer	2016	363,667	--	118,020	159,206	47,132	688,025
	2015	355,833	--	120,820	35,328	32,923	544,904
	2014	237,372	--	379,756	91,875	22,718	781,721
Jane Grebenc Executive Vice President and Chief Revenue Officer	2016	383,417	50,000	118,020	183,195	18,350	702,982
	2015	363,667	--	120,820	36,120	23,195	543,802
	2014	355,833	--	148,277	124,950	20,255	674,315
I. Robert Emmerich Executive Vice President and Chief Credit Officer	2016	286,000	25,000	67,440	83,888	31,152	468,480
	2015	280,067	--	69,040	40,770	24,071	413,948
	2014	274,500	--	88,727	68,850	24,269	456,346
Norman J. Montgomery Executive Vice President and Business Integration Group Manager	2016	273,000	--	67,440	85,367	20,558	446,365
	2015	267,108	--	238,040	18,943	21,910	546,001
	2014	261,792	--	83,213	65,663	17,272	427,940

(1) Annual salary includes compensation deferred at the election of the named executive officer pursuant to First Commonwealth's 401(k) plan and non-qualified deferred compensation plan.

(2) Stock awards for 2016 consist of performance-based restricted stock unit awards ( RSUs ) granted under the Company's 2016-2018 long-term incentive plan ( LTIP ). The RSUs vest only if the Company achieves certain performance goals and the officer continues his or her employment with the Company until the end of the performance period (i.e., December 31, 2018).

All stock awards are reflected at their grant date fair value, as determined pursuant to Accounting Standards Codification Topic 718, Stock Compensation ( ASC 718 ). Assumptions used in the calculation of this amount are included in Note 23 to the Company's audited financial statements for the fiscal year ended December 31, 2016, included in the Company's Annual Report on Form 10-K. The amounts reflected for performance-based restricted stock units assume that we will achieve the required performance goals at target levels and that the officer will continue to be employed by us through December 31, 2018. The following table provides additional information regarding the performance-based RSUs granted during 2016. The target amounts have been included in the above table and are reflected below for comparative purposes:

<b>Name</b>	<b>At Target (\$)</b>	<b>At Superior (\$)</b>
T. Michael Price	295,050	501,585
James R. Reske	118,020	200,634
Jane Grebenc	118,020	200,634
I. Robert Emmerich	67,440	114,648
Norman J. Montgomery	67,440	114,648

(3) Represents cash awards earned by the named executive officers under our 2016 Annual Incentive Plan.

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- (4) The amounts shown under the heading **All Other Compensation** include, with respect to each named executive officer, (i) matching contributions made by First Commonwealth under First Commonwealth's 401(k) plan, (ii) dividends on unvested shares of restricted stock; (iii) professional advisory fees for financial planning and tax preparation services; and (iv) membership dues paid to country clubs:

<b>Name</b>	<b>Matching 401(k) Contributions (\$)</b>	<b>Restricted Stock Dividends (\$)</b>	<b>Professional Advisory Fees (\$)</b>	<b>Country Club Dues</b>
T. Michael Price	15,900	350	0	6,335
James R. Reske	15,900	3,209	11,000	0
Jane Grebenc	15,900	2,450	0	0
I. Robert Emmerich	15,900	2,100	11,000	2,152
Norman J. Montgomery	14,608	5,950	0	0

- (5) The amount of **All Other Compensation** shown for Mr. Reske includes temporary living expenses of \$11,199 and the reimbursement of \$5,824 for the payment of taxes in respect of the temporary living expenses.

**Grants of Plan-Based Awards**

The following table shows information on plan-based awards to the named executive officers during 2016:

<b>Name</b>	<b>Grant Date</b>	<b>Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)</b>			<b>Estimated Future Payouts Under Equity Incentive Plan Awards (2)</b>			<b>Grant Date Fair Value of Stock Awards (\$)(3)</b>
		<b>Threshold (\$)</b>	<b>Target (\$)</b>	<b>Maximum (\$)</b>	<b>Threshold (#)</b>	<b>Target (#)</b>	<b>Maximum (#)</b>	
T. Michael Price	2/18/2016	56,750	227,000	340,500	20,300	35,000	59,500	295,050
James R. Reske	2/18/2016	31,938	127,750	191,625	8,120	14,000	23,800	118,020
Jane Grebenc	2/18/2016	36,750	147,000	220,500	8,120	14,000	23,800	118,020
I. Robert Emmerich	2/18/2016	17,938	71,750	107,625	4,640	8,000	13,600	67,440
Norman J. Montgomery	2/18/2016	17,125	68,500	102,750	4,640	8,000	13,600	67,440

- (1) Amounts reflected under the **Estimated Future Payouts Under Non-Equity Incentive Plan Awards** column of the table above represent the cash award opportunities for named executive officers under our 2017 AIP based upon the **threshold**, **target** and **maximum** (referred to as **superior** in the AIP) levels of performance for all relevant performance goals. The amount actually earned by each named executive officer under the 2016 AIP is included in the Summary Compensation Table under the column **Non-Equity Incentive Plan Compensation**. Refer to the discussion of **2016 Incentive Plans** under the Compensation Discussion and Analysis section of this proxy statement for additional information concerning the 2016 AIP.

- (2) The amounts reflected under the Estimated Future Payouts Under Equity Incentive Plan Awards column of the table above represent the number of shares of common stock that may be issued to our named executive officers under the 2016-2018 LTIP based upon the threshold, target and maximum (referred to as superior in the LTIP) levels of performance for the relevant performance goals.
- (3) The amounts shown under Grant Date Fair Value of Stock Awards are calculated in accordance with ASC Topic 718 assuming at the target level.

