CHEGG, INC
Form 4
April 14, 2015

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Osier Michael A.

(Last) (First) (Middle)

C/O CHEGG, INC, 3990 FREEDOM CIR

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CHEGG, INC [CHGG]

3. Date of Earliest Transaction (Month/Day/Year)
04/12/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CHIEF INFORMATION OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/12/2015		F(1)		54	D	$ 8	343,186	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Osier Michael A. C/O CHEGG, INC 3990 FREEDOM CIR SANTA CLARA, CA 95054			CHIEF INFORMATION OFFICER	

Signatures

/s/ Michael A. Osier by Dave Borders, Attorney-in-fact	04/14/2015
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ew Roman, Times, Serif; margin-top: 0; margin-bottom: 0">·**"FOR"** the approval of the compensation of the named executive officers; and

· **"FOR"** the approval of the shareholder vote to approve the compensation of the named executive officers every one year. (Note: Shareholders are not voting to approve or disapprove of this recommendation.)

If any matters not described in this proxy statement are properly presented at the annual meeting, the persons named in the proxy card will use their judgment to determine how to vote your shares. This includes a motion to adjourn or postpone the annual meeting to solicit additional proxies. If the annual meeting is postponed or adjourned, your shares of Company common stock may be voted by the persons named in the proxy card on the new meeting date, provided that the new meeting occurs within 30 days of the original date of the annual meeting and you have not revoked your proxy. We do not currently know of any other matters to be presented at the annual meeting.

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Instead of voting by completing and mailing a proxy card, registered shareholders can vote their shares of Company common stock via the Internet or by telephone. The Internet and telephone voting procedures are designed to authenticate shareholders' identities, allow shareholders to provide their voting instructions and confirm that their instructions have been recorded properly. Specific instructions for Internet and telephone voting appear on the enclosed proxy card and for the benefit plans on the voting instruction cards. **The deadline for voting via the Internet or by telephone is 11:59 p.m., Eastern Time, on Monday, February 13, 2017.**

ESOP and 401(k) Plan Participant Voting

If you participate in the ESOP or invest in Company common stock through the 401(k) Plan, you will receive a voting instruction card for each plan that reflects all shares you may direct the trustees to vote on your behalf under the plan. You may submit your voting instruction cards, or convey your voting instructions via the Internet, by telephone or by mail. Specific instructions for Internet or telephone submission are set forth on the voting instruction cards. Under the terms of the ESOP, all allocated shares of Company common stock held by the ESOP are voted by the ESOP trustee, as directed by plan participants. The ESOP trustee generally votes all unallocated shares of Company common stock held by the ESOP and allocated shares for which no timely voting instructions are received in the same proportion as shares for which the ESOP trustee has received timely voting instructions, subject to the exercise of its fiduciary duties. Under the terms of the 401(k) Plan a participant may direct the trustee how to vote the shares of Company common stock credited to the Participant under the plan. The Company will direct the 401(k) Plan trustee how to vote the shares of Company common stock for which timely voting instructions are not received. **The deadline for returning your voting instruction cards is Monday, February 6, 2017.**

Revoking Your Proxy

Whether you vote or direct your vote by mail, telephone or via the Internet, if you are a registered shareholder or a participant in the ESOP and/or the 401(k) Plan, unless otherwise noted, you may later revoke your proxy by:

- sending a written statement to that effect to the Company's Corporate Secretary;
- submitting a properly signed proxy card or voting instruction card with a later date;
- voting by telephone or via the Internet at a later time (if initially able to vote in that manner) so long as such vote or voting direction is received by the applicable date and time set forth above for registered shareholders and participants in the ESOP and/or the 401(k) Plan; or

- voting in person at the Annual Meeting (except for shares held in the ESOP and/or the 401(k) Plan).

If you hold your shares through a bank, broker, trustee or nominee and you have instructed the bank, broker, trustee or nominee to vote your shares, you must follow the directions received from your bank, broker, trustee or nominee to change those instructions.

