FIRST COMMONWEALTH FINANCIAL CORP /PA/
Form S-3D
March 15, 2013

**As filed with the Securities and Exchange Commission on March 15, 2013**

**Registration No. 333-**

# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# FORM S-3

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

# First Commonwealth Financial Corporation

**(Exact name of registrant as specified in its charter)**

| Pennsylvania | 6021 | 25-1428528 |
|---|---|---|
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. Employer Identification No.) |

**601 Philadelphia Street**

**Indiana, PA 15701**

**(724) 349-7220**

**(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)**

**Robert E. Rout**

**Chief Financial Officer**

**601 Philadelphia Street**

**Indiana, Pennsylvania 15701**

**(724) 349-7220**

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

**Approximate date of commencement of proposed sale to the public:** From time to time after the effectiveness of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. x

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 413(b) under the Securities Act, check the following box. ¨

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ¨

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

| | | | |
|---|---|---|---|
| Large accelerated filer | ¨ | Accelerated filer | x |
| Non-accelerated filer | ¨ (Do not check if a smaller reporting company) | Smaller reporting company | ¨ |

**CALCULATION OF REGISTRATION FEE**

| Title of each class of securities to be registered | Amount to be registered | Proposed maximum offering price per share (1) | Proposed maximum aggregate offering price | Amount of registration fee |
|---|---|---|---|---|
| Common stock, $1.00 par value | 5,000,000 shares | $7.47 | $37,350,000 | $5,095 |

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933. The proposed maximum offering price per share is based upon the average of the high and low reported sales prices of the registrant s common stock on the New York Stock Exchange on March 12, 2013.

**PROSPECTUS**

**DIVIDEND REINVESTMENT AND DIRECT STOCK PURCHASE PLAN**

We are pleased to offer the First Commonwealth Dividend Reinvestment and Direct Stock Purchase Plan to provide both existing shareholders and interested new investors a convenient and cost-effective way to purchase shares of our common stock. You may begin participating in our plan at any time by completing a plan enrollment form and returning it to our plan administrator or by enrolling online through the administrator s Internet site. Our common stock is listed on the New York Stock Exchange under the symbol FCF. If you are currently participating in our plan, you do not need to take any action.

If you are a registered shareholder, you can participate in our plan by either making a cash investment of between $50 and $10,000 or enrolling your shares of our common stock in our plan. If you are not currently a registered shareholder, you may enroll in our plan by making an initial cash purchase of our common stock of between $500 and $10,000.

Once enrolled in our plan, you may purchase additional shares of common stock by automatically reinvesting all or any portion of the cash dividends paid on our common stock. You may also purchase additional shares of common stock by making optional cash purchases of between $50 and $10,000 at any one time. The maximum amount that you may invest in the plan in any calendar year through optional cash purchases is $120,000.

Your purchase of shares of our common stock will be free of brokerage fees, commissions or charges. We will bear all expenses for any open market purchases.

Under our plan, we may sell newly issued shares or shares held in treasury or instruct our plan administrator to purchase shares in the open market or privately negotiated transactions, or elect a combination of these alternatives. The purchase price of any shares purchased directly from us under our plan will be the average of the high and low trading prices for our common stock quoted on the New York Stock Exchange on the day of purchase. The purchase price of any shares purchased on the open market will be the weighted average price per share for the purchase order in which the shares are purchased. A 5% discount is applied to the purchase price of shares purchased with reinvested dividends. This discount does not apply to shares purchased with initial and optional cash investments. We reserve the right to change or eliminate the discount at any time.

Participation in our plan is entirely voluntary, and you may terminate your participation at any time. If you do not choose to participate in our plan, you will continue to receive cash dividends, as declared, in the usual manner.

***In reviewing this prospectus, you should carefully consider the matters described under Risk Factors in Item 1A of our most recent Annual Report on Form 10-K. See Where You Can Find More Information on page 12.***

***Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.***

***Shares of our common stock are not savings accounts, deposits or other obligations of a bank, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency. An investment in our common stock involves investment risk, including possible loss of principal.***

The date of this Prospectus is March 15, 2013.

**TABLE OF CONTENTS**


| | |
|---|---|
| ABOUT THIS PROSPECTUS | 1 |
| ABOUT FIRST COMMONWEALTH | 1 |
| TERMS AND CONDITIONS OF THE PLAN | 1 |
| Administrator of the Plan | 1 |
| Enrollment | 2 |
| Investment Options | 2 |
| Purchase of Shares Through the Plan | 3 |
| Sale of Shares Held Under the Plan | 4 |
| Safekeeping of Your Stock Certificates and Book Entry | 5 |
| Gifts or Transfers of Shares to Another Person s Plan Account | 5 |
| Issuance of Certificates | 5 |
| Plan Service Fees | 6 |
| Tracking Your Investments | 7 |
| Stock Splits, Stock Dividends and Other Distributions | 7 |
| Voting of Proxies | 7 |
| Limitation of Liability | 7 |
| Plan Modification or Termination | 7 |
| Change of Eligibility; Termination of Participation | 7 |
| U.S. FEDERAL INCOME TAX INFORMATION | 8 |
| USE OF PROCEEDS | 8 |
| PLAN OF DISTRIBUTION | 9 |
| DESCRIPTION OF CAPITAL STOCK | 9 |
| Capitalization | 9 |
| Common Stock | 9 |
| Preferred Stock | 9 |
| Certain Anti-Takeover Provisions | 10 |
| INDEMNIFICATION | 11 |
| LEGAL OPINION | 11 |
| EXPERTS | 11 |
| WHERE YOU CAN FIND MORE INFORMATION | 12 |

## ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement we have filed with the Securities and Exchange Commission relating to shares of our common stock that will be purchased for the accounts of participants in the First Commonwealth Dividend Reinvestment and Direct Stock Purchase Plan. This prospectus describes and constitutes the terms of the plan. In deciding whether to participate in the plan, you should rely only on the information contained in this prospectus, including the information incorporated by reference. We have not authorized any person to provide you with other or different information. If anyone provides you with different or inconsistent information, you should not rely on it.