**Table of Contents****Outstanding Equity Awards at Fiscal Year-End**

The following table presents the number and market value of unvested stock awards held by the named executive officers as of December 31, 2016:

Name	Grant Date	Stock Awards			
		Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested
		(#)(1)	(\$)(2)	(#)(3)	(\$)(2)
T. Michael Price	2/18/2016			35,000	496,300
	12/30/2015	60,000	850,800		
	1/26/2015			25,000	354,500
James R. Reske	2/18/2016			14,000	198,520
	1/26/2015			14,000	198,520
	4/10/2014	9,168	130,002		
Jane Grebenc	2/18/2016			14,000	198,520
	1/26/2015			14,000	198,520
I. Robert Emmerich	2/18/2016			8,000	113,440
	1/26/2015			8,000	113,440
				8,000	113,440
Norman J. Montgomery	2/18/2016			8,000	113,440
	1/26/2015				
	1/14/2015	20,000	283,600		



- (1) Shares reflected in this column include special awards of time-vested restricted stock issued to Mr. Montgomery in 2015 and Mr. Reske in 2014 and a performance unit award issued to Mr. Price in 2015.
- (2) Market values are calculated using the closing market price of First Commonwealth's stock on the NYSE on the last trading day of 2016 (\$14.18 per share).
- (3) Shares reflected in this column represent the number of shares that would be issued to each named executive officer under our 2015-2017 LTIP and 2016-2018 LTIP assuming that the target level of performance is achieved for each plan.

**Option Exercises and Stock Vested**

We had no outstanding stock options during 2016. The following table presents information concerning shares of restricted stock held by named executive officers that vested during 2016:

<b>Name</b>	<b>Stock Awards</b>	
	<b>Number of Shares Acquired on Vesting (#)</b>	<b>Value Realized on Vesting \$(1)</b>
T. Michael Price (2)	26,668	250,402
James R. Reske (3)	9,166	77,544
Jane Grebenc (4)	16,668	164,202
I. Robert Emmerich (5)	26,668	245,152
Norman J. Montgomery (6)	1,668	23,652

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- (1) Calculated by multiplying the number of shares acquired on vesting by market value of the shares on the vesting date using the closing market price of First Commonwealth's stock on the NYSE on the vesting date.
- (2) Consists of 25,000 shares of restricted stock, representing one-fourth of a restricted stock award that was granted to Mr. Price upon his appointment as Interim President and CEO, which vested January 1, 2016, and 1,668 shares earned pursuant to the 2013-2015 LTIP, which vested December 31, 2016.
- (3) Consists of 9,166 shares which vested April 10, 2016 pursuant to a restricted stock award granted to Mr. Reske upon his employment as Executive Vice President and Chief Financial Officer.
- (4) Consists of 15,000 shares which vested May 31, 2016 pursuant to a restricted stock award that was granted to Ms. Grebenc upon her employment as Executive Vice President and Chief Revenue Officer and 1,668 shares earned pursuant to the 2013-2015 LTIP which vested December 31, 2016.
- (5) Consists of 25,000 shares which vested April 1, 2016 pursuant to a restricted stock award granted to Mr. Emmerich in April 2011 and 1,668 shares earned pursuant to the 2013-2015 LTIP, which vested December 31, 2016.
- (6) Consists of 1,668 shares earned pursuant to the 2013-2015 LTIP, which vested December 31, 2016.

**Nonqualified Deferred Compensation**

We maintain a non-qualified deferred compensation plan in which each named executive officer may contribute up to 25% of his or her base salary. Amounts held in the plan may be invested at the discretion of the executive in First Commonwealth stock and eligible mutual funds. Plan assets are generally distributed in a lump sum following the later of the termination of the officer's employment or the attainment of age 62. Amounts held in the plan are not subject to vesting or forfeiture. The following table presents executive and employer contributions, aggregate earnings, withdrawals and distributions and year-end balance for each of the named executive officers for 2016:

Name	Executive	Registrant	Aggregate	Aggregate	Aggregate
	Contributions in Last FY \$(1)	Contributions in Last FY \$(1)	Earnings in Last FY \$(2)	Withdrawals/ Distributions (\$)	Balance at Last FYE (\$)
T. Michael Price	17,800	--	165,858	--	477,554
James R. Reske	24,990	--	4,129	--	49,513
Jane Grebenc	--	--	--	--	--
I. Robert Emmerich	--	--	--	--	--
Norman J. Montgomery	24,120	--	8,805	--	108,157

- (1) Amounts contributed to the non-qualified deferred compensation plan are invested at the discretion of the participant in First Commonwealth stock and third party investment vehicles, such as mutual funds and money-market accounts. These amounts are included in the Salary column of the Summary Compensation Table.
  
- (2) Earnings reflect the market return on plan investments and include interest, dividends and appreciation (or depreciation) in the net asset value of investments held in each named executive officer's Non-Qualified Deferred Compensation Plan account.

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**Compensation Policies and Practices Relating to Risk Management**

As a financial services institution, our objective is to effectively understand and manage our risk exposures and to ensure we are compensated appropriately for the risks that we take. Incentive plans play an important role in our success by providing specific rewards for achievement of goals, while balancing the risks we undertake with asset quality and safety and soundness considerations. We follow the following compensation policies and practices to ensure that we achieve this balance:

All of our incentive plans have explicit provisions that allow First Commonwealth to recoup any amounts paid to an employee as a result of erroneous or intentionally misrepresented data.

Our corporate banking incentive plans provide the Company with the right to recover any payments made to an employee in respect of loans that are downgraded to non-accrual status or charged off within 24 months after origination.

Our corporate banking incentive plans have explicit credit quality disqualifiers, which can reduce or eliminate an incentive otherwise earned if the employee fails to follow established portfolio management requirements.

All sales and service incentives, including all incentives relating to the sale of loan and line-of-credit products, are capped at a performance level reflecting strong but achievable results, at total earnings levels that are within a range of competitive pay levels.

All sales and service incentive plans are reviewed annually and must be approved by a panel of executive officers.

All incentives are monitored by our Human Resources department for compliance with documentation, risk profile and credit quality requirements.

