Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or as an LLC, see the General Instructions for the authorized individual who must sign the report.

T. Michael Price
Name of the Holding Company Director and Official
President and CEO
Title of the Holding Company Director and Official

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official
03/29/2017

Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:
[ ] is included with the FR Y-6 report
[ ] will be sent under separate cover
[ ] is not prepared

For Federal Reserve Bank Use Only

RSSD ID
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2016

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

First Commonwealth Financial Corporation
Legal Title of Holding Company
601 Philadelphia Street
(Mailing Address of the Holding Company) Street / P.O. Box
Indiana PA 15701
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Morgan Cypher Asst. Controller - SEC
Name Title
724-463-5726 Area Code / Phone Number / Extension
724-463-4770 Area Code / FAX Number
MCCyper@fcbanking.com E-mail Address
www.fcbanking.com Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? [ ] No [ ] Yes
0
In accordance with the General Instructions for this report (check only one),
1. a letter justifying this request is being provided along with the report .
2. a letter justifying this request has been provided separately

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2016
For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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REPORT ITEM 1. ANNUAL REPORT TO SHAREHOLDERS: Not Applicable

REPORT ITEM 2A, ORGANIZATIONAL CHART:

First Commonwealth Financial Corporation
Indiana, PA, USA
Incorporated in PA

Framah Holdings Corporation
Wilmington, DE, USA
Incorporated in DE

First Commonwealth Financial Advisors, Inc.
Indiana, PA, USA
Incorporated in PA

First Commonwealth Bank
Indiana, PA, USA
Incorporated in PA

First Commonwealth Capital Trust II
Indiana, PA, USA
Incorporated in DE

First Commonwealth Capital Trust III
Indiana, PA, USA
Incorporated in DE

Commonwealth Trust Credit Life Insurance Company
Phoenix, AZ, USA
50% Incorporated in AZ

First Commonwealth Insurance Agency
Indiana, PA, USA
Incorporated in PA

All are wholly-owned subsidiaries of First Commonwealth Financial Corporation, except First Commonwealth Insurance (which is wholly-owned subsidiaries of First Commonwealth Bank), and Commonwealth Trust Credit Life Insurance Company (which First Commonwealth Financial Corporation has a 50% voting interest). LEI is N/A unless noted.

REPORT ITEM 2B, DOMESTIC BRANCH LISTING: Provided to the Federal Reserve Bank.

REPORT ITEM 3, SECURITIES HOLDERS:

1(a)(b)(c):

The following table sets forth certain information concerning the persons known by us to be the beneficial owners of more than 5% of the outstanding shares of our common stock. (Note: All companies listed are incorporated in the USA.)
### Shareholders and Their Beneficial Ownership

<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Number of Shares Beneficially Owned</th>
<th>Percentage of Class</th>
</tr>
</thead>
<tbody>
<tr>
<td>BlackRock, Inc.</td>
<td>10,250,298 (1)</td>
<td>11.50%</td>
</tr>
<tr>
<td>New York, NY, USA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dimensional Fund Advisors LP</td>
<td>7,553,587 (2)</td>
<td>8.49%</td>
</tr>
<tr>
<td>Austin, TX, USA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>The Vanguard Group, Inc.</td>
<td>7,895,178 (3)</td>
<td>8.87%</td>
</tr>
<tr>
<td>Malvern, PA, USA</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

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

3 Based on information provided pursuant to a statement on Schedule 13G filed with the SEC on February 10, 2017 by The Vanguard Group, Inc. reporting the holdings of The Vanguard Group, Inc. and its subsidiaries as of December 31, 2016. According to the Schedule 13G, The Vanguard Group, Inc. held sole voting power over 106,409 shares, shared voting power over 16,896 shares, sole dispositive power over 7,776,701 shares and shared dispositive power over 118,477 shares.

2(a)(b)(c): Not Applicable

### Report Item 4, Insiders:

The following table lists each principal shareholder, director, trustee, partner, executive officer, or person exercising similar functions, regardless of title or compensation of First Commonwealth Financial Corporation (FCFC) at December 31, 2016. All voting stock referred to below is common stock of the Corporation because all of the subsidiaries of the Corporation are wholly owned. (Note: * denotes less than 1% and (1) indicates footnote.) (Subsidiary abbreviations: FCFA = First Commonwealth Financial Advisors; FCIA = First Commonwealth Insurance Agency; FCB = First Commonwealth Bank; CTCLIC = Commonwealth Trust Credit Life Insurance Company.)