Unless the context suggests otherwise, the terms FCF, we, our and us refer to First Commonwealth Financial Corporation. The terms stock a shares refer to our common stock. The term plan refers to the First Commonwealth Dividend Reinvestment and Direct Stock Purchase Plan. The terms you and your refer to a participant or prospective participant in the plan.

## ABOUT FIRST COMMONWEALTH

First Commonwealth Financial Corporation is a registered bank holding company headquartered in Indiana, Pennsylvania. We provide a diversified array of consumer and commercial banking services through our bank subsidiary, First Commonwealth Bank. We also provide trust and wealth management services and offer insurance products through First Commonwealth Bank and our other direct or indirect subsidiaries. As of December 31, 2012, we had total assets of $6.0 billion, total loans of $4.1 billion, total deposits of $4.6 billion and shareholders equity of $746 million.

First Commonwealth Bank is a Pennsylvania bank and trust company and is the sixth largest banking institution headquartered in Pennsylvania. At December 31, 2012, the Bank operated 112 retail branch offices in 15 counties in western and central Pennsylvania.

Our principal executive office is located at 601 Philadelphia Street, Indiana, Pennsylvania 15701, and our telephone number is (724) 349-7220. Our common stock is listed for trading on the New York Stock Exchange under the symbol FCF.

## TERMS AND CONDITIONS OF THE PLAN

Our Dividend Reinvestment and Direct Stock Purchase Plan (which we refer to as the plan ), provides both existing record holders of our common stock and interested new investors a means to purchase shares of common stock by automatically reinvesting all or part of their cash dividends and by making optional cash payments. The following are the terms and conditions of this plan.

### Administrator of the Plan

We have appointed Computershare Trust Company, N.A. (the Administrator ) to administer our plan. The Administrator will hold shares for plan participants, keep records, mail statements, arrange for the purchase and sale of shares for plan participants as described below, and perform other duties required by our plan.

You may contact the Administrator at the following address and telephone number:

Computershare Trust Company, N.A.

P.O. Box 43006

Providence, RI 02940-3006

1-866-203-5173

You may also access your account information, enroll and perform certain transactions through the Administrator s Internet site, http://www.computershare.com/investor.

**Enrollment**

If you meet the requirements outlined below, you are eligible to participate in our plan, whether or not you presently own any shares of our common stock. If you live outside the United States, you should determine whether there are any governmental regulations that would prohibit your participation in our plan.

If you do not currently own any shares of our common stock, you can join our plan by making an initial investment of between $500 and $10,000. You can join our plan by returning a completed enrollment form to the Administrator along with your check payable to Computershare/First Commonwealth, or by enrolling online at http://www.computershare.com/investor. The Administrator will arrange for a broker to purchase shares for your account in the open market or will purchase shares directly from us, and we will pay any trading fees for you with respect to such purchases. You will not receive any interest on amounts held pending investment. See Purchase of Shares Through the Plan on page 3.

If you already own shares of our common stock and the shares are registered in your name, you may join our plan online at http://www.computershare.com/investor or by returning a completed enrollment form to the Administrator and either making a cash investment of between $50 and $10,000 and/or enrolling all or any portion of your shares of our common stock in our plan.

If you already own shares of our common stock and the shares are held in street name through a brokerage, bank or other intermediary account, you may be able to arrange for your shares of our common stock to be included in our plan. You should consult directly with the entity holding your shares to determine the manner in which that entity is able to include your shares in our plan. If this inclusion is not possible, you will need to request that the entity holding your shares arrange to have some or all of your stock registered in your name. Once you have received notification that your shares have been transferred, you may enroll in the plan as described above.

**Investment Options**

Once enrolled in our plan, you may acquire additional shares of our common stock through the plan through dividend reinvestments and optional cash purchases, as described below.

**Dividend Reinvestment**

You may choose to reinvest all or a portion of the cash dividends paid on the shares in your plan account toward the purchase of additional shares of our common stock. You may change your dividend reinvestment election at any time by notifying the Administrator. For a particular dividend to be reinvested, your notification must be received prior to the record date for that dividend (the record date is normally two weeks prior to the dividend payment date).

If you elect to reinvest your dividends, you may choose to reinvest all of your cash dividends or a portion of your cash dividends. If you choose to reinvest less than all of your dividends, you must elect on our plan enrollment form to receive cash dividends based on the number of whole shares you specify, and reinvest dividends on all remaining shares. This option allows you to receive the same amount of cash each quarter, assuming that the dividend paid by us remains the same for each quarter.

You may have all of your cash dividends remitted to you by check, via U.S. Mail, or by automatic deposit to your bank account. Please contact the Administrator to establish automatic deposit of dividends.

We currently offer a 5% discount on the purchase price of shares purchased through the plan with reinvested dividends. This discount applies only to shares purchased with reinvested dividends and not to shares purchased with initial or optional cash investments or any other shares purchased under the plan. When shares are purchased directly from us, they are purchased at a discount to the market value. See Purchase of Shares Through the Plan Pricing of Shares Purchased Directly from Us on page 3. When shares are purchased on the open market, they are purchased at prevailing market prices and we contribute additional funds to your account

to enable you to purchase the number of shares that would have been purchased at the discounted price. We may change, suspend or terminate this discount at any time. The difference between the market price and the discounted price of shares purchased for your account (in the case of purchases directly from us) or the additional funds that we contribute to your account (in the case of open market purchases) is generally taxable to you as additional dividend income. See U.S. Federal Income Tax Information on page 8.

