

FIRST COMMONWEALTH FINANCIAL CORP /PA/

Form S-4

June 22, 2006

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As filed with the Securities and Exchange Commission on June 22, 2006

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

First Commonwealth Financial Corporation

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

6021
(Primary Standard Industrial
Classification Code Number)

25-1428528
(I.R.S. Employer
Identification No.)

Old Courthouse Square

22 North Sixth Street

Indiana, PA 15701

(724) 349-7220

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

John J. Dolan

Chief Financial Officer

22 North Sixth Street

Indiana, Pennsylvania 15701

(724) 349-7220

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

Copies to:

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Washington, D.C. 20005

Denver, Colorado 80202

(202) 347-0300

(303) 297-2900

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement and upon the consummation of the transaction described in the Prospectus.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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 of 1933, as amended (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 post-effective amendment filed pursuant to Rule 462(d) 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. "

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price (1)	Amount of registration fee (1)
Common stock, \$1.00 par value	N/A	\$28.25	\$41,032,234	\$4,391

(1)

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Estimated solely for the purpose of calculating the registration fee. In accordance with Rule 457(o) under the Securities Act of 1933, the number of shares is not set forth herein. Pursuant to Rule 457(o), the registration fee has been computed on the basis of the maximum aggregate offering price of the shares of the Registrant's common stock expected to be issued upon consummation of the merger of Laurel Capital Group, Inc. with and into the Registrant, calculated as the product of (x) the maximum number of shares of Laurel Capital Group, Inc. (2,074,955) that may be exchanged, times (y) the per share merger consideration (\$28.25), reduced by the maximum amount of cash (\$17,585,245) to be paid by the Registrant for such shares.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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The information in this joint proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is declared effective. This joint proxy statement/prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or the sale is not permitted.

Subject to completion, dated June 22, 2006

2724 Harts Run Road

Allison Park, Pennsylvania 15101

Merger Proposal Your Vote is Very Important

Dear Fellow Shareholder:

The board of directors of Laurel Capital Group, Inc. has called a special meeting of the shareholders to approve and adopt a merger agreement providing for the merger of Laurel Capital with First Commonwealth Financial Corporation. If the merger agreement is approved and the merger is subsequently completed, each outstanding share of Laurel Capital stock will be converted into the right to receive \$28.25 in cash or a number of whole shares of First Commonwealth stock determined by dividing \$28.25 by the average closing price of the First Commonwealth stock during a specified period preceding the completion of the merger. We anticipate that the merger will be tax-free to the extent that you receive First Commonwealth stock in exchange for your shares and taxable to the extent that you receive cash.

You will have the opportunity to elect to receive cash, First Commonwealth stock or a combination of cash and First Commonwealth stock for your Laurel Capital shares. However, the merger agreement provides that no more than 30% of the total merger consideration may be paid in cash. If Laurel Capital shareholders make elections that would result in more than 30% of the merger consideration being paid in cash or more than 70% of the merger consideration being paid in shares of First Commonwealth stock, adjustments will be made to achieve the 30% / 70% proportion of cash to stock required by the merger agreement and, in that event, some Laurel Capital shareholders would receive a portion of their total consideration in a form they did not elect.

First Commonwealth's stock is listed on the New York Stock Exchange under the symbol FCF. On _____, 2006, First Commonwealth's stock closed at \$ _____ per share. If \$ _____ were the average closing price during the period used to determine such average closing price, you would receive, for each share of Laurel Capital stock that you own, either \$28.25 in cash or _____ shares of First Commonwealth stock. The final exchange ratio will not be fixed until the receipt of all required regulatory approvals and the expiration of all statutory waiting periods.

We cannot complete the merger unless it is approved by the shareholders of Laurel Capital at the special meeting. Whether or not you plan to attend the special meeting, please take the time to complete and mail the enclosed proxy card. If you attend the meeting, you may revoke your

proxy and vote in person.

Under Pennsylvania law, our shareholders have dissenters' rights with respect to the merger. As described more fully in the attached proxy statement/prospectus, if you wish to exercise those rights rather than receiving the \$28.25 per share payable in the merger, you must submit a notice in advance of the meeting and not vote in favor of the merger.

