

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 1, 2025

First Commonwealth Financial Corporation

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction
of incorporation)

001-11138
(Commission File Number)

25-1428528
(IRS Employer
Identification No.)

601 Philadelphia Street
Indiana, PA
(Address of principal executive offices)

15701
(Zip Code)

Registrant's telephone number, including area code: (724) 349-7220

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$1.00 par value	FCF	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

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

Item 8.01. Other Events.

On April 30, 2025, CenterGroup Financial Inc. (“CGFI”), merged with and into First Commonwealth Financial Corporation (the “Company”), with the Company continuing as the surviving entity (the “Merger”) pursuant to the Agreement and Plan of Merger, dated as of December 17, 2024 (the “Merger Agreement”), by and between the Company and CGFI. Immediately following the Merger, CenterBank, which was wholly owned by CGFI, merged with and into First Commonwealth Bank, which is wholly owned by the Company (“FCB”), with FCB continuing as the surviving entity (the “Bank Merger”).

Under the terms of the Merger Agreement, at the effective time of the Merger each share of CGFI common stock was converted into the right to receive 6.10 shares of the Company’s common stock.

On May 1, 2025, the Company issued a press release announcing the completion of the Merger, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibits

99.1	Press Release dated May 1, 2025
104	The cover page from this Current Report on Form 8-K, formatted in In-line XBRL.

**FOR IMMEDIATE RELEASE****First Commonwealth Completes Acquisition of CenterGroup Financial, Inc.**

Indiana, PA, May 1, 2025 - First Commonwealth Financial Corporation (NYSE: FCF) ("First Commonwealth") today announced that it has completed its previously announced acquisition of CenterGroup Financial, Inc. ("CenterGroup"), the parent company of Milford, Ohio-based CenterBank.

"We are pleased to announce the completion of the merger with CenterBank and are excited to expand our presence in the Cincinnati market," said President and Chief Executive Officer T. Michael Price. "CenterBank has built a strong reputation as a business-focused community bank, and we look forward to welcoming our new CenterBank teammates and clients as we build upon their success."

Following a full systems conversion in June 2025, CenterBank customers will be able to access First Commonwealth's network of 55,000 surcharge-free ATMs worldwide, as well as 127 retail offices located across Pennsylvania and Ohio.

Customers will also have access to additional products and services, including mortgage and personal loans, wealth management and insurance, and enhanced online banking, BillPay, mobile banking and mobile payment solutions. Commercial customers will have access to a wide array of financing solutions, a full line of cash management services and a set of payment processing options to help manage credit and debit card transaction processing.

For a complete listing of First Commonwealth's products and services as well as office and ATM locations, please visit www.fcbanking.com or call the Engagement Center at (800) 711-BANK (2265). TTY/TDD services are available for the speech and hearing impaired at (877) 816-1801.

About First Commonwealth Financial Corporation

First Commonwealth, headquartered in Indiana, Pennsylvania, is a financial services company with 125 banking offices in 30 counties throughout Pennsylvania and Ohio, as well as business banking operations in Pittsburgh, Pennsylvania, and Canton, Cleveland, Columbus and Cincinnati, Ohio. The Company also operates mortgage offices in Wexford, Pennsylvania, as well as Hudson, and Lewis Center, Ohio. First Commonwealth provides a full range of commercial banking, consumer banking, mortgage, equipment finance, wealth management and insurance products and services through its subsidiaries First Commonwealth Bank and First Commonwealth Insurance Agency.

Forward-Looking Statements

Certain statements contained in this release which are not statements of historical fact constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, certain plans, expectations, goals, projections and benefits relating to the merger transaction between First Commonwealth and CenterGroup Financial, Inc. These statements can be identified by the fact that they do not relate strictly to historical or current facts and often include words such as "believe," "expect," "anticipate," "intend," "plan," "estimate" or words of similar meaning, or future or conditional verbs such as "will," "would," "should," "could" or "may." Such statements are based on assumptions and involve risks and uncertainties, many of which are beyond First Commonwealth's control. In addition to factors previously disclosed in reports filed by First Commonwealth with the Securities and Exchange Commission, risks and uncertainties relating to the merger transaction and the integration of CenterBank into First Commonwealth after the merger include, but are not limited to: the possibility that any of the anticipated benefits of the proposed merger will not be realized or will not be realized within the expected time period; the risk that integration of CenterBank's operations with those of First Commonwealth will be materially delayed or will be more costly or difficult than expected; diversion of management's attention from ongoing business operations and opportunities; the challenges of integrating and retaining key employees; the effect of the announcement of the merger on First Commonwealth's, CenterBank's or the combined company's respective customer relationships and operating results; and general competitive, economic, political and market conditions and

fluctuations. All forward-looking statements included in this filing are made as of the date hereof and are based on information available at the time of the filing. Except as required by law, First Commonwealth assumes no obligation to update any forward-looking statement.

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