**Optional Cash Investments**

You can make your initial purchase of shares of our common stock to enroll in our plan or purchase additional shares of our common stock by using our plan s optional cash investment feature and completing the appropriate part of the enrollment form. Following your initial purchase of plan shares, you may make additional investments of between $50 and $10,000 at any one time, up to $120,000 per calendar year. Interest will not be paid on amounts held pending investment.

You may make your optional cash investments by either of the following methods:

*By Automatic Withdrawal from your Bank Account*. If you wish to make regular purchases, you may authorize an automatic withdrawal from your bank account by completing the appropriate part of the enrollment form. This feature enables you to make ongoing investments without writing a check. You may elect to have funds of between $50 and $10,000 automatically deducted from your account on a monthly basis. Currently, all such withdrawals are made on the 25th day of each month (or on the preceding business day if the 25th is not a business day). Please allow four to six weeks for the first automatic withdrawal to be initiated. You may change or terminate automatic withdrawal in writing or through the Administrator s website, www.computershare.com/investor.

*By Check*. You may make optional cash purchases at any time by sending a personal check in the amount of between $50 and $10,000 drawn on a U.S. bank and payable in U.S. dollars to the Administrator. Optional cash purchases must be in U.S. dollars, and checks must be drawn on a U.S. financial institution. The Administrator will not accept cash, traveler s checks, money orders or third-party checks. To facilitate processing of your purchase order, please use the transaction stub included with your statement. Mail your payment and transaction stub to the address specified on the statement.

*By one-time online bank debit.* You may make optional cash purchases through the Administrator s website, www.computershare.com/investor.

**Purchase of Shares Through the Plan**

The Administrator will arrange to acquire shares needed to effect purchases under our plan either by using a broker that is not affiliated with us to effect such purchases in open market transactions or by purchasing the shares directly from First Commonwealth.

*Pricing of Shares Purchased in the Open Market*. For any plan shares purchased in the open market, your per share purchase price will be the weighted average price paid for all shares comprising our plan purchase order that included your shares. The broker will use its discretion to execute purchase orders in open market transactions so as to achieve best execution for each aggregate plan order. For this purpose, the broker may fill each aggregate plan order in more than one trade or on more than one day. We will pay on your behalf commissions and other fees incurred by our plan for such purchases.

*Pricing of Shares Purchased Directly from Us*. For any plan shares purchased directly from us, your purchase price per share will be the average of the high and low trading prices of our common stock quoted on the New York Stock Exchange on the day the shares are purchased. For quarterly reinvestment of dividends, your price per share will be the average of the high and low trading prices of our common stock quoted on the New

York Stock Exchange on the dividend payment date. If our common stock does not trade on the New York Stock Exchange on the day on which the shares are to be priced, then we will determine the price per share on the basis of such market quotations as we consider appropriate.

Dividend funds will be invested beginning on the dividend payment date. Optional and first time cash investments will be invested monthly, generally on the last business day of each month and the funds must be received by the Administrator by 11:00 a.m. on the business day prior to the investment trading date in order to purchase shares for that monthly investment. No interest will be paid on funds held by the Administrator pending investment.

**Sale of Shares Held Under the Plan**

You may sell any number of shares held in your plan account using any one of the following options. You may request certificates for your shares and arrange for the sale of the shares through a broker-dealer of your choice. See Issuance of Certificates on page 5. Alternatively, shares may be moved electronically from the Administrator to your broker-dealer using the Direct Registration System, or DRS. You may also request that the Administrator arrange for the sale of your shares in open market transactions at any time through www.computershare.com/investor, via telephone, or by mailing your request to the Administrator. The plan generally supports the sales options set forth below. All sales options, however, may not be available at all times.

*Batch Order*: A batch order is an accumulation of all sales requests for a security submitted together as an aggregate request. The Administrator will automatically treat all sale requests received in writing as batch order sale requests. Batch order sales may only be requested in writing. The Administrator will process batch order requests no later than five business days after the date on which it receives the order (except where deferral is required under applicable federal or state laws or regulations), assuming the applicable market is open for trading and sufficient market liquidity exists. Once received by the Administrator, batch order sale instructions are final and cannot be stopped or cancelled.

*Market Order*: A market order is a request to sell shares promptly at the current market price. Market order sale instructions received by the Administrator during market hours (normally 9:30 a.m. to 4:00 p.m. Eastern Time) will be submitted promptly to the Administrator s Broker and are final and cannot be stopped or cancelled. If you request to cancel a market order placed outside of market hours, the Administrator will use commercially reasonable efforts to honor the request. Depending on the number of shares being sold and current trading volume in the shares, a market order may only be partially filled or not filled at all on the trading day in which it is placed, in which case the order, or remainder of the order, as applicable, will be cancelled at the end of such day. To determine if your shares were sold, you should check your account online at www.computershare.com/investor or contact the Administrator by telephone. If your market order sale was not filled and you still want the shares sold, you will need to re-enter the sale request.

*Day Limit Order*: A day limit order is an order to sell shares when and if the stock reaches a specific price on a specific day. The order is automatically cancelled if the price is not met by the end of that trading day (or, for orders placed outside of market hours, the next trading day). Depending on the number of shares being sold and current trading volume in the shares, such an order may only be partially filled, in which case the remainder of the order will be cancelled. The order may be cancelled by the applicable stock exchange; by the Administrator at its sole discretion; or, if the Administrator s broker has not filled the order, at your request made online at www.computershare.com/investor or by telephone.