Based on our reasons for the merger described in this proxy statement/prospectus, our board of directors believes that the merger is fair to you and in your best interests. Accordingly, our board of directors unanimously recommends that you vote FOR approval of the merger agreement.

The accompanying proxy statement/prospectus describes the special meeting, the merger, and other related matters. Please read the entire document carefully, including the discussion of Risk Factors beginning on page 15.

We look forward to seeing you at the special meeting.

Very truly yours,

Richard J. Cessar
Chairman of the Board

Edwin R. Maus
President and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the First Commonwealth stock to be issued in the merger or passed upon the adequacy or accuracy of this proxy statement/prospectus. Any representation to the contrary is a criminal offense.

The shares of First Commonwealth stock are not savings accounts, deposits or other obligations of any bank or savings association and are not insured by any federal or state governmental agency.

This proxy statement/prospectus is dated _____, 2006, and is first being mailed to Laurel Capital shareholders on or about _____, 2006.

This document incorporates important business and financial information about First Commonwealth that is not included in or delivered with this document. This information is available without charge to shareholders upon written or oral request submitted to First Commonwealth's address and telephone number listed on page 8. To obtain timely delivery, shareholders must request the information no later than _____, 2006. This information is also available First Commonwealth's website at <http://www.fcbanking.com>.

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2724 Harts Run Road
Allison Park, Pennsylvania 15101

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON _____, 2006

To the Shareholders of Laurel Capital Group, Inc.:

Notice is hereby given that a special meeting of shareholders of Laurel Capital Group, Inc., a Pennsylvania corporation, will be held at _____, on _____, 2006, at _____ a.m., local time, for the following purposes:

1. To consider and vote upon a proposal to adopt an agreement and plan of merger dated as of April 27, 2006, between Laurel Capital Group, Inc. and First Commonwealth Financial Corporation attached as **Annex A** to the proxy statement/prospectus accompanying this notice, and to approve the merger of Laurel Capital Group, Inc. with and into First Commonwealth Financial Corporation;
2. To consider and vote upon a proposal to adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the merger agreement; and
3. To transact such other business as may properly come before the meeting.

Only holders of record of Laurel Capital stock as of the close of business on _____, 2006 are entitled to notice of, and to vote at, the special meeting. A list of Laurel Capital shareholders entitled to vote at the special meeting will be available for examination at the special meeting and for a period of ten business days prior to the date of the special meeting during ordinary business hours at Laurel Capital's corporate offices at 2724 Harts Run Road, Allison Park, Pennsylvania 15101.

Whether or not you expect to attend the meeting, please complete, sign and date the enclosed proxy card and return it in the enclosed prepaid envelope as soon as possible. This action will not limit your right to vote in person if you wish to attend the special meeting and vote personally. You may revoke your proxy in the manner described in the proxy statement/prospectus at any time before it is voted at the special meeting.

_____, 2006

By Order of the Board of Directors,

John A. Howard, Jr.
Secretary

Do not send any stock certificates with the enclosed proxy card. An election form and letter of transmittal will be sent to you in a separate mailing, which should be completed and sent together with your stock certificates to The Bank of New York, the exchange agent for the merger. Whether you vote for or against the proposed merger, please complete and return the election form and letter of transmittal accompanied by your stock certificates before , 2006.

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ANNEXES:

Annex A Merger Agreement

Annex B Fairness Opinion of Janney Montgomery Scott LLC

Annex C Pennsylvania Appraisal Rights Statute

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QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING

Q: When and where will the special meeting be held?

A: The special meeting will be held at _____, on _____, _____, 2006, at _____ a.m., local time.

Q: What are shareholders being asked to vote on at the special meeting?

A: Shareholders will be asked to vote on the adoption of a merger agreement pursuant to which Laurel Capital will merge with First Commonwealth. If at least a majority of the outstanding shares of Laurel Capital stock are not present at the meeting in person or by proxy or if there are not sufficient votes at the time of the special meeting to approve the merger agreement, shareholders will consider and vote on a proposal to adjourn the meeting to a later date or dates, if necessary, to permit further solicitation of proxies.

Q: Who is eligible to vote?

A: Holders of Laurel Capital stock are eligible to vote their shares at the special meeting if they were holders of record of those shares at the close of business on _____, 2006. As of that date, there were _____ shares of Laurel Capital stock outstanding held by approximately _____ holders of record. Each holder of Laurel Capital stock is entitled to one vote per share.