In addition, management performs an annual assessment of First Commonwealth's incentive plans in order to determine the extent to which the incentives could potentially encourage excessive risk taking by our employees or otherwise expose the organization to risks that could destroy shareholder value or jeopardize the safety and soundness of First Commonwealth Bank. This assessment is reviewed by the Risk Committee and Compensation and Human Resources Committee of the Board of Directors. In 2016, the assessment was conducted by our Chief Risk Officer and our Assistant Compensation Manager. These officers reviewed incentive designs, performance metrics, and resulting performance/payout relationships for positions where incentives for individual behavior could potentially create an incentive for excessive risk taking, as well as mitigating controls in the design and administration of incentive plans. The assessment concluded that our compensation policies do not encourage excessive and unnecessary risk-taking and that the level of risk that they do encourage is not reasonably likely to have a material adverse effect on the Company.



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**Potential Payments Upon Termination or Change of Control**

First Commonwealth has entered into agreements with certain executive officers and key employees, including each named executive officer, which provide for the payment of severance and benefits in the event of a qualifying termination of employment following a change of control. In addition, Mr. Price, Mr. Reske and Ms. Grebenc are parties to employment agreements that entitle those officers to receive severance payments and benefits if their employment is terminated under certain circumstances. These agreements are summarized below. Except as provided in these agreements, First Commonwealth has not agreed to pay severance or provide benefits to any of the named executive officers following the termination of his or her employment.

*Change of Control Agreements*

We have entered into a Change of Control Agreement with each of the Named Executive Officers which entitle the executive to receive severance payments in equal monthly installments over a specified period following the termination of his or her employment if the executive is terminated without cause (as defined below) or terminates his or her employment for good reason (as defined below) within a specified period following the occurrence of a change of control (as defined below) of First Commonwealth, each of which is referred to in the Change of Control Agreements as a qualifying termination.

As used in the Change of Control Agreements: (A) cause includes (i) the conviction of a felony which results or is intended to result in a loss to the Company or its clients, employees, directors or officers; (ii) the failure to perform the executive's duties with the degree of skill and care reasonably expected of a professional of his or her experience and stature after notice and an opportunity to cure; (iii) acts of dishonesty which result in material damage to the business or reputation of the Company; or (iv) a violation of the terms of the Change of Control Agreement or any Company policy or procedure which is deliberate and results or is intended to result in material damage to the business or reputation of the Company; (B) good reason includes (i) the diminution of or assignment of duties which are inconsistent with the position, authority, duties or responsibilities of the executive prior to the change of control; (ii) changing the location of the executive's employment by more than fifty miles or substantially increasing the executive's travel obligations; or (iii) reduction of the executive's base salary or discontinuance of any benefit, welfare or compensation plan or material fringe benefit for the executive; and (C) change of control means (i) the acquisition by any person of beneficial ownership of 50% or more of the outstanding shares of our stock; (ii) a change in the composition of the majority of our Board of Directors (except for nominees who are approved by a majority vote of the incumbent Board); or (iii) a merger, reorganization, consolidation, sale or similar transaction in which the persons who owned our outstanding shares prior to the transaction do not beneficially own at least 50% of the outstanding shares of the resulting entity. However, the placement of the Company into receivership by the FDIC, the sale of the Company in an FDIC-assisted transaction or a change in the composition of our Board of Directors at the direction of an agency having supervisory authority over us will not constitute a change of control for purposes of the Change of Control Agreements.

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The monthly severance payment is calculated as one-twelfth (1/12) of the sum of the following:

the executive's annual base salary immediately prior to the change of control;

the average of the aggregate amount of all bonuses paid to the executive during the thirty-six months prior to the change of control;

the aggregate amount of all contributions by First Commonwealth for the account of the executive under First Commonwealth's 401(k) plan during the twelve months prior to the change of control; and

the aggregate amount of any contributions by First Commonwealth to the executive's Non-Qualified Deferred Compensation Plan account during the twelve-months prior to the change of control.

In addition to severance payments, the former executive and his or her family will continue to receive, at the employer's expense, the same level of medical benefits for up to eighteen (18) months following the occurrence of a qualifying termination.

If the payments and benefits to which the executive is entitled under his or her Change of Control Agreement, either alone or together with any other payments or benefits that he or she is entitled to receive from First Commonwealth, would constitute a parachute payment for purposes of section 280G of the Internal Revenue Code, the payments and benefits will be reduced by the minimum amount necessary to result in no portion of the payments and benefits being non-deductible by First Commonwealth and subject to the excise taxes imposed under the Internal Revenue Code for parachute payments.

The following table sets forth the payments and the value of benefits that each such person would have been entitled to receive if a qualifying termination had occurred following a change of control on December 31, 2016:

Name	Severance Period	Aggregate	
		Severance Payments (\$)	Value of Health Benefits \$(1)
T. Michael Price	24 months	1,214,804	24,601
James R. Reske	24 months	879,936	24,601
Jane Grebenc	24 months	1,026,822	24,601
I. Robert Emmerich	24 months	725,238	8,137
Norman J. Montgomery	12 months	332,955	15,620

(1) Calculated using actual premium costs for 2017 and estimated premium costs for 2018 based on a 15% projected annual increase in premiums.

*Employment Agreement with Mr. Price*

We entered into an employment agreement with Mr. Price in November 2007 when he joined First Commonwealth as President of First Commonwealth Bank, and we entered into an amended and restated employment agreement with Mr. Price when he assumed the position



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of Interim President and Chief Executive Officer of the Company effective January 1, 2012. Under the terms of his employment agreement, as amended and restated, Mr. Price is employed for successive one-year terms ending December 31 unless the agreement is terminated by either party upon notice given at least 60 days prior to the end of the current term. The current term of Mr. Price's employment agreement ends December 31, 2017.