*Good-Til-Cancelled (GTC) limit order*: A GTC limit order is an order to sell shares when and if the stock reaches a specific price at any time while the order remains open (generally up to 30 days). Depending on the number of shares being sold and current trading volume in the shares, sales may be executed in multiple transactions and over more than one day. If shares trade on more than one day, a separate fee will be charged for each day. The order (or any unexecuted portion thereof) is automatically cancelled if the price is not met by the

end of the order period. The order may be cancelled by the applicable stock exchange; by the Administrator at its sole discretion; or, if the Administrator s broker has not filled the order, at your request made online at www.computershare.com/investor or by telephone.

**Safekeeping of Your Stock Certificates and Book Entry**

Shares of our common stock purchased for your account under our plan will be maintained in your plan account in book entry form. This means you will not receive a stock certificate; rather a record of your ownership position will be maintained by computer or other electronic media. Certificates for shares held in book entry form under our plan will be issued only upon written request to the Administrator. See Issuance of Certificates below. You will receive a quarterly statement detailing the status of your holdings. For more information, see Tracking Your Investments on page 7.

In addition, you may use the plan s safekeeping service (book entry form) to deposit your existing First Commonwealth common stock certificates at no cost. Safekeeping is beneficial because you greatly reduce the risk and cost associated with the loss, theft or destruction of your stock certificates.

To use the plan s safekeeping service, send your certificates to the Administrator by registered mail with written instructions to deposit them in safekeeping. Do not endorse the certificate or complete the assignment section. Please note that you will bear the full risk of loss in the event your certificates are lost prior to receipt by the Administrator.

**Gifts or Transfers of Shares to Another Person s Plan Account**

You can give or transfer shares held under your account under our plan to another person s plan account by any of the following methods:

- making an initial cash investment of between $500 and $120,000 or transfer all or any portion of your shares of our common stock from your plan account to a plan account established in the recipient s name;

- submitting an optional cash investment on behalf of an existing participant in our plan in an amount between $50 and $10,000 per investment, and not exceeding $120,000 per calendar year.

The transfer of plan shares to another person s plan account is subject to compliance with any applicable laws. To effect such a transfer, please visit the Computershare Transfer Wizard at www.transfermystock.com. The Transfer Wizard will guide you through the transfer process, assist you in completing the transfer form, and identify other necessary documentation you may need to provide. Alternatively, you may complete your transfer manually. To do so, you must execute a stock assignment form, have your signature guaranteed by a financial institution participating in the Medallion Guarantee Program and return the stock assignment form to the Administrator. The Medallion Guarantee Program ensures that the individual signing the certificate or initiating the instruction is in fact the registered owner of the shares. You may obtain a stock assignment form from the Administrator. If the person to whom the shares are gifted or transferred is not a plan participant, the Administrator will open an account for the person and enroll him or her in our plan upon receipt of a completed enrollment form.

You may not pledge or grant a security interest in plan shares unless certificates representing the shares have been issued to you by the Administrator.

If you need additional assistance, please call the Administrator at 1-866-203-5173.

**Issuance of Certificates**

You can withdraw all or some of the shares from your plan account by notifying the Administrator in writing or by accessing your account through the Administrator s Internet site. Certificates will be issued for whole shares only. In the event your request involves withdrawal of a fractional share, a check for the value of the fractional share as of the date of certification, less any applicable fees, will be mailed to you. You should receive your certificate and any accompanying check within two to three weeks of receipt of your request.

Certificates will be issued in the name(s) in which the account is registered unless otherwise instructed. If the certificate is issued in a name other than the name(s) in which your plan account is registered, the signature on the instructions or stock power must be guaranteed by a financial institution participating in the Medallion Guarantee Program, as described under the subheading entitled Gifts or Transfers of Shares to Another Person s Plan Account on page 5.

**Plan Service Fees**

The following plan service fees are subject to change from time to time by the Administrator. When a fee is assessed, the Administrator will deduct the applicable transaction and/or trading fees from either cash being held pending investment or proceeds from a sale.

| | |
|---|---|
| **Enrollment Fee** | |
| - One time set-up fee of $7.50 per account | Paid by Participant (does not apply to existing registered shareholders) |
| **Purchase of Shares** (including initial or optional cash investments and reinvestment of dividends) | |
| - Transaction fee | Paid by First Commonwealth |
| - Trading fees | Paid by First Commonwealth |
| **Sale of Shares** | |
| - Batch order sale, transaction fee, $10 per transaction | Paid by Participant |
| - Batch order sale, trading fees*, $0.10 per share sold | Paid by Participant |
| - Market order sale, $25 per transaction | Paid by Participant |
| - Market order sale, trading fees*, $0.12 per share sold | Paid by Participant |
| - Day limit order sale, $25 per transaction | Paid by Participant |
| - Day limit order sale, trading fees*, $0.12 per share sold | Paid by Participant |
| - Good-til-cancelled (GTC) limit order sale, $25 per transaction | Paid by Participant |
| - Good-til-cancelled (GTC) limit order sale, trading fees*, $0.12 per share sold | Paid by Participant |
| - Other fees charged by Plan Administrator for processing returned checks, ACH automatic and online debits | Paid by Participant |
| **Deposit of Certificates** | No Charge |
| **Certificate Withdrawal** | No Charge |
| **Book Entry Transfers** | No Charge |
| **Transaction Statement Request** | |
| - Current year statements | No Charge |
| - Prior years, $20 per request per year | Paid by Participant |

* All per share trading fees include any brokerage commissions the plan Administrator is required to pay.