Q: What do I need to do now?

A: After you have carefully read this proxy statement/prospectus, indicate on your proxy card how you want your shares to be voted, then sign, date and mail the proxy card in the enclosed prepaid return envelope as soon as possible so that your shares may be represented and voted at the special meeting.

In a separate mailing, you will receive an election form to indicate whether you wish to receive First Commonwealth stock, cash or a combination of the two in the merger and a letter of transmittal for use in submitting your Laurel Capital stock certificates for exchange in the merger. Whether you vote for or against the merger, you should complete the election form and letter of transmittal and send them, together with your Laurel Capital stock certificates, to The Bank of New York, the exchange agent for the merger. **Do not send your Laurel Capital stock certificates with your proxy card. Your stock certificates should only be forwarded to The Bank of New York with the election form and letter of transmittal.** Your stock certificates will promptly be returned to you if the merger is not approved.

Copies of this proxy statement/prospectus and the election form and letter of transmittal will be provided upon request to anyone who becomes a Laurel Capital shareholder after the record date and prior to the election deadline in order to permit them to make an election.

Q: Can I change my vote after I have mailed my signed proxy card?

A: Yes. There are three ways for you to revoke your proxy and change your vote. First, you may send a written notice to the Secretary of Laurel Capital stating that you would like to revoke your proxy. Second, you may complete and submit a new proxy card. Third, you may vote in person at the special meeting. If your shares are held in the name of your broker, bank or other nominee and you wish to vote in person, you must bring an account statement and authorization form from your nominee so that you can vote your shares.

Q: What vote is required to approve the merger?

A: The merger agreement must be approved by the affirmative vote of a majority of the votes cast at the special meeting of Laurel Capital s shareholders. All of the executive officers and directors of Laurel Capital, who,

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as of the record date for the special meeting, collectively own approximately 11.3% of the outstanding shares of Laurel Capital stock, have signed voting agreements pursuant to which they have agreed to vote in favor of the merger agreement.

Q: If my shares are held in street name (meaning that my shares are held by a broker as nominee), will my broker vote my shares for me?

A: Your broker will vote your shares only if you provide instructions on how to vote. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. Your broker will not vote your shares unless instructions are received.

Q: What is the effect of not voting or abstaining?

A: If your shares are not voted or you abstain, your shares will not be counted for or against the merger. In other words, if you do not vote or if you abstain, your failure to vote will have no effect on the proposed merger, assuming a quorum is present at the special meeting. If you sign and send in your proxy card but do not indicate how you want to vote, your shares will be voted in favor of the merger.

Q: Whom should I contact with questions or to obtain additional copies of this proxy statement/prospectus?

A: You should contact John A. Howard, Jr., Secretary of Laurel Capital, at 2724 Harts Run Road, Allison Park, Pennsylvania 15101, (412) 487-7404, Extension 311, with any questions about the merger or the other matters described in the accompanying proxy statement/prospectus. You may also obtain additional information about First Commonwealth and Laurel Capital from documents filed with the Securities and Exchange Commission by following the instructions in the section entitled Where You Can Find Additional Information on page 105.

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SUMMARY OF THIS PROXY STATEMENT/PROSPECTUS

This summary and the preceding Questions and Answers section highlight selected information from this proxy statement/prospectus. We have provided cross-references to more complete discussions of the matters described below. To understand the merger and the merger agreement, you should carefully read this entire document and the documents referred to in **Incorporation of Certain Documents by Reference** on page 118. You should pay special attention to the information presented in **Risk Factors** beginning on page 15 and **Cautionary Statement Regarding Forward-Looking Information** beginning on page 17. A copy of the agreement and plan of merger, executed on April 27, 2006 (which we refer to as the merger agreement), is attached as **Annex A** to this proxy statement/prospectus and is incorporated herein by reference. We encourage you to read the merger agreement in full, since it is the legal document governing the merger transaction.