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CORPORATE GOVERNANCE

Director Independence

The Board currently consists of eleven members, all of whom are independent under the listing requirements of the NASDAQ Stock Market, except for Larry W. Myers, John P. Lawson, Jr. and Samuel E. Eckart. Messrs. Myers and Lawson are not considered independent because they are employed as executive officers of both the Company and the Bank. Mr. Eckart is not considered independent because he was employed as an executive officer of both the Company and the Bank during the past three years, having retired as Executive Vice President of the Company and Area President of the Bank effective December 31, 2016. In determining the independence of directors, the Board considered the various deposit, loan and other relationships that each director and director nominee has with the Bank, including loans and lines of credit outstanding to Pamela Bennett-Martin, Cecile A. Blau, Vaughn K. Timberlake and L. Chris Fordyce, in addition to the transactions disclosed under "*Other Information Relating to Directors and Executive Officers—Transactions with Related Persons*", but determined in each case that these relationships did not interfere with their exercise of independent judgment in carrying out their responsibilities as directors.

Board Leadership Structure and Board's Role in Risk Oversight

The Board has determined that the separation of the offices of Chairman of the Board and of President and Chief Executive Officer enhances Board independence and oversight. Moreover, the separation of those offices allows the President and Chief Executive Officer to better focus on his increasing responsibilities of managing the Company, enhancing shareholder value, and expanding and strengthening the Company's franchise while allowing the Chairman of the Board to lead the Board in its fundamental role of providing advice to and independent oversight of management. Consistent with this determination, Michael F. Ludden serves as Chairman of the Board and John E. Colin serves as Vice-Chairman of the Board. Both Messrs. Ludden and Colin are independent directors under the listing requirements of the NASDAQ Stock Market.

Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. The Company faces a number of risks, including credit risk, interest rate risk, liquidity risk, operational risk, strategic risk and reputation risk. Management is responsible for the daily management of risks the Company faces, while the Board, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, the Board has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed. To do this, the Chairman and Vice-Chairman of the Board meet regularly with management to discuss strategy and the risks facing the Company. Senior management attends the Board meetings and is available to address any questions or concerns raised by the Board on risk management and any other matters. The Chairman and Vice-Chairman of the Board and the other independent members of the Board work together to provide strong, independent oversight of the Company's management and affairs through its standing committees and, when necessary, special meetings of independent directors.

Corporate Governance Policy

The Board has adopted a corporate governance policy to govern certain activities, including: the duties and responsibilities of directors; the composition, responsibilities and operations of the Board; the establishment and operation of Board committees; succession planning; convening executive sessions of independent directors; the Board’s interaction with management and third parties; and the evaluation of the performance of the Board and of the President and Chief Executive Officer.

Committees of the Board

The following table identifies the Board's standing committees and their members as of September 30, 2016. All members of each committee are independent in accordance with the listing requirements of the NASDAQ Stock Market. Each committee operates under a written charter that is approved by the Board and that governs its composition, responsibilities and operation. Each committee reviews and reassesses the adequacy of its charter at least annually. The charter of each committee is available at the Investor Relations section of the Bank's website (*www.fsbbank.net*).

Director	Audit Committee	Compensation Committee	Nominating/ Corporate Governance Committee
Cecile A. Blau			Chair
Gerald Wayne Clapp, Jr.	X		
John E. Colin	X*	X*	X
Frank N. Czeschin	X	X	
Samuel E. Eckart			
John P. Lawson, Jr.			
Michael F. Ludden	X	X	X
Pamela Bennett-Martin		Chair	
Larry W. Myers			
Vaughn K. Timberlake			
Douglas A. York	Chair		
Number of meetings in fiscal 2016	8	9	1

*Non-voting member.

Audit Committee

The Audit Committee is responsible for providing oversight relating to our consolidated financial statements and financial reporting process, systems of internal accounting and financial controls, internal audit function, annual independent audit and the compliance and ethics programs established by management and the Board. The Audit Committee is also responsible for engaging the Company's independent registered public accounting firm and monitoring its conduct and independence. The Board has designated Douglas A. York, CPA as an "audit committee financial expert" under the rules of the Securities and Exchange Commission.