*Insufficient Funds Assessments*. A fee will be assessed for any check that is returned or any electronic funds transfer that fails due to insufficient funds, stop pay order, closed account or due to other failure. By enrolling in our plan, you agree that in the event the Administrator purchases shares on your behalf and your payment for the shares fails due to insufficient funds, stop pay order, closed account or other failure, the Administrator may sell any shares held in your plan account in an open market transaction in order to collect the insufficient funds assessment and to recover any transaction costs and losses incurred by the Administrator in purchasing the shares.

**Tracking Your Investments**

Participants whose account has activity, including dividend reinvestment, purchase or sale of shares or withdrawal of shares, will receive a statement. The statements will list information as to all transactions, including shares purchased, sold, deposited or transferred plus applicable purchase and sale prices and aggregate shares owned in our plan. Additionally, as soon as practicable following a gift, transfer or withdrawal of shares, you will receive a detailed confirmation of the transaction. You may also view your account balance and transaction history through the Administrator s Internet address: http://www.computershare.com/investor.

You are responsible for maintaining your own record of the cost basis of the certificated shares deposited with the Administrator or purchased through our plan. Accordingly, we urge you to retain your account statements to establish the cost basis of shares purchased under our plan for income tax and other purposes. See U.S. Federal Income Tax Information on page 8.

You should notify the Administrator promptly in writing or through the Administrator s website of any change in your name or address since the Administrator will mail all notices, account statements and reports to you at your address of record.

**Stock Splits, Stock Dividends and Other Distributions**

In the event we pay dividends in shares of our common stock, or if we distribute our common stock in connection with any stock split or similar transaction, your plan account will be adjusted to reflect the receipt of our common stock so paid or distributed.

**Voting of Proxies**

Prior to any meeting of our shareholders, we will provide to you proxy materials, including a proxy card, which will allow you to vote by proxy all of the shares for which you hold certificates and the shares, whole and fractional, held in your plan account.

**Limitation of Liability**

Neither we nor the Administrator nor any broker appointed to effect purchases or sales under our plan will be liable for any act or for any omission to act except in the case of willful misconduct or gross negligence. This includes, without limitation, any claims of liability for:

- the prices at which or dates on which any plan transactions take place; or
- any fluctuation in the market value of our common stock before or after your sale or purchase order to the Administrator is completed.

Neither we nor the Administrator can assure you a profit or protect you against a loss on the shares you purchase or sell under our plan.

**Plan Modification or Termination**

We reserve the right to change any administrative procedures of our plan at any time. We also reserve the right to amend, modify, suspend or terminate our plan at any time. You will receive notification of any such suspension, material modification, or termination. We and the Administrator also reserve the right to change any administrative procedures of the Plan (including fees and expenses) at any time without notice to you, and any such changes shall not be deemed material modifications to the Plan.

**Change of Eligibility; Termination of Participation**

We reserve the right to deny, suspend or terminate your participation in our plan if we determine, in our sole discretion, that you are using our plan for purposes inconsistent with the intended purpose of our plan. In such event, the Administrator will notify you in writing and will continue to safekeep your shares but will no longer accept cash investments or reinvest your dividends. The Administrator will issue to you upon written request a stock certificate evidencing your plan shares.

## U.S. FEDERAL INCOME TAX INFORMATION

If you receive shares that are issued directly by us through reinvestment of dividends under our plan, you will be treated as receiving a distribution equal to the fair market value of such shares, calculated as of the date when the shares are credited to your account, plus the amount of the purchase price discount, if any. If you receive shares that were purchased in the open market, you will be treated as receiving a distribution equal to the amount of the cash dividend that you could have received if you had not participated in our plan, plus the amount of the purchase price discount, if any. For example, if dividends of $97 are reinvested under the Plan to acquire shares of our common stock with a fair market value of $100, the amount of the taxable dividend will be $100. You will receive an annual statement (IRS Form 1099-DIV) from the plan administrator indicating the amount of dividend income reported to the Internal Revenue Service.

We will pay on your behalf all trading fees for shares purchased under the plan, but those payments will constitute income to you for income tax purposes. See Purchase of Shares Through the Plan on page 3.

Your tax basis of shares purchased with reinvested dividends will be equal to the amount of the distribution you are treated as receiving. If you acquire shares with optional cash payments, the tax basis of shares purchased with optional cash payments will be equal to the amount of the optional payment that you made. See Investment Options Optional Cash Investments on page 3.

You will not realize gain or loss for U.S. federal income tax purposes upon a transfer of shares to your account or the withdrawal of whole shares from your account. You will, however, generally realize gain or loss upon the receipt of cash for a fractional share credited to your account. You will also realize gain or loss when shares are sold. The amount of gain or loss will be the difference between the amount that you receive for the shares sold and your tax basis in the shares (generally, the amount you paid for the shares plus any discount or allocable brokerage commissions or processing fees paid by us). In order to determine the tax basis for shares in your account, you should retain all account statements.

The holding period for common stock purchased through dividend reinvestment or optional cash payments begins on the date following the day on which the shares are credited to your account.

Plan participants who are non-resident aliens or non-U.S. corporations, partnerships or other entities generally are subject to a withholding tax on dividends paid on shares held in the Plan. Dividends paid on shares in accounts, and the proceeds of any sale of shares, may be subject to the backup withholding provisions of the Internal Revenue Code. If you fail to furnish a properly completed IRS Form W-9 or its equivalent, or unless you are exempt from the withholding requirements of the Internal Revenue Code, then the Administrator must withhold applicable taxes from the amount of dividends, the proceeds of the sale of a fractional share and the proceeds of any sale of whole shares.