You will have the right to receive \$28.25 per share of Laurel Capital stock in cash and/or shares of First Commonwealth stock in the merger depending on your election and any proration (Page 22)

If the merger is completed, you will have the right to receive, for each share of Laurel Capital stock you own, either \$28.25 cash or an equivalent value in shares of First Commonwealth stock as calculated in accordance with the terms of the merger agreement. You may elect to receive a combination of cash and First Commonwealth stock in exchange for your shares of Laurel Capital stock, but with respect to each individual share of Laurel Capital stock, you must elect to receive either all cash or all First Commonwealth stock.

The exchange ratio for shares of Laurel Capital stock that are converted into First Commonwealth stock will be determined by dividing \$28.25 by the average closing price of the First Commonwealth stock on the New York Stock Exchange for the ten trading days ending immediately prior to the date on which all required regulatory approvals have been received and all statutory waiting periods for such approvals have expired. We will issue a press release announcing the exchange ratio when it has been determined.

On _____, 2006, the closing price of First Commonwealth stock on the NYSE was \$ _____. Assuming that \$ _____ was the average closing price during the trading period used to calculate the average price, the exchange ratio for stock issued in the merger would be _____. shares of First Commonwealth stock for each share of Laurel Capital stock. The final exchange ratio cannot be determined until we have received all required regulatory approvals for the merger and all applicable statutory waiting periods have expired. First Commonwealth will pay cash in lieu of fractional shares based on the average closing price used to calculate the exchange ratio.

Your election may be subject to proration, which means that you may receive a portion of the merger consideration in a form that you did not elect. The merger agreement provides that no more than 30% of the outstanding shares of Laurel Capital stock may be converted into the right to receive cash and therefore sets the total amount of cash that First Commonwealth will pay to Laurel Capital shareholders in connection with the merger. If holders of more than 30% of the outstanding Laurel Capital stock elect to receive cash or if holders of more than 70% of the outstanding Laurel Capital stock elect to receive stock, the exchange agent will apply allocation and proration procedures set forth in the merger agreement to ensure that the 30% / 70% ratio is achieved. However, if the aggregate amount of stock elections exceeds 70%, First Commonwealth has the right, in its discretion, to increase the percentage of the total merger consideration that is paid in the form of First Commonwealth stock. See **The Merger Allocation and Proration Procedures** on page 24.

In order to make an election, you must properly complete and deliver the election form and letter of transmittal that you will receive in a separate mailing (Page 23)

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We are sending an election form and letter of transmittal and instructions in a separate mailing. If you wish to make an election, you should complete the election form and letter of transmittal and send it to The Bank of

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New York, the exchange agent for the merger. In order to make an effective election, your properly executed election form and letter of transmittal must be received by the exchange agent before the election deadline specified in the election form. You may not make an election as to the consideration to be received for your Laurel Capital shares unless you also submit the letter of transmittal and your stock certificates. You must include your Laurel Capital stock certificates with your election form and letter of transmittal. Please read the instructions to the election form and letter of transmittal for information on completing those forms. Those instructions will also inform you what to do if your stock certificates have been lost, stolen or destroyed. Your submission of the letter of transmittal and your stock certificates before the meeting will expedite your receipt of the merger consideration if the merger is approved. If the merger is not approved, your stock certificates will be returned to you promptly after the meeting.

Do not send your Laurel Capital stock certificates in the envelope provided for returning your proxy card. The stock certificates should only be forwarded to the exchange agent in the envelope provided with the election form and letter of transmittal.

Copies of this proxy statement/prospectus and the election form and letter of transmittal will be provided upon request to all persons who become Laurel Capital shareholders after the record date and prior to the election deadline in order to permit them to make an election.

The merger will be tax-free to the extent you receive First Commonwealth stock in the merger and taxable to the extent you receive cash (Page 41)

For United States federal income tax purposes, if you exchange your Laurel Capital stock solely for cash in the merger, you will recognize gain or loss in an amount equal to the difference between the cash received and your adjusted tax basis in your Laurel Capital stock. We expect that if you receive only First Commonwealth stock in exchange for your shares of Laurel Capital stock, you generally will not recognize any gain or loss for United States federal income tax purposes. However, you will have to recognize income or gain in connection with cash received in lieu of fractional shares of First Commonwealth stock. If you receive a combination of cash and First Commonwealth stock in the merger, you will not recognize loss but will recognize gain, if any, on the shares exchanged to the extent of any cash received. This tax treatment may not apply to all Laurel Capital shareholders.