If First Commonwealth terminates Mr. Price's employment other than for cause (as defined below) during the term of the agreement or Mr. Price resigns for good reason (as defined below) during the term of the agreement, then First Commonwealth will pay Mr. Price severance in an amount equal to one year's base salary, subject to the execution of an agreed form of separation agreement and general release by Mr. Price. As used in Mr. Price's employment agreement: (A) cause includes (i) the failure by Mr. Price to comply with any material provision of his employment agreement; (ii) the refusal by Mr. Price to comply with any lawful, written directive from the Board of Directors; (iii) Mr. Price's failure to perform his duties with the degree of skill and care reasonably to be expected of a professional of his experience and stature after notice and a reasonable opportunity to cure (unless the failure to perform is incapable of being cured); or (iv) any act of dishonesty, fraud or moral turpitude by Mr. Price or the conviction of Mr. Price of a crime which, in the judgment of the Board of Directors, renders his continued employment materially damaging or detrimental to the Company; and (B) good reason includes (i) a substantial reduction in Mr. Price's title, position or responsibilities; (ii) any reduction in Mr. Price's base salary or a material reduction of benefits (unless such reduction of benefits applies equally to all similarly situated employees of the Company); (iii) the assignment of Mr. Price to a position which requires him to relocate permanently to a site more than fifty (50) miles outside of Indiana, Pennsylvania; or (iv) the assignment to Mr. Price of any duties or responsibilities (other than due to a promotion) which are materially inconsistent with the position of the President and Chief Executive Officer.

The severance amount is payable in equal periodic installments in accordance with the Company's normal payroll schedule, provided that any installments that would otherwise be payable within six months following Mr. Price's separation from service will be paid on the day following the six-month anniversary of the separation from service. First Commonwealth will also offer continuation coverage to Mr. Price, as required by COBRA, under First Commonwealth's group health plan on the terms and conditions mandated by COBRA and will pay the cost of Mr. Price's COBRA premiums for 12 months following his separation from service.

The employment agreement contains certain covenants which protect the Company during and following the termination of Mr. Price's employment, including: (i) a non-competition covenant which prohibits Mr. Price from serving in certain capacities with competitive businesses for a period of one year following the termination of his employment; (ii) a provision prohibiting Mr. Price from soliciting or hiring our employees for one year following the termination of his employment; and (iii) customary provisions protecting the confidentiality of Company information and requiring the return of documents and information upon the termination of Mr. Price's employment.

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If we had terminated Mr. Price's employment without cause on December 31, 2016, or if Mr. Price had terminated his employment with us for good reason on that date, he would have been entitled to severance payments totaling \$454,000 and COBRA premiums having an aggregate value of \$15,620.

*Employment Agreement with Mr. Reske*

We entered into an employment agreement with Mr. Reske in April 2014 when he joined First Commonwealth as Executive Vice President and Chief Financial Officer. Under the terms of his employment agreement Mr. Reske is employed for an initial term of three years ending March 31, 2017, at which time Mr. Reske's employment will be automatically renewed for successive one-year periods unless the agreement is terminated by either party upon notice given at least 60 days prior to the end of the current term.

If First Commonwealth terminates Mr. Reske's employment other than for cause (as defined below) during the term of the agreement or Mr. Reske resigns for good reason (as defined below) during the term of the agreement, then First Commonwealth will pay Mr. Reske severance in an amount equal to the product of (x) one-twelfth (1/12) of his base salary multiplied by (y) the greater of (i) twelve months or (ii) the number of months remaining in the term of his employment agreement, subject to the execution of an agreed form of separation agreement and general release by Mr. Reske. As used in Mr. Reske's employment agreement: (A) cause includes (i) the failure by Mr. Reske to comply with any material provision of his employment agreement; (ii) the refusal by Mr. Reske to comply with any lawful, written directive from the Board of Directors; (iii) Mr. Reske's failure to perform his duties with the degree of skill and care reasonably to be expected of a professional of his experience and stature after notice and a reasonable opportunity to cure (unless the failure to perform is incapable of being cured); or (iv) any act of dishonesty, fraud or moral turpitude by Mr. Reske or the conviction of Mr. Reske of a crime which, in the judgment of the Board of Directors, renders his continued employment materially damaging or detrimental to the Company; and (B) good reason includes (i) a substantial reduction in Mr. Reske's title, position or responsibilities; (ii) any reduction in Mr. Reske's base salary or a material reduction of benefits (unless such reduction of benefits applies equally to all similarly situated employees of the Company); (iii) the assignment of Mr. Reske to a position which requires him to relocate permanently to a site more than fifty (50) miles outside of Indiana, Pennsylvania; or (iv) the assignment to Mr. Reske of any duties or responsibilities (other than due to a promotion) which are materially inconsistent with the position of the Executive Vice President and Chief Financial Officer.

The severance amount is payable in equal periodic installments in accordance with the Company's normal payroll schedule, provided that any installments that would otherwise be payable within six months following Mr. Reske's separation from service will be paid on the day following the six-month anniversary of the separation from service. First Commonwealth will also offer continuation coverage to Mr. Reske, as required by COBRA, under First Commonwealth's group health plan on the terms and conditions mandated by COBRA and will pay the cost of Mr. Reske's COBRA premiums for 12 months following his separation from service.

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The employment agreement contains certain covenants which protect the Company during and following the termination of Mr. Reske's employment, including: (i) a non-competition covenant which prohibits Mr. Reske from serving in certain capacities with competitive businesses for a period of one year following the termination of his employment; (ii) a provision prohibiting Mr. Reske from soliciting or hiring our employees for one year following the termination of his employment; and (iii) customary provisions protecting the confidentiality of Company information and requiring the return of documents and information upon the termination of Mr. Reske's employment.

If we had terminated Mr. Reske's employment without cause on December 31, 2016, or if Mr. Reske had terminated his employment with us for good reason on that date, he would have been entitled to severance payments totaling \$365,000 and COBRA premiums having an aggregate value of \$15,620.