You should consult your tax advisor regarding the tax consequences of account transactions.

## USE OF PROCEEDS

We do not know the number of shares of common stock that ultimately will be purchased through the plan, the prices at which the shares will be sold, or the amount of proceeds that we will receive pursuant to the offer and sale of shares under the plan. We will only receive proceeds from the purchase of common stock pursuant to the plan to the extent that such purchases are made directly from us and not through open market purchases or privately-negotiated transactions. The proceeds from the sale of common stock purchased directly from us pursuant to the plan will be used for general corporate purposes, including investments in, or extensions of credit to, our subsidiaries.

## PLAN OF DISTRIBUTION

The Administrator will arrange to acquire shares needed to effect purchases under our plan, including both shares purchased upon reinvestment of dividends and shares purchased with optional cash payments, either by using the broker to effect such purchases in ordinary, open market transactions, or by purchasing the shares directly from us. Our only efforts to solicit purchases under our plan will be to mail this prospectus to our shareholders and respond to any requests made by our shareholders or others regarding participation in our plan.

## DESCRIPTION OF CAPITAL STOCK

The following information outlines some of the provisions in our articles of incorporation, bylaws and the Pennsylvania Business Corporation Law (the PBCL ). This information is qualified in all respects by reference to the provisions of First Commonwealth s articles, bylaws and the PBCL.

### Capitalization

The authorized capital stock of First Commonwealth consists of 200,000,000 shares of common stock, $1.00 par value, of which 99,629,494 shares were issued and outstanding as of December 31, 2012, and 3,000,000 shares of preferred stock, $1.00 par value, of which no shares are issued or outstanding.

### Common Stock

Each share of our common stock has the same relative rights as, and is identical in all respects to, each other share of our common stock. Holders of our common stock are entitled to one vote per share on all matters requiring shareholder action, including but not limited to, the election of directors. Holders of our common stock are not entitled to cumulate their votes for the election of directors.

The holders of our common stock are entitled to receive dividends out of funds legally available for distribution as and when declared by our board of directors, subject to any restrictions imposed by federal regulators and the payment of any preferential amounts to which any class of preferred stock may be entitled. Upon liquidation, dissolution or winding up of First Commonwealth, holders of our common stock will be entitled to share ratably all assets remaining after the payment of our liabilities and of preferential amounts to which any preferred stock may be entitled.

The holders of our common stock have no preemptive or other subscription rights. Our common stock is not subject to call or redemption, and, upon receipt by us of the full purchase price therefor, each share of our common stock will be fully paid and non-assessable.

### Preferred Stock

Our articles of incorporation currently authorize us to issue up to 3,000,000 shares of preferred stock. Our board of directors has broad authority to designate and establish the terms of one or more series of preferred stock. Among other matters, the board is authorized to establish rights, preferences and privileges of each such series and any restrictions thereon. Our preferred stock may rank prior to our common stock as to dividend rights, liquidation preferences, or both, may have full or limited voting rights, and may be convertible into our common stock or other securities of First Commonwealth. The holders of any class or series of our preferred stock also may have the right to vote separately as a class or series under the terms of the class or series as hereafter fixed by the board or otherwise required by Pennsylvania law. Under certain circumstances, the issuance of shares of preferred stock, or merely the existing authorization of the Board to issue shares of preferred stock, may tend to discourage or impede a merger or other change in control of us.

**Certain Anti-Takeover Provisions**

Certain provisions of our articles of incorporation and bylaws and certain provisions of the PBCL may have the effect of deterring or discouraging, among other things, a hostile tender offer for our stock, a proxy contest for control of us, the assumption of control of us by a holder of a large block of our stock or the removal of our management, even if such actions may be deemed advantageous to our shareholders. These provisions are summarized below.

*Authority to Oppose Unsolicited Offers.* Our articles of incorporation authorize the board of directors to take defensive actions to oppose a tender offer or other offer for our securities if the board determines that the offer should be rejected. In determining whether to reject an offer, the board is authorized to consider the offer price, the ability to obtain a more favorable price in the future, the impact of an acquisition on our employees and customers and the communities in which they serve, the reputation and business practices of the offeror and its management, the value of the securities which are offered in exchange for our securities, and any antitrust or regulatory issues that are raised by the offer. If our board determines that the offer should be rejected, it is authorized to take any lawful action against the offer, including advising shareholders to reject the offer, commencing litigation against the offeror, acquiring or selling our securities or granting options to purchase our securities, acquiring another company and seeking a more favorable offer from another party.

*Control Share Acquisitions.* Pennsylvania law regarding control share acquisitions relates to the act of acquiring for the first time voting power over voting shares (other than shares owned since January 1, 1988 and any additional shares distributed with respect to such shares) equal to at least 20%, 33 1/3% and 50% of the voting power of a corporation. Once a control share acquisition has occurred, then all shares in excess of the triggering threshold, plus shares purchased at any time with the intention of acquiring such voting power and shares purchased within 180 days of the date the triggering threshold was exceeded, are considered control shares. Control shares cannot vote either until their voting rights have been restored by two separate votes of the shareholders at a meeting or until they have been transferred to a person who does not thereby also become the holder of a control share acquisition.

The holder of a control share acquisition may wait until the next annual or special meeting after the acquisition took place to submit the question of the restoration of voting rights to the shareholders, or the acquiring person may accelerate the process by agreeing to underwrite the cost of a special meeting of shareholders for that purpose. In either case, the acquiring person is required to furnish for distribution to the shareholders an information statement containing a detailed disclosure concerning the acquiring person, its intentions with respect to ownership of securities of the corporation and other matters. As an alternative, a person proposing to make a control share acquisition may request prospective approval by the shareholders of the exercise of the voting rights of the shares proposed to be acquired. Two shareholders votes are required to approve the restoration of voting rights. First, the approval of an absolute majority of all voting power must be obtained. All voting shares are entitled to participate in this vote. Second, the approval of an absolute majority of all disinterested shareholders must be obtained.