<table>
<thead>
<tr>
<th>Name, Residence, Principal Occupation and Other Directorships (1)</th>
<th>Position with the Corporation and Subsidiaries</th>
<th>% of Outstanding Voting Stock (2)</th>
<th>Ownership of Other Business Companies</th>
</tr>
</thead>
<tbody>
<tr>
<td>David S. Dahlmann Greeneburg, PA, USA Chairman of the Board, FCFC, FCB</td>
<td>Chairman of the Board, FCFC, FCB</td>
<td>*</td>
<td>N/A</td>
</tr>
<tr>
<td>T. Michael Price Indiana, PA, USA President and Chief Executive Officer, FCFC; Chief Executive Officer, FCB</td>
<td>President, Director, FCFC; Director, FCB, CTCLIC</td>
<td>*</td>
<td>N/A</td>
</tr>
<tr>
<td>Name, Residence, Principal Occupation and Other Directorships (1)</td>
<td>Position with the Corporation and Subsidiaries</td>
<td>% of Outstanding Voting Stock (2)</td>
<td>Ownership of Other Business Companies</td>
</tr>
<tr>
<td>---</td>
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<td>---</td>
</tr>
</tbody>
</table>
| **James R. Reske**  
Hudson, OH, USA  
Executive Vice President, Chief Financial Officer and Treasurer, FCFC; Director, Federal Home Loan Bank of Pittsburgh | Executive Vice President, Chief Financial Officer, Treasurer of FCFC, FCB; President, Investment Officer, FraMaal Holdings Corporation; President, Chief Financial Officer, CTCLIC | * | **Leonard V. Lombardi (Sole Proprietorship)** | N/A |
| **Matthew C. Tomb**  
Indiana, PA, USA  
Executive Vice President, Chief Risk Officer, General Counsel and Secretary, FCFC | Executive Vice President, Chief Risk Officer, General Counsel, Secretary of FCFC, FCB; Secretary, FCIA, FCFA | * | N/A | N/A |
| **Leonard V. Lombardi**  
Indiana, PA, USA  
Executive Vice President, Chief Audit Executive, FCFC; Owner, Leonard V. Lombardi | Executive Vice President, Chief Audit Executive of FCFC | * | **Leonard V. Lombardi (Sole Proprietorship)** | N/A |
| **I. Robert Emmerich, Jr.**  
Avon Lake, OH, USA  
Executive Vice President, Chief Credit Officer, FCB | Executive Vice President, Chief Credit Officer, FCB | * (4) | N/A | N/A |
| **Brian G. Karrig**  
Sewickley, PA, USA  
Executive Vice President, Chief Credit Officer, FCB | Executive Vice President, Chief Credit Officer, FCB | * | N/A | N/A |
| **Norman J. Montgomery**  
Indiana, PA, USA  
Executive Vice President, Business Integration Group Manager, FCB | Executive Vice President, Business Integration Group Manager, FCB | * | N/A | N/A |
| **Jane Grebenc**  
Highland Heights, OH, USA  
President, FCB; Executive Vice President, Chief Revenue Officer, FCFC | President, FCB; Executive Vice President, Chief Revenue Officer, FCFC; Director, FCB | * | N/A | N/A |
| **Carrie L. Riggle**  
Oklahoma Borough, PA, USA  
Executive Vice President, Human Resources Manager, FCB; Director, Pittsburgh Business Group on Health | Executive Vice President, Human Resources Manager, FCFC, FCB | * | N/A | N/A |
| **Johnston A. Glass**  
Chandler, AZ, USA  
Retired; Formerly President and Chief Executive Officer, FCB; Vice Chairman, FCFC | Director of FCFC, FCB | * | N/A | N/A |
<table>
<thead>
<tr>
<th>Name, Residence, Principal Occupation and Other Directorships (1)</th>
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<th>% of Total Voting Shares</th>
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<tr>
<td><strong>Ray T. Charley</strong>&lt;br&gt;Greensburg, PA, USA&lt;br&gt;Chief Executive Officer, Thomi Co.</td>
<td>Director of FCFC, FCB</td>
<td>* (3)</td>
<td>Thomi (Delaware) Corp.&lt;br&gt;Thomi (Pennsylvania) Corp.&lt;br&gt;Charley Family Limited Partnership&lt;br&gt;Thomi Co.&lt;br&gt;Thomi (Mt. Vernon) LLC&lt;br&gt;Thomi Management LLC</td>
<td>100% 100% 33% 33% 100%</td>
</tr>
<tr>
<td><strong>Robert J. Ventura</strong>&lt;br&gt;Pittsburgh, PA, USA&lt;br&gt;Executive Managing Director, Ventura Group, LLC</td>
<td>Director of FCFC, FCB</td>
<td>*</td>
<td>Ventura Group, LLC</td>
<td>100%</td>
</tr>
<tr>
<td><strong>Laurie S. Singer</strong>&lt;br&gt;Allison Park, PA, USA&lt;br&gt;Retired; Formerly President, Allegheny Valley Development Corporation; Business Consultant</td>
<td>Director of FCFC, FCB</td>
<td>* (6)</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td><strong>Julie A. Caponi</strong>&lt;br&gt;Gibsonia, PA, USA&lt;br&gt;Certified Public Accountant; Assistant Treasurer, Alcoa Inc.</td>
<td>Director of FCFC, FCB</td>
<td>*</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td><strong>David W. Greenfield</strong>&lt;br&gt;Pittsburgh, PA, USA&lt;br&gt;Retired; Formerly Vice President, Secretary, and General Counsel, Kennametal Inc.</td>
<td>Director of FCFC, FCB</td>
<td>*</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td><strong>Luke A. Latimer</strong>&lt;br&gt;New Alexandria, PA, USA&lt;br&gt;Chief Executive Officer, Board Chair, and Treasurer, R&amp;L Development; Chief Executive Officer, Board Chair, and Treasurer, Derry International LTD</td>
<td>Director of FCFC, FCB</td>
<td>* (5)</td>
<td>SML Limited Partnership</td>
<td>34%</td>
</tr>
<tr>
<td><strong>James G. Barone</strong>&lt;br&gt;Indiana, PA, USA&lt;br&gt;Retired; Formerly Executive Vice President, Secretary and Treasurer, S&amp;T Bancorp, Inc.</td>
<td>Director of FCFC, FCB</td>
<td>*</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td><strong>Gary R. Claus</strong>&lt;br&gt;Allison Park, PA, USA&lt;br&gt;Certified Public Accountant; Partner, Boyden</td>
<td>Director of FCFC, FCB</td>
<td>*</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td><strong>Jon L. Gorney</strong>&lt;br&gt;Avon Lake, OH, USA&lt;br&gt;Retired; Formerly Executive Vice President, PNC</td>
<td>Director of FCFC, FCB</td>
<td>*</td>
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</tbody>
</table>
| BlackRock, Inc.  
New York, NY, USA | N/A | 11.50% | N/A | N/A |