*Employment Agreement with Ms. Grebenc*

We entered into an employment agreement with Ms. Grebenc in May 2013 when she joined First Commonwealth as Executive Vice President and Chief Revenue Officer and President of First Commonwealth Bank. Under the terms of her employment agreement Ms. Grebenc is employed for successive one-year periods unless the agreement is terminated by either party upon notice given at least 60 days prior to the end of the current term. The current term of Ms. Grebenc's employment agreement expires May 31, 2017.

If First Commonwealth terminates Ms. Grebenc's employment other than for cause (as defined below) during the term of the agreement or Ms. Grebenc resigns for good reason (as defined below) during the term of the agreement, then First Commonwealth will pay Ms. Grebenc severance in an amount equal to the product of (x) one-twelfth (1/12) of her base salary multiplied by (y) the greater of (i) twelve months or (ii) the number of months remaining in the term of her employment agreement, subject to the execution of an agreed form of separation agreement and general release by Ms. Grebenc. As used in Ms. Grebenc's employment agreement: (A) cause includes (i) the failure by Ms. Grebenc to comply with any material provision of her employment agreement; (ii) the refusal by Ms. Grebenc to comply with any lawful, written directive from the Board of Directors; (iii) Ms. Grebenc's failure to perform her duties with the degree of skill and care reasonably to be expected of a professional of her experience and stature after notice and a reasonable opportunity to cure (unless the failure to perform is incapable of being cured); or (iv) any act of dishonesty, fraud or moral turpitude by Ms. Grebenc or the conviction of Ms. Grebenc of a crime which, in the judgment of the Board of Directors, renders her continued employment materially damaging or detrimental to the Company; and (B) good reason includes (i) a substantial reduction in Ms. Grebenc's title, position or responsibilities; (ii) any reduction in Ms. Grebenc's base salary or a material reduction of benefits (unless such reduction of benefits applies equally to all similarly situated employees of the Company); (iii) the assignment of Ms. Grebenc to a position which requires her to relocate permanently to a site more than fifty (50) miles outside of Pittsburgh, Pennsylvania; or (iv) the assignment to Ms. Grebenc of any duties or responsibilities (other than due to a promotion) which are materially inconsistent with the position of the Executive Vice President and Chief Revenue Officer.

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The severance amount is payable in equal periodic installments in accordance with the Company's normal payroll schedule, provided that any installments that would otherwise be payable within six months following Ms. Grebenc's separation from service will be paid on the day following the six-month anniversary of the separation from service. First Commonwealth will also offer continuation coverage to Ms. Grebenc, as required by COBRA, under First Commonwealth's group health plan on the terms and conditions mandated by COBRA and will pay the cost of Ms. Grebenc's COBRA premiums for 12 months following her separation from service.

The employment agreement contains certain covenants which protect the Company during and following the termination of Ms. Grebenc's employment, including: (i) a non-competition covenant which prohibits Ms. Grebenc from serving in certain capacities with competitive businesses for a period of one year following the termination of her employment; (ii) a provision prohibiting Ms. Grebenc from soliciting or hiring our employees for one year following the termination of her employment; and (iii) customary provisions protecting the confidentiality of Company information and requiring the return of documents and information upon the termination of Ms. Grebenc's employment.

If we had terminated Ms. Grebenc's employment without cause on December 31, 2016, or if Ms. Grebenc had terminated her employment with us for good reason on that date, she would have been entitled to severance payments totaling \$420,000 and COBRA premiums having an aggregate value of \$15,620.

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**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934 requires First Commonwealth's directors and executive officers, and persons who own more than 10% of a registered class of First Commonwealth's equity securities, to file with the Securities and Exchange Commission (SEC) an initial report of ownership and reports of changes in ownership of our common stock and other equity securities of First Commonwealth. Executive officers, directors and greater than 10% shareholders are required by SEC regulations to furnish First Commonwealth with copies of all Section 16(a) forms they file. Based solely on First Commonwealth's review of the copies of forms received by it, and written and oral representations from its directors, executive officers and greater than 10% shareholders, First Commonwealth is not aware of any late filings or failures to file Section 16(a) forms during 2016.

**RELATED PARTY TRANSACTIONS**

Any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships between First Commonwealth or any of its subsidiaries and any of First Commonwealth's executive officers, directors or nominees for election as a director, any person owning more than 5% of First Commonwealth's common stock or any immediate family member of any of the foregoing persons is considered a related party transaction and must be approved or ratified by the Governance Committee in accordance with a written policy adopted by First Commonwealth's Board of Directors. This policy requires the Governance Committee to review the material facts of any related party transaction and either approve or disapprove the transaction after considering, among other factors it deems appropriate, whether the related party transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the related party's interest in the transaction. Any director who has an interest in the transaction may not participate in any discussion or approval of the transaction except for the purpose of providing material facts concerning the transaction.

The policy does not apply to the following categories of transactions:

transactions that are available to all employees or customers of First Commonwealth generally;

transactions involving less than \$120,000 when aggregated with all similar transactions; and

loans made by First Commonwealth Bank (or any other banking subsidiary of First Commonwealth) in the ordinary course of business, made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the lender, and not involving more than the normal risk of collectibility or presenting other unfavorable features.

In addition, certain categories of transactions have been pre-approved under the terms of the policy, including:

compensation paid to executive officers of First Commonwealth if either (i) the compensation is required to be reported in First Commonwealth's proxy statement under the rules of the SEC or (ii) the executive officer is not an immediate family



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member of another executive officer or director of First Commonwealth and the compensation would be reported in First Commonwealth's proxy statement if the executive officer was a named executive officer (as defined above under "Executive Compensation") and such compensation has been approved by the Compensation and Human Resources Committee;

compensation paid to directors that is required to be reported in First Commonwealth's proxy statement; and

transactions in which all shareholders benefit proportionately (such as the payment of dividends).