Compensation Committee

The Compensation Committee approves the compensation objectives for the Company and the Bank, establishes the compensation for the Company's and Bank's executive management, and conducts the performance review of the President and Chief Executive Officer. The Compensation Committee reviews all components of compensation, including salaries, cash incentive plans, long-term incentive plans and various employee benefit matters. Decisions by the Compensation Committee with respect to the compensation of executive officers are approved by the full Board. The Committee also assists the Board in evaluating potential candidates for executive positions.

Nominating/Corporate Governance Committee

The Nominating/Corporate Governance Committee assists the Board in: (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board; (ii) recommending to the Board the director nominees for the next annual meeting; (iii) implementing policies and practices relating to corporate governance, including implementation of and monitoring adherence to corporate governance guidelines; (iv) leading the Board in its annual review of the Board's performance; and (v) recommending director nominees for each committee.

Minimum Qualifications for Director Nominees. The Nominating/Corporate Governance Committee has adopted a set of criteria that it considers when it selects individuals to be nominated for election to the Board. A candidate must meet the eligibility requirements set forth in the Company's Bylaws, which include an age limitation and a requirement that the candidate not have been subject to certain criminal or regulatory actions. A candidate also must meet any qualification requirements set forth in any Board or committee governing documents.

If a candidate is deemed eligible for election to the Board, the Nominating/Corporate Governance Committee will then evaluate the following criteria in selecting nominees:

· contributions to the range of talent, skill and expertise of the Board;

· financial, regulatory and business experience, knowledge of the banking and financial service industries, familiarity with the operations of public companies and ability to read and understand financial statements;

· familiarity with the Company's market area and participation in and ties to local businesses and local civic, charitable and religious organizations;

· personal and professional integrity, honesty and reputation;

· the ability to represent the best interests of the shareholders of the Company and the best interests of the Company and Bank;

· the ability to devote sufficient time and energy to the performance of his or her duties;

·

independence, as is defined under applicable Securities and Exchange Commission and stock exchange listing criteria; and

- current equity holdings in the Company.

The Nominating/Corporate Governance Committee also will consider any other factors it deems relevant, including diversity, competition, size of the Board and regulatory disclosure obligations.

With respect to nominating an existing director for re-election to the Board, the Nominating/Corporate Governance Committee will consider and review an existing director’s attendance and performance at Board meetings and at meetings of committees on which he or she serves; length of Board service; the experience, skills and contributions that the existing director brings to the Board; and independence.

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Director Nomination Process. The process that the Nominating/Corporate Governance Committee follows to identify and evaluate individuals to be nominated for election to the Board is as follows:

For purposes of identifying nominees for the Board, the Nominating/Corporate Governance Committee relies on personal contacts of its committee members and other members of the Board, as well as its knowledge of members of the communities served by the Bank. The Nominating/Corporate Governance Committee will also consider director candidates recommended by shareholders according to the policy and procedures set forth below. The Nominating/Corporate Governance Committee has not previously used an independent search firm to identify nominees.

In evaluating potential nominees, the Nominating/Corporate Governance Committee determines whether the candidate is eligible and qualified for service on the Board by evaluating the candidate under the criteria set forth above. If such individual fulfills these criteria, the Nominating/ Corporate Governance Committee will conduct a check of the individual's background and interview the candidate to further assess the qualities of the prospective nominee and the contributions he or she would make to the Board.

Considerations of Recommendations by Shareholders. The policy of the Nominating/Corporate Governance Committee is to consider director candidates recommended by shareholders who appear to be qualified to serve on the Board. The Nominating/Corporate Governance Committee may choose not to consider an unsolicited recommendation if no vacancy exists on the Board and the Nominating/Corporate Governance Committee does not perceive a need to increase the size of the Board. In order to avoid the unnecessary use of the Nominating/Corporate Governance Committee's resources, the Nominating/ Corporate Governance Committee will consider only those director candidates recommended in accordance with the procedures set forth below.

Procedures to be Followed by Shareholders. To submit a recommendation of a director candidate to the Nominating/Corporate Governance Committee, a shareholder should submit the following information in writing, addressed to the Chairman of the Nominating/Corporate Governance Committee, care of the Corporate Secretary, at the main office of the Company:

1. The name of the person recommended as a director candidate;

2. All information relating to such person that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934;

3.