The obligations of First Commonwealth and Laurel Capital to complete the merger are conditioned on their receipt of legal opinions concerning the federal income tax treatment of the merger. These opinions will not bind the Internal Revenue Service, and the Internal Revenue Service could take a different view with respect to the tax treatment of the merger. To review the tax consequences to Laurel Capital shareholders in greater detail, see *The Merger Material Federal Income Tax Consequences*. We urge you to consult your tax advisors for a full understanding of the tax consequences of the merger to you.

The board of directors of Laurel Capital unanimously recommends that you vote FOR approval of the merger agreement (Page 27)

The board of directors of Laurel Capital has unanimously approved and adopted the merger agreement and recommends that you vote FOR approval of the merger agreement. You should refer to the discussion of the factors the Laurel Capital board of directors considered in determining whether to approve and adopt the merger agreement beginning on page 27.

Laurel Capital's financial advisor believes that the merger consideration is fair to Laurel Capital shareholders (Page 29)

Among other factors considered in deciding to approve the merger, Laurel Capital's board of directors received the opinion of its financial advisor, Janney Montgomery Scott LLC (or Janney), that, as of April 27, 2006 (the date on which the Laurel Capital board of directors approved the merger agreement), the merger

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consideration was fair, from a financial point of view, to the holders of Laurel Capital stock. This opinion was subsequently confirmed in writing as of the date of this proxy statement/prospectus. The opinion dated as of the date of this document is included as **Annex B**. You should read this opinion completely to understand the assumptions made, matters considered and limitations of the review undertaken by Janney in providing its opinion. The opinion of Janney is directed to the Laurel Capital board of directors and does not constitute a recommendation to any shareholder as to any matters relating to the merger. Laurel Capital has agreed to pay Janney a fee for serving as Laurel Capital's financial advisor in connection with the merger. The total fee will be approximately \$631,000, of which Janney was paid approximately \$158,000 at the time of signing the merger agreement and approximately \$63,000 upon mailing of this proxy statement/prospectus. Laurel Capital has also agreed to reimburse certain reasonable out-of-pocket expenses incurred by Janney in connection with its engagement.

Laurel Capital's directors and executive officers have interests in the merger that are different from or in addition to their interests as shareholders (Page 37)

When you consider the recommendation by the Laurel Capital board of directors to vote FOR the merger agreement, you should be aware that some of the executive officers and directors of Laurel Capital have interests in the merger as employees and/or directors that are different from, and that may conflict with, your interests as a shareholder. These interests include the following:

Messrs. Edwin R. Maus and John A. Howard each have entered into termination and release agreements with Laurel Capital, Laurel Savings Bank and First Commonwealth as well as noncompetition agreements with First Commonwealth. Under the terms of the noncompetition agreements, Messrs. Maus and Howard will receive lump sum payments after completion of the merger in the amount of \$460,000 and \$265,000, respectively, for agreeing to not compete with First Commonwealth and First Commonwealth Bank for specified periods of time. Under the terms of Mr. Howard's termination and release agreement, his employment will be terminated upon completion of the merger, at which time he will receive a lump sum cash severance payment estimated to be approximately \$175,000. Pursuant to the terms of the termination and release agreement with Mr. Maus, he will be employed by First Commonwealth as a regional manager at an annual salary of \$191,600. In the event his employment is terminated within two years after completion of the merger, he will be entitled to a lump sum cash severance payment estimated to be approximately \$161,000.

Under the terms of the change in control agreement between Laurel Savings Bank and Robert A. Stephens, if his employment is terminated within two years of the completion of the merger, he will be entitled to severance payments and other benefits which are estimated to be approximately \$270,000 in the aggregate.

Three other executive officers, Ms. Carrie A. Havas, Ms. Stacy N. Krempasky and Mr. William T. Puz, will be entitled to receive severance payments in accordance with the terms of the First Commonwealth severance policy if they are terminated within one year after completion of the merger. Such severance is estimated to be approximately \$26,200, \$28,750 and \$35,750 with respect to Ms. Havas, Ms. Krempasky and Mr. Puz, respectively.

