

FIRST FINANCIAL CORP /IN/
Form 8-K/A
May 20, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K/A
(Amendment No. 1)
CURRENT REPORT**

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

Date of Report (Date of earliest event reported): April 20, 2011

FIRST FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Indiana

000-16759

35-1546989

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**One First Financial Plaza
Terre Haute, Indiana**

47807

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(812) 238-6000**

(Former name or former address, if changed since last report.)

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))

Explanatory Note

This Form 8-K/A is being filed as an amendment (Amendment No. 1) to the Current Report on Form 8-K filed by First Financial Corporation (the Company) with the Securities and Exchange Commission on April 26, 2011 (the Original Filing). The sole purpose of this Amendment No. 1 is to amend Item 5.07 of the Original Filing to disclose the Company s decision regarding how often it will conduct a shareholder advisory vote on the compensation of its named executive officers. No other changes have been made to the Original Filing.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its annual meeting of shareholders on April 20, 2011. The final voting results relating to the matters voted on at the 2011 annual meeting of shareholders are set forth below.

1. The four persons nominated to serve as directors of the Company received the following number of votes and were elected as directors to serve three-year terms expiring in 2014:

| NAME | FOR | WITHHELD | BROKER NON-VOTES |
|--------------------|------------|-----------------|-----------------------------|
| B. Guille Cox, Jr. | 9,765,727 | 135,747 | 1,326,485 |
| Anton H. George | 9,158,538 | 742,936 | 1,326,485 |
| Gregory L. Gibson | 9,748,511 | 152,963 | 1,326,485 |
| Virginia L. Smith | 9,663,027 | 238,447 | 1,326,485 |

2. The appointment of Crowe Horwath LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2011 was ratified by the following shareholder vote:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|----------------|----------------|-----------------------------|
| 10,957,001 | 17,003 | 265,004 | -0- |

3. By the following vote, the shareholders approved an advisory vote on 2010 compensation paid to named executive officers:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|----------------|----------------|-----------------------------|
| 9,386,210 | 423,957 | 102,355 | 1,326,485 |

4. By the following vote, the shareholders voted, on an advisory basis, to hold future advisory votes on executive compensation on an annual basis:

| EVERY YEAR | EVERY 2 YEARS | EVERY 3 YEARS | ABSTAIN | BROKER NON-VOTES |
|-------------------|----------------------|----------------------|----------------|-----------------------------|
| 5,502,955 | 92,897 | 4,227,215 | 89,452 | 1,326,488 |

After considering these voting results and other factors, the Company s Board of Directors, at its May 17, 2011 meeting, decided that the Company will hold an advisory vote on the compensation of our named executive officers every year until the next vote on frequency, which will be no later than the Company s Annual Meeting of Shareholders in 2017.

5. By the following vote, the shareholders approved the First Financial Corporation 2011 Omnibus Equity Incentive Plan:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|----------------|----------------|-----------------------------|
| 9,262,924 | 491,227 | 158,371 | 1,326,485 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 20, 2011

FIRST FINANCIAL CORPORATION

By: /s/ Norman L. Lowery
Norman L. Lowery
*Vice Chairman and Chief Executive
Officer*