First Commonwealth Bank is a party to a lease agreement with SML Limited Partnership, a real estate holding company of which director Luke A. Latimer is a general partner and owns a 34% interest, for the construction and operation of a branch in New Alexandria, PA. The lease has an initial term of 15 years with three optional renewal terms of five years each. During 2016, First Commonwealth Bank paid \$83,540 under the terms of the lease, consisting of \$72,000 in base rent and \$11,540 for real estate taxes. The aggregate base rent payable from January 1, 2017 through the expiration of the initial 15-year term is \$528,000.

In 2016, certain of our directors and executive officers were customers of, and had banking transactions with, various subsidiaries of First Commonwealth Financial Corporation, including our subsidiary bank First Commonwealth Bank. All relationships between any director or executive officer and First Commonwealth or any of its subsidiaries are conducted in the ordinary course of business. All loans and loan commitments were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with persons not affiliated with us, and did not involve more than the normal risk of collectability nor did they present other unfavorable features. We determined that these loans and loan commitments were performing in accordance with their contractual terms.

**ANNUAL MEETING INFORMATION**

***What matters will be voted upon at the meeting?***

At the meeting, you will be asked to consider the following items of business:

election to our Board of Directors of the twelve (12) nominees who are named in this proxy statement to serve until the next annual meeting and until their successors are elected and qualified;

ratification of the selection of KPMG LLP as our independent registered public accounting firm for our 2017 fiscal year;

approval of a non-binding advisory vote on the compensation of our named executive officers;

approval of a non-binding advisory vote on the frequency of non-binding advisory votes on the compensation of our named executive officers; and

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any other business that may properly come before the meeting.



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### ***Why did I receive a Notice of Internet Availability of Proxy Materials instead of paper copies of the proxy materials?***

The SEC notice and access rule allows us to furnish our proxy materials over the internet to our shareholders instead of mailing paper copies of those materials to each shareholder. As a result, on or around March 16, 2017 we sent to most of our shareholders by mail or e-mail a notice containing instructions on how to access our proxy materials over the internet and vote online. This notice is not a proxy card and cannot be used to vote your shares. If you received only a notice this year, you will not receive paper copies of the proxy materials unless you request the materials by following the instructions on the notice or on the website referred to on the notice.

We provided some of our shareholders, including shareholders who have previously asked to receive paper copies of the proxy materials, with paper copies of the proxy materials instead of a notice that the materials are electronically available over the internet.

### ***What does the Notice of Internet Availability of Proxy Materials look like?***

You will get a document titled *Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on April 25, 2017* containing instructions on how to access the proxy statement and the 2016 Annual Report over the Internet, how to request a printed copy of these materials, and how to vote your shares.

### ***Who can vote?***

Shareholders of record on the record date, which is Monday, March 1, 2017, may vote at the annual meeting. As of the record date, there were 89,100,940 shares of our common stock outstanding.

### ***How does the Board of Directors recommend I vote on the proposals?***

The Board of Directors recommends that you vote as follows:

FOR the election of the twelve (12) nominees who are named in this proxy statement to the Board of Directors;

FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm;

FOR the advisory vote on named executive officer compensation; and

ONE YEAR for the proposal regarding an advisory vote on the frequency of non-binding advisory votes on named executive officer compensation.

### ***What constitutes a quorum to hold the annual meeting?***

The presence at the meeting, in person or by proxy, of the holders of a majority of the aggregate voting power of the common stock outstanding on the record date will constitute a quorum, permitting us to hold the meeting and conduct

business. Proxies received but marked as abstentions and broker non-votes (described below under "How do I vote my shares if they are held in the name of my broker?") will be included in the calculation of the number of votes considered to be present at the meeting for purposes of determining a quorum.

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### ***How many votes are required to approve each proposal?***

**Election of Directors:** Directors are elected by a plurality of votes cast, which means that the twelve (12) nominees who receive the highest number of votes will be elected. However, our Corporate Governance Guidelines provide that in the circumstance of an uncontested director election, which is the case for this year's directors' election, any director who does not receive a majority of votes cast must promptly tender his or her resignation to the Board. Upon recommendation of the Governance Committee, the Board will determine whether to accept the resignation. Any broker non-votes or abstentions will not be included in the total votes cast and will not affect the director election results.

**Ratification of Independent Registered Public Accounting Firm:** The ratification of the selection of KPMG as our independent registered public accounting firm for the 2017 fiscal year will be approved if the proposal receives the affirmative vote of at least a majority of the votes cast by shareholders present, in person or by proxy, at the meeting. Abstentions will not be counted as votes cast either for or against the proposal.

**Approval of Named Executive Officer Compensation:** The non-binding advisory vote on the compensation of our named executive officers will be approved by the affirmative vote of at least a majority of the votes cast by shareholders present, in person or by proxy, at the meeting. Abstentions and broker non-votes will not be counted as votes cast either for or against the proposal.

**Determination of the Frequency of Advisory Votes on Named Executive Officer Compensation:** You may cast a non-binding advisory vote that future advisory votes on named executive officer compensation occur every ONE YEAR, TWO YEARS or THREE YEARS, or you may ABSTAIN from voting on this proposal. This proposal will be decided by a plurality vote, which means that the alternative that receives the highest percentage of votes cast will indicate the frequency preferred by our shareholders. If you abstain from voting, it will have no effect on the outcome of this proposal.

### ***How many votes may I cast?***

For the election of directors, you are entitled to cast one vote for each share that you held as of the record date for each candidate nominated. Cumulative voting is not permitted.

For each other proposal and any other matter brought before the meeting, you are entitled to one vote for each share that you held as of the record date.

### ***What do I have to do to vote?***

You may vote by granting a proxy, or for shares held in street name, by submitting voting instructions to your broker or other nominee. If your shares are held by a broker or other nominee, you will receive instructions that you must follow to have your shares voted. See below for more information on voting your shares if held in the name of your broker.