(1) Unless otherwise indicated, the person named in the table above holds sole voting and dispositive power with respect to the shares shown.

(2) Percentage ownership is calculated based upon 89,100,940 shares of First Commonwealth common stock outstanding on March 1, 2017. Unless otherwise indicated, all persons named as beneficial owners of the Company’s common stock have sole voting power and sole investment power with respect to the shares indicated as beneficially owned.

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

(4) Mr. Emmerich retired as Executive Vice President and Chief Credit Officer effective December 31, 2016. The table reflects the most current information available to the Company regarding shares owned by Mr. Emmerich.

(5) Includes 205,000 shares held by Berkshire Securities Corporation for which Mr. Latimer is deemed to share voting and investment power in his capacity as a Director of Berkshire Securities Corporation.

(6) Does not include 4,100 shares held in a trust for Ms. Singer’s spouse as to which Ms. Singer disclaims beneficial ownership.
FR Y-10 reporting requirements

Submission Procedure

1. In the Data Action column of each branch row, enter one of the actions specified below:

   - Add
   - OK
   - Change

2. If the branch information is incorrect or incomplete, enter an "OK" in the Data Action column.

3. If the branch data is correct, enter an "OK" in the Data Action column.

4. If the branch information is incorrect or incomplete, enter a "Change" in the Data Action column.

Effective Date

If the branch information is incorrect or incomplete, enter the date in the Effective Date column.

Close

Enter the date in the Effective Date column.

Change

Enter the date in the Effective Date column.

2. If the branch information is incorrect or incomplete, enter a "Change" in the Data Action column.

Effective Date

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3. If the branch information is incorrect or incomplete, enter a "Change" in the Data Action column.

Effective Date

Enter the date in the Effective Date column.

Add

If the branch information is incorrect or incomplete, enter an "OK" in the Data Action column.

Effective Date

Enter the date in the Effective Date column.

4. If the branch information is incorrect or incomplete, enter a "Change" in the Data Action column.

Effective Date

Enter the date in the Effective Date column.

OK

If the branch information is correct, enter an "OK" in the Data Action column.

Effective Date

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Change

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Change

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OK

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