Pursuant to the terms of the merger agreement, the supplemental executive retirement benefits due to Messrs. Maus, Howard, Stephens and Puz and Mesdames Havas and Krempasky will be amended to provide for the payment of benefits in a lump sum upon completion of the merger, with such benefits to be discounted to present value. As a result, the adjusted sums such officers are estimated to receive in connection with the completion of the merger are \$440,000, \$178,000, \$56,000, \$67,000, \$8,000 and \$3,000, respectively.

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Messrs. Richard J. Cessar and J. Harold Norris, directors of Laurel Capital, will be entitled to receive benefits under Trustee Deferred Compensation Agreements. Such agreements will be amended in connection with the merger to provide that vested benefits due the directors will be paid in a lump sum in connection with the completion of the merger, such amounts discounted to present value. The benefits to be received by Messrs. Cessar and Norris are estimated to amount to approximately \$76,800 and \$61,400, respectively.

As a result of the merger, certain life insurance benefits provided to Messrs. Howard, Stephens and Puz and Mesdames Havas and Krempasky will become vested. Mr. Maus' insurance benefit is already fully vested and will not be affected by the merger. Under the terms of the insurance agreements, the officers will be entitled to an insurance death benefit equal to one times the executive officer's base annual salary as of the July 1st immediately preceding his or her termination of employment due to death.

The merger agreement requires First Commonwealth to indemnify directors, officers, employees and agents of Laurel Capital against claims relating to their service as such for periods prior to the completion of the merger and to provide directors' and officer's insurance against such claims.

First Commonwealth has agreed to appoint all current directors of Laurel Capital to the Pittsburgh regional advisory board of First Commonwealth Bank for a period of at least three years after the merger. Each director will be paid \$1,000 for each meeting that he or she attends.

Each member of the board of directors of Laurel Capital who is not an employee or officer of Laurel Capital has agreed to provide certain advisory services to First Commonwealth for a period of 36 months after the merger in return for a monthly consulting fee \$1,650 (\$2,050 in the case of the Chairman of the Board).

The Laurel Capital board of directors recognized these interests and determined that they did not negatively affect the benefits of the merger to the Laurel Capital shareholders.

We must receive the approval of state and federal regulatory agencies before we can complete the merger (Page 51)

The merger must be approved by the Pennsylvania Department of Banking and the Federal Deposit Insurance Corporation. In addition, we must notify the Federal Reserve Bank of Cleveland of the merger and receive confirmation that the prior approval of the Board of Governors of the Federal Reserve System is not required under the Bank Holding Company Act. These filings have been submitted and are currently pending.

Laurel Capital shareholders have appraisal rights in connection with the merger (Page 59)

Pennsylvania law permits Laurel Capital shareholders to dissent from the merger and to receive the appraised fair value of their shares of Laurel Capital stock in cash in lieu of the merger consideration. To do this, you must follow procedures required under the Pennsylvania statute, including filing certain notices with Laurel Capital and refraining from voting your shares in favor of the merger. If you validly exercise your appraisal rights, your shares of Laurel Capital stock will not be exchanged for cash or shares of First Commonwealth stock in the merger, and your only right will be to receive the appraised fair value of your Laurel Capital stock in cash, which amount could be greater than, less than or the same as the value of the merger consideration you would have received at the closing of the merger. A copy of the Pennsylvania statutes describing these appraisal rights and the procedures for exercising them is attached as **Annex C** to this proxy statement/prospectus.

Completion of the merger is subject to a number of conditions (Page 49)

The completion of the merger depends upon the satisfaction of a number of conditions, including:

Approval of the merger agreement by the shareholders of Laurel Capital.

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Receipt of all necessary federal and state regulatory approvals for the merger.

Receipt of listing approval from the New York Stock Exchange for the First Commonwealth stock to be issued in the merger.

The exercise, if at all, of dissenters rights by shareholders owning less than 10% of the outstanding shares of Laurel Capital stock.

Receipt of resignations of each director and executive officer of Laurel Capital.

We may decide not to complete the merger (Page 50)

The merger agreement may be terminated at any time prior to the consummation of the merger as follows:

First Commonwealth and Laurel Capital may mutually agree to terminate.

Either First Commonwealth or Laurel Capital may terminate if any of the conditions to its obligations under the merger agreement have not been satisfied or waived and the merger is not completed by January 31, 2007, but that date may be extended to March 31, 2007 by First Commonwealth if the closing has not occurred solely because of a delay in the receipt of any regulatory approval.