If you hold your shares as the shareholder of record, you may vote by signing and dating each proxy card you receive and returning it in the postage paid envelope that accompanies the proxy card. You may also submit your proxy over the Internet or by telephone by following the instructions provided on the proxy card.



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If you mark the proxy card to show how you wish to vote, your shares will be voted as you direct. If you return a signed proxy card but do not mark the proxy card to show how you wish to vote, your shares will be voted in accordance with the recommendations of the Board of Directors as described above.

In addition, if other matters are properly presented at the annual meeting, the proxy holders are also authorized to vote on such matters as they determine in their sole discretion. As of the date of this proxy statement, we have not received notice of any other matters that may be properly presented at the annual meeting.

### ***How do I vote my shares if they are held in the name of my broker?***

If your shares are held by your broker, you must vote your shares through your broker. You should receive a form from your broker asking how you want to vote your shares. Follow the instructions on that form to give voting instructions to your broker.

If you do not give instructions to your broker with respect to the ratification of KPMG as our independent registered public accounting firm your broker may vote your shares at its discretion on your behalf. If you do not give instructions to your broker with respect to (1) the election of directors or (2) the non-binding advisory vote on the compensation of our named executive officers, a broker non-vote will occur. The broker non-vote will not be counted and no votes will be cast on your behalf. The voting instruction form will provide instructions for you to return it, including instructions for voting by telephone and the Internet. You may change your vote by submitting new voting instructions to your broker.

If you plan to attend the annual meeting and your shares are held in the name of a broker or other nominees, you must bring with you a letter from the broker or nominee confirming your ownership as of the record date. Failure to bring such a letter may prevent you from attending the meeting.

If you wish to vote your shares at the meeting, you must obtain a legal proxy from your broker or other nominee and present it to the inspectors of elections with your ballot when you vote at the meeting.

### ***How do I revoke a proxy or change my vote?***

If you are the record holder of the shares, you may revoke your proxy or change your vote at any time before it is counted at the annual meeting by: (1) notifying our Secretary in writing at 601 Philadelphia Street, Indiana, Pennsylvania 15701; (2) attending the annual meeting and voting in person; or (3) submitting a later dated proxy card. If your shares are held by your broker, you should follow the instructions that the broker provides to you to revoke your proxy or change your vote.

### ***What does it mean if I receive more than one proxy card?***

If your shares are registered differently and are in more than one account, you will receive more than one proxy card. Please follow the directions for voting on each of the proxy cards you receive to ensure that all of your shares are voted.

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### ***Who pays for the solicitation of proxies?***

First Commonwealth pays all costs related to the Company's solicitation of proxies. We may solicit proxies by mail, or our directors, officers or employees may solicit proxies personally, by telephone, facsimile or the Internet. These persons will not receive any additional compensation for their efforts to solicit proxies. We will request that the notice of annual meeting, this proxy statement, the proxy card and related materials, if any, be forwarded to beneficial owners, and we expect to reimburse banks, brokers and other persons for their reasonable out-of-pocket expenses in handling these materials.

## **REQUIREMENTS FOR DIRECTOR NOMINATIONS AND SHAREHOLDER PROPOSALS**

### **Director Nominations, Proposals for Action, and Other Business Brought Before the annual meeting**

Shareholders may make nominations for the election of directors and other proposals for action at an annual meeting. Under our By-Laws, nominations or other business may be brought before the meeting:

Pursuant to our notice of the meeting.

By, or at the direction of, a majority of our Board of Directors.

By a shareholder who:

is a shareholder of record at the time of giving of the notice required by our By-Laws and will be such at the time of the annual meeting; and

is entitled to vote at the meeting; and

complies with the notice and other procedures set forth in our By-Laws as to such business or nomination.

The By-Law procedures described above are the exclusive means for a shareholder to make nominations or submit other business before the meeting, other than matters properly brought under Rule 14a-8 under the Securities Exchange Act of 1934, as amended, and included in our notice of meeting.

If you would like to include a proposal in our notice of the annual meeting and proxy materials under Rule 14a-8, please see the requirements under [Proxy Proposals Brought Under Rule 14a-8](#) below.

If you do not want to make a nomination of a director for consideration at our annual meeting, but would like to submit the name of a director candidate to our Board for its consideration, please see [Recommendations of Director Candidates from Shareholders](#) below. If you follow the process discussed in that section, our Governance Committee will consider your candidate.

Please direct any questions about the requirements or notices in this section to our Corporate Secretary at 601 Philadelphia Street, Indiana, Pennsylvania 15701.

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**By-Law Requirements for Nominations or Other Business.**

If you are a shareholder who would like to nominate candidates for election as directors, or bring other proposals for action at the 2018 Annual Meeting of Shareholders, our By-Laws require that you deliver a notice to the Secretary at our principal executive offices.

To be timely, the notice must be delivered not earlier than the close of business on the 180th day and not later than the close of business on the 150th day prior to the first anniversary of the preceding year's annual meeting. For the 2018 Annual Meeting of Shareholders, this would mean that timely notice would be delivered between October 27, 2017 and November 27, 2017.

If the date of next year's annual meeting is more than 30 days before, or 60 days after, April 25, 2018, timely notice must be delivered not earlier than (1) the close of business on the 120th day prior to the date of the 2018 Annual Meeting of Shareholders and not later than (2) the close of business on the later of the 90th day prior to the date of the 2018 Annual Meeting of Shareholders or, if the first public announcement of the date of the 2018 Annual Meeting is less than 100 days prior to the date of the meeting, the 10th day following the day on which we make a public announcement of the meeting date.

All notices of nominations for director or other proposals for action must contain, on behalf of the shareholder and beneficial owner, if any, on whose behalf the nomination or proposal is being made, the following information, which is summarized from, and should be read in conjunction with, our By-Laws:

The name and address of the shareholder, any beneficial owner, and any affiliates or associates.

The number of shares of First Commonwealth stock which are, directly or indirectly, owned beneficially and of record by the shareholder, beneficial owner, affiliates or associates.