The written consent of the person being recommended as a director candidate to being named in the proxy statement as a nominee and to serving as a director if elected;

4. As to the shareholder making the recommendation, the name and address of such shareholder as they appear on the Company's records; provided, however, that if the shareholder is not a registered holder of the Company's common stock, the shareholder should submit his or her name and address along with a current written statement from the record holder of the shares that reflects ownership of the Company's common stock; and

5. A statement disclosing whether such shareholder is acting with or on behalf of any other person and, if applicable, the identity of such person.

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In order for a director candidate to be considered for nomination at the Company's annual meeting of shareholders, the recommendation must be received by the Nominating/Corporate Governance Committee at least 120 calendar days before the date the Company's proxy statement was released to shareholders in connection with the previous year's annual meeting, advanced by one year.

Board and Committee Meetings

During the fiscal year ended September 30, 2016, the Board held nine meetings and the Board of the Directors of the Bank held 13 meetings. No director attended fewer than 75% of the total meetings of the Board of the Company or of the Bank and the respective committees on which such director served during fiscal 2016.

Director Attendance at the Annual Meeting of Shareholders

The Board encourages each director to attend the Company's annual meeting of shareholders. All of the Company's directors attended last year's annual meeting of shareholders.

Code of Ethics and Business Conduct

The Company has adopted a code of ethics and business conduct which applies to all of the Company's and the Bank's directors, officers and employees. A copy of the code of ethics and business conduct is available on the Investor Relations portion of the Bank's website (*www.fsbbank.net*).

REPORT OF THE AUDIT COMMITTEE

The Company's management is responsible for the Company's internal controls and financial reporting process. The Company's independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements and issuing an opinion on the conformity of those financial statements with generally accepted accounting principles in the United States of America ("GAAP"). The Audit Committee oversees the Company's internal controls and financial reporting process on behalf of the Board.

In this context, the Audit Committee has met and held discussions with management and the independent registered public accounting firm. Management represented to the Audit Committee that the Company’s consolidated financial statements were prepared in accordance with GAAP and the Audit Committee has reviewed and discussed the consolidated financial statements with management and the independent registered public accounting firm. The Audit Committee discussed with the independent registered public accounting firm matters required to be discussed by Public Company Accounting Oversight Board (the “PCAOB”) Auditing Standard No. 1301, which include matters related to the conduct of the audit of the Company’s consolidated financial statements.

In addition, the Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm, required by the applicable requirements of the PCAOB regarding the independent registered public accounting firm’s communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm the firm’s independence from the Company and its management. In concluding that the registered public accounting firm is independent, the Audit Committee considered, among other factors, whether the non-audit services provided by the firm were compatible with its independence.

The Audit Committee discussed with the Company's independent registered public accounting firm the overall scope and plans for their audit. The Audit Committee meets with the independent registered public accounting firm, with and without management present, to discuss the results of their examination, their evaluation of the Company's internal controls, and the overall quality of the Company's financial reporting.

In performing all of these functions, the Audit Committee acts only in an oversight capacity. In its oversight role, the Audit Committee relies on the work and assurances of the Company's management, which has the primary responsibility for financial statements and reports, and of the independent registered public accounting firm who, in its report, express an opinion on the conformity of the Company's consolidated financial statements to GAAP. The Audit Committee's oversight does not provide it with an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or policies, or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions with management and the independent registered public accounting firm do not assure that the Company's consolidated financial statements are presented in accordance with GAAP, that the audit of the Company's consolidated financial statements has been carried out in accordance with GAAP or that the Company's independent registered public accounting firm is "independent."

In reliance on the reviews and discussions referred to above, the Audit Committee has recommended to the Board, and the Board has approved, that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2016 for filing with the Securities and Exchange Commission. The Audit Committee also has approved, subject to shareholder ratification, the selection of the Company's independent registered public accounting firm for the fiscal year ending September 30, 2017.

Audit Committee of the Board

of

First Savings Financial Group, Inc.

Douglas A. York, Chairman

Gerald Wayne Clapp, Jr.

John E. Colin (non-voting member)

Frank N. Czeschin

Michael F. Ludden

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DIRECTOR COMPENSATION

The following table provides the compensation received by individuals who served as directors, and who were not also named executive officers, of the Company during the fiscal year ended September 30, 2016.