Either First Commonwealth or Laurel Capital may terminate if any required regulatory approval is denied or is conditioned upon a substantial deviation from the contemplated transaction.

Either First Commonwealth or Laurel Capital may terminate if the Laurel Capital shareholders do not approve the merger agreement at the special meeting.

Either First Commonwealth or Laurel Capital may terminate if the other party materially breaches any of its representations, warranties or covenants in the merger agreement and does not cure the breach after notice.

First Commonwealth may terminate if the Laurel Capital board of directors withdraws or adversely modifies its recommendation of the merger.

Laurel Capital may terminate if it receives a superior acquisition proposal and its board of directors determines that termination of the merger agreement is necessary to comply with its fiduciary duties to the Laurel Capital shareholders.

Laurel Capital may be required to pay a termination fee to First Commonwealth if the merger agreement is terminated under certain circumstances (Page 51)

If the merger agreement is terminated under certain circumstances, Laurel Capital will be required to pay a termination fee of approximately \$2.26 million to First Commonwealth. Laurel Capital must pay the termination fee to First Commonwealth:

if First Commonwealth terminates the merger agreement because Laurel Capital's board of directors has withdrawn or modified its recommendation that shareholders approve the merger agreement or recommends an alternative transaction with another party, or if Laurel Capital's board of directors determines that it is required to terminate the merger agreement to comply with its fiduciary duties after receiving a superior acquisition proposal; or

if either party terminates the merger agreement because the shareholders of Laurel Capital did not approve the merger agreement, at the time of the special meeting an alternative acquisition proposal was pending, and within 12 months after the date of the special meeting a third party acquires Laurel Capital.

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There are differences between the rights of Laurel Capital shareholders and First Commonwealth shareholders (Page 57)

Laurel Capital shareholders who receive shares of First Commonwealth stock will become First Commonwealth shareholders as a result of the merger and, accordingly, their rights after the merger will be governed by First Commonwealth's articles of incorporation and bylaws. Please read carefully the summary of the material differences between the rights of Laurel Capital shareholders and First Commonwealth shareholders under the heading "Comparison of Rights of Shareholders."

Information about First Commonwealth and Laurel Capital (Page 21)

First Commonwealth

First Commonwealth is a bank holding company headquartered in Indiana, Pennsylvania. First Commonwealth's wholly owned subsidiary, First Commonwealth Bank, is a full-service banking institution with 100 retail branch offices in 15 counties throughout central and western Pennsylvania. As of March 31, 2006, First Commonwealth had total assets of \$5.9 billion, net loans of \$3.6 billion and deposits of \$4.0 billion. First Commonwealth provides a broad range of financial products and services, including credit, cash management, investment, deposit, trust, employee benefits consulting and insurance brokerage products and services. First Commonwealth's principal executive offices are located at 22 North Sixth Street, Indiana, Pennsylvania 15701, and its telephone number is (724) 349-7220.

Laurel Capital

Laurel Capital is the holding company of Laurel Savings Bank, headquartered in Allison Park, Pennsylvania. Laurel Savings Bank has eight community offices serving Pittsburgh and the surrounding area of Allegheny and Butler Counties, Pennsylvania. As of March 31, 2006, Laurel Capital had total assets of \$314.3 million, net loans of \$215.0 million and deposits of \$258.8 million. Laurel Capital's principal executive offices are located at 2724 Harts Run Road, Allison Park, Pennsylvania 15101, and its telephone number is (412) 487-7400.

MARKET PRICE AND DIVIDEND INFORMATION

Comparative Prices

The following table presents the closing prices for First Commonwealth stock on the New York Stock Exchange and Laurel Capital stock on the Nasdaq SmallCap Market on April 27, 2006, the last trading day prior to our public announcement that we signed the merger agreement, and on _____, 2006, the most recent practicable date prior to the date of this proxy statement/prospectus. We announced the merger agreement after the close of trading on April 27, 2006.

Closing Price of

Closing Price of

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	<u>First Commonwealth Stock</u>	<u>Laurel Capital Stock</u>
April 27, 2006	\$ 13.51	\$ 21.73
, 2006	\$	\$

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Historical Market Prices and Dividends

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