For a period of 24 months after the later of (i) a control share acquisition by an acquiring person who does not properly request consideration of voting rights or (ii) the denial of such a request or lapse of voting rights, the corporation may redeem all the control shares at the average public market sales price of the shares on the date notice of the call for redemption is given by the corporation.

*Disgorgement of Profits by Certain Controlling Persons.* Pennsylvania law regarding disgorgement of profits by certain controlling persons applies in the event that (i) any person or group publicly discloses that the person or group may acquire control of the corporation, or (ii) a person or group acquires (or publicly discloses an intent to acquire) 20% or more of the voting power of the corporation and, in either case, sells shares within 18 months thereafter. Any profits from sales of equity securities of the corporation received by the person or group during such 18-month period will belong to the corporation, if the securities that were sold were acquired during the 18-month period or within 24 months prior thereto.

*Business Combination Transactions with Interested Shareholders.* Pennsylvania law regarding business combination transactions with interested shareholders provides that a person who acquires the direct or indirect beneficial ownership of shares entitled to cast at least 20% of the votes entitled to be cast for the election of directors becomes an interested shareholder. A corporation subject to this provision may not effect mergers or certain other business combinations with the interested shareholder for a period of five years, unless:

- the business combination or the acquisition of stock by means of which the interested shareholder became an interested shareholder is approved by the corporation s board of directors prior to such stock acquisition;
- the business combination is approved by the affirmative vote of the holders of all the outstanding common shares of the corporation; or
- the business combination is approved by the affirmative vote of the holders of a majority of all shares entitled to vote, excluding votes of shares held by the interested shareholders, and at the time of such vote, the interested shareholder is the beneficial owner of at least 80% of the voting shares of the corporation. This exception applies only if the value of the consideration to be paid by the interested shareholder in connection with the business combination satisfies certain fair price requirements.

After the five-year restricted period, an interested shareholder of the corporation may engage in a business combination with the corporation if (i) the business combination is approved by the affirmative vote of a majority of the shares other than those beneficially owned by the interested shareholder and its affiliates or (ii) the merger is approved at a shareholders meeting and certain fair price requirements are met.

*Rights of Shareholders to Demand Fair Value for Stock Following a Control Transaction.* Pennsylvania law regarding the ability of shareholders to dispose of their stock following a control transaction provides, generally, that a person or group that acquires more than 20% of the voting power to elect directors of the corporation is a controlling person and must give prompt notice to each shareholder of record. The other shareholders are then entitled to demand that the controlling person pay them the fair value of their shares under specified procedures. Fair value may not be less than the highest price paid per share by the controlling person at any time during the 90-day period ending on and including the date on which the controlling person became such, plus any increment representing any value, such as a control premium, that is not reflected in such price.

## INDEMNIFICATION

Our directors and officers are entitled to indemnification as expressly permitted by the provisions of the PBCL and our bylaws. We have purchased a liability insurance policy for its directors and certain of our officers which, subject to limitations set forth in the insurance policy, indemnifies them for certain liabilities which they, or any one of them, may incur in connection with the performance of duties in their official capacities. Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (the Securities Act ), may be permitted to directors, officers, or controlling persons of First Commonwealth pursuant to the foregoing provisions, we have been informed that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

## LEGAL OPINION

The validity of the shares of First Commonwealth common stock offered pursuant to this prospectus has been passed upon for First Commonwealth by Matthew C. Tomb, Executive Vice President and corporate legal counsel for First Commonwealth Financial Corporation.

## EXPERTS

The consolidated financial statements of First Commonwealth Financial Corporation and subsidiaries appearing in First Commonwealth Financial Corporation s 2012 Annual Report on Form 10-K and the effectiveness of internal control over financial reporting as of December 31, 2012, have been audited by KPMG

LLP, an independent registered public accounting firm, and have been incorporated by reference herein in reliance upon the reports of such firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission. You may read and copy any document we file at the SEC s public reference rooms in Washington, D.C. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. In addition, our SEC filings are available to the public at the SEC s web site at http://www.sec.gov.

The SEC allows us to incorporate by reference into this prospectus the information in documents we file with it. This means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus and should be read with the same care. When we update the information contained in documents that have been incorporated by reference by making future filings with the SEC, the information incorporated by reference in this prospectus is considered to be updated automatically and superseded. In other words, in the case of a conflict or inconsistency between information contained in this prospectus and information incorporated by reference into this prospectus, you should rely on the information contained in the document that was filed later.

We incorporate by reference the documents listed below and any documents we file with the SEC in the future under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 until our offering is completed, except that we are not incorporating by reference any document or information that is only furnished to the SEC or that is otherwise not deemed to be filed with the SEC under those sections.