Disclosure of any indirect, derivative, convertible or other right related to any class or series of shares of First Commonwealth, or any stock borrowings, dividend rights, or proxy or other voting arrangements.

Disclosure of any information relating to such shareholder and beneficial owner, if any, that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in a contested election pursuant to Section 14 of the Securities Exchange Act and the rules and regulations promulgated thereunder.

In addition to the information listed above, the following additional information is required for notices of nominations for director:

All information relating to such person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors in a contested election pursuant to Section 14 of





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the Securities Exchange Act and the rules and regulations promulgated thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected).

A description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships.

A completed and signed questionnaire, representation and agreement as required under our By-Laws.

Such other information as may reasonably be required by First Commonwealth to determine the eligibility of such proposed nominee to serve as an independent director of First Commonwealth or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such nominee. A notice for a proposal for action other than a nomination for director must include the following information, in addition to the information applicable to all notices as described above:

A brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest of such shareholder and beneficial owner, if any, in such business.

The text of the proposal or business (including the text of any resolutions proposed for consideration).

A description of all agreements, arrangements and understandings between such shareholder and beneficial owner, if any, and any other person or persons (including their names) in connection with the proposal of such business by such shareholder.

The proxies we appoint for the 2018 Annual Meeting of Shareholders may exercise their discretionary authority to vote on any shareholder proposal timely received and presented at the meeting. Our proxy statement must advise shareholders of the proposal and how our proxies intend to vote. A shareholder may mail a separate proxy statement to our shareholders, and satisfy certain other requirements, to remove discretionary voting authority from our proxies.

The Chairman of the meeting has the power and duty to determine whether a nomination or any business proposed to be brought before the annual meeting was made or proposed in accordance with our By-Laws, and to declare that a defective proposal or nomination be disregarded.

**Proxy Proposals Brought Under Rule 14a-8.**

If you are a shareholder who would like us to include your proposal in our notice of annual meeting and related proxy materials, you must follow SEC Rule 14a-8. In submitting your proposal, our Corporate Secretary must receive your proposal, in writing, at our principal

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executive offices, no later than November 16, 2017. If you do not follow these procedures, we will not consider your proposal for inclusion in next year's proxy statement.

### **Recommendations of Director Candidates From Shareholders**

If a shareholder recommends a candidate for director in good faith, our Governance Committee will consider it. If you are a shareholder, the Governance Committee will consider your candidate if you follow these procedures. Your recommendation must be in writing and be submitted no later than November 27, 2017.

You must submit your recommendation to the Secretary at our principal executive offices. Your written recommendation must include the following information:

The proposed nominee's name and address.

A description of all arrangements or understandings between you, the proposed nominee and any other person or persons regarding the proposed nomination of the director. You must also name such other persons.

Any commercial, industrial, banking, consulting, legal, accounting, charitable, familial or other relationships involving the proposed nominee and us or our subsidiaries that may be relevant in determining whether your proposed nominee is independent of our management and eligible to serve on the Board's Audit, Governance and Compensation and Human Resources Committees, under SEC and NYSE rules, and for the Compensation and Human Resources Committee, under Section 162(m) of the Internal Revenue Code.

The educational, professional and employment-related background and experience of your proposed nominee.

Any other facts and circumstances that may be relevant in determining whether your proposed nominee is an audit committee financial expert under SEC rules.

Such other information regarding the proposed nominee as would be required to be included in our proxy materials if the proposed nominee is nominated by our Board.

The written consent of the proposed nominee to serve as a director of First Commonwealth Financial Corporation, if elected.

Under current practices, the Governance Committee does not evaluate candidates recommended by a shareholder any differently than candidates recommended by the Governance Committee.

## **HOUSEHOLDING OF PROXY MATERIALS**

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy statements with respect to two or more shareholders sharing the same address by delivering a single proxy statement addressed to those shareholders. This process, which is commonly referred to as householding, potentially

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provides extra convenience for shareholders and cost savings for companies. We and some brokers who household proxy materials, may deliver a single proxy statement to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholders. Once you have received notice from your broker or us that they or we will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement, or if you are receiving multiple copies of the proxy statement and wish to receive only one, please notify your broker if your shares are held in a brokerage account or us if you hold registered shares. You can notify us by sending a written request to Investor Relations, First Commonwealth Financial Corporation, 654 Philadelphia Street, Indiana, PA 15701, or by calling our transfer agent, Computershare Shareowner Services LLC, at 1-866-203-5173.

## **ANNUAL REPORT ON FORM 10-K**

A shareholder may obtain a paper copy of this proxy statement, the 2016 Annual Report or any other filing with the SEC without charge by writing to Investor Relations, First Commonwealth Financial Corporation, 654 Philadelphia Street, Indiana, Pennsylvania 15701. Copies of all Company filings with the SEC are available on our website at [www.fcbanking.com](http://www.fcbanking.com) by following the links to Investor Relations and SEC Filings.

## **ACCESSING PROXY MATERIALS**

The SEC allows us to deliver proxy materials to shareholders over the Internet. We believe that this offers a convenient way for shareholders to review our information. It also reduces printing expenses and lessens the environmental impact of paper copies. We provided access to our proxy materials beginning on March 16, 2017. On that day, we mailed the Notice of Availability of Proxy Materials and made our proxy materials available on the Internet.

Any shareholder may access our proxy materials electronically. Upon request, we will continue to provide paper copies of proxy materials to shareholders for the current meeting or for future meetings.

If you hold our shares in street name, we generally cannot mail our materials to you directly. Your broker or bank must provide you with the Notice of Availability of Proxy Materials or the proxy statement and proxy card, and must also explain the voting process to you.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 25, 2017:** This Notice of Annual Meeting and Proxy Statement and the 2016 Annual Report are available at: [www.envisionreports.com/FCF](http://www.envisionreports.com/FCF)

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