- Annual Report on Form 10-K for the year ended December 31, 2012;
- Current Reports on Form 8-K filed January 30, 2013 and February 1, 2013; and
- The description of First Commonwealth Financial Corporation common stock set forth in the registration statement on Form 8-A filed on June 5, 1992.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUSES**

**ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION:**
The following table sets forth the various expenses payable by the Registrant in connection with the Securities being registered hereby.

| | |
|---|---|
| Registration Fee | $ 5,095 |
| Legal fees and expenses | $ 0 |
| Accounting fees and expenses | $ 5,000* |
| Printing expenses | $ 2,500* |
| Total: | $ 12,595 |

* Estimates

**ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**
*Indemnification under the Registrant s Bylaws*. The Bylaws of First Commonwealth Financial Corporation (the Company ) require the Company to indemnify its directors and officers against expenses and liabilities to the fullest extent permitted by law. Any director or officer who is made, or threatened to be made, a party to any claim, action, suit or proceeding by reason of such person being or having been a director or officer of the Company or a subsidiary of the Company, or by reason of the fact that such person is or was serving at the request of the Company as a director, officer, employee, fiduciary or other representative of another corporation or entity, will be entitled to indemnification. The Bylaws further provide that such indemnification is not exclusive of any other rights to which such individual may be entitled under the Bylaws, any agreement, charter provision, vote of shareholders or directors, or otherwise.

*Indemnification under Pennsylvania Corporate Law*. The PBCL authorizes indemnification of a director or officer against expenses and liabilities if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Company, and, with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. Indemnification may be made only upon a determination that indemnification of the director or officer is proper under the circumstances because the director or officer has met this standard of care.

The determination may be made:

(1) by the board of directors of the Company by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding; or

(2) if such a quorum is not obtainable, or, if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or

(3) by the Company s shareholders.

Notwithstanding the above, to the extent that a director or officer has been successful on the merits or otherwise in defense of any action or proceeding, or in defense of any claim, issue or matter in any such action or proceeding, such person is entitled to indemnification against expenses (including attorneys fees) actually and reasonably incurred by in connection with the action or proceeding.

*Limitation of Liability under the Company s Bylaws*. The Company s Bylaws provide that no director or officer of the Company will be liable by reason of having been a director or officer of the Company if the person performs his or her duties in good faith and in a manner reasonably believed to be in the best interests of the Registrant. This standard will be satisfied if the person acted without self-dealing, willful misconduct or

recklessness.

*Directors and Officers Liability Insurance*. The Company maintains liability insurance covering its directors and officers for claims asserted against them or incurred by them in their capacity as directors and officers, within the limits and subject to the limitations of the policies, and the Company pays all premiums and expenses relating to this coverage.

**ITEM 16. EXHIBITS.**

| Exhibit No. | Description |
|---|---|
| 4.1 | First Commonwealth Dividend Reinvestment and Direct Stock Purchase Plan (contained in the Prospectus) |
| 5.1 | Opinion of Corporate Legal Counsel |
| 23.1 | Consent of KPMG LLP |
| 23.2 | Consent of Corporate Legal Counsel (included as part of Exhibit 5.1) |
| 24.1 | Power of Attorney (included as part of Signature pages) |

**ITEM 17. UNDERTAKINGS.**

The undersigned registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this registration statement:

(1) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (as amended, and together with the rules and regulations thereunder, the Securities Act );

(2) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered, if the total dollar value of securities offered would not exceed that which was registered, and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.

(3) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that the undertakings set forth in paragraphs (1), (2) and (3) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 (as amended, and together with the rules and regulations thereunder, the Securities Exchange Act ) that are incorporated by reference in this registration statement or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of this registration statement.

(b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(d) That for purposes of determining liability under the Securities Act to any purchaser:

(1) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(2) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(e) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of such undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(1) Any preliminary prospectus or prospectus of such undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(2) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by such undersigned registrant;

(3) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(4) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(f) That, for purposes of determining any liability under the Securities Act, each filing of the registrant s annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(g) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, hereunto duly authorized, in the Borough of Indiana, Commonwealth of Pennsylvania, on March 15, 2013.

**FIRST COMMONWEALTH FINANCIAL CORPORATION**

By: /s/ T. Michael Price
Name: T. Michael Price
Title: President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints T. Michael Price and Robert E. Rout, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Capacity | Date |
|---|---|---|
| /s/ T. Michael Price<br>T. Michael Price | President, Chief Executive Officer and Director<br>(Principal Executive Officer) | March 15, 2013 |
| /s/ Robert E. Rout<br>Robert E. Rout | Executive Vice President /<br>Chief Financial Officer<br>(Principal Financial Officer and Principal Accounting Officer) | March 15, 2013 |
| Julie A. Caponi | Director | |
| /s/ Ray T. Charley<br>Ray T. Charley | Director | March 15, 2013 |
| /s/ Gary R. Claus<br>Gary R. Claus | Director | March 15, 2013 |
| /s/ David S. Dahlmann<br>David S. Dahlmann | Director | March 15, 2013 |

| | | |
|---|---|---|
| /s/ Johnston A. Glass<br>Johnston A. Glass | Director | March 15, 2013 |
| /s/ Jon L. Gorney<br>Jon L. Gorney | Director | March 15, 2013 |

| Signature | Capacity | Date |
|---|---|---|
| /s/ David W. Greenfield<br>David W. Greenfield | Director | March 15, 2013 |
| /s/ Luke A. Latimer<br>Luke A. Latimer | Director | March 15, 2013 |
| /s/ James W. Newill<br>James W. Newill | Director | March 15, 2013 |
| /s/ Laurie S. Singer<br>Laurie S. Singer | Director | March 15, 2013 |
| /s/ Robert J. Ventura<br>Robert J. Ventura | Director | March 15, 2013 |

**EXHIBITS**

| Exhibit No. | Description |
|---|---|
| 4.1 | First Commonwealth Dividend Reinvestment and Direct Stock Purchase Plan (contained in the Prospectus) |
| 5.1 | Opinion of Corporate Legal Counsel |
| 23.1 | Consent of KPMG LLP |
| 23.2 | Consent of Corporate Legal Counsel (included as part of Exhibit 5.1) |
| 24.1 | Power of Attorney (included as part of Signature pages) |