	Fees Earned or Paid in Cash	Stock Awards	Option Awards	Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
Cecile A. Blau	$ 9,750	—	—	$ 1,642	—	$ 11,392
Gerald Wayne Clapp, Jr.	11,000	—	—	3,266	—	14,266
John E. Colin	11,500	—	—	779	—	12,279
Frank N. Czeschin	14,000	—	—	—	—	14,000
Michael F. Ludden	14,500	—	—	5,149	—	19,649
Pamela Bennett-Martin	13,000	—	—	—	—	13,000
Vaughn K. Timberlake	8,000	—	—	2,498	—	10,498
Douglas A. York	15,000	—	—	—	—	15,000

Cash Retainer and Meeting Fees for Non-Employee Directors. The following table sets forth the applicable retainers and fees as of December 31, 2016 paid to our non-employee directors for their service on the Boards of the Company and the Bank for their service.

Board of Directors of First Savings Bank:	
Annual Retainer – Directors	$ 14,700
Annual Retainer – Chairperson	21,000
Annual Retainer – Vice Chairperson	18,900
Board of Directors of First Savings Financial Group:	
Annual Retainer – Directors, Vice Chairperson and Chairperson	$ 8,400
Annual Retainer – Committees:	
Audit Committee Members (except Chairperson)	3,150
Audit Committee Chairperson	7,350
Compensation Committee Members (except Chairperson)	3,150
Compensation Committee Chairperson	5,250
Nominating/Corporate Governance Committee Members (except Chairperson)	525
Nominating/Corporate Governance Committee Chairperson	1,850

In addition to the above fees, the Vice Chairperson receives additional annual retainers for attendance at meetings of the Board's standing committees as a non-voting attendee. The Vice Chairperson receives annual retainers of $1,575 for attendance at meetings of the Audit Committee and $1,575 for attendance at meetings of the Compensation Committee.

Directors' Deferred Compensation Agreements. The Company and the Bank maintain deferred compensation agreements with some of their non-employee directors. Under the agreements, each director may defer the receipt of board and/or committee fees to a future date; generally until the director's retirement or termination of service. Under the agreements, the Company and the Bank credit the deferred compensation amounts quarterly with interest at an annual rate equal to the prime rate for the immediately preceding calendar quarter plus 2%, but never in excess of 8%. Subject to certain elections available to each director, deferred compensation amounts are distributable in a single lump sum or over a period of 120 months, typically commencing at normal retirement, termination of service, disability or death.

STOCK OWNERSHIP

The following table provides information as of December 30, 2016, about the persons known to the Company to be the beneficial owners of more than 5% of the Company's outstanding common stock. A person may be considered to beneficially own any shares of common stock over which the person has, directly or indirectly, sole or shared voting or investment power.

Name and Address	Number of Shares Owned		**Percent of Common Stock Outstanding**[(1)]	
Financial Opportunity Fund LLC FJ Capital Management LLC Martin S. Friedman Andrew Jose 1313 Dolley Madison Blvd., Suite 306 McLean, VA 22101	207,129	(2)	9.39	%
First Savings Bank Employee Stock Ownership Plan 501 East Lewis & Clark Parkway Clarksville, IN 47129	172,862		7.83	
First Savings Bank Profit Sharing/401(k) Plan 501 East Lewis & Clark Parkway Clarksville, IN 47129	151,057		6.85	
Wedbush Opportunity Capital, LLC Wedbush Opportunity Partners, LP 1000 Wilshire Blvd Los Angeles, CA 90017	130,637	(3)	5.92	
Larry W. Myers 501 East Lewis & Clark Parkway Clarksville, IN 47129	128,174	(4)	5.74	

(1) Based on 2,206,787 shares of the Company's common stock outstanding and entitled to vote as of December 30, 2016.

(2) Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 9, 2016.

(3) Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 12, 2016.

(4) Includes 26,350 shares held in Mr. Myers' spouse's individual retirement account, 59,309 shares held under the First Savings Bank Profit Sharing/401(k) Plan, 9,939 shares allocated under the ESOP, 3,700 shares held through unvested stock awards and 27,128 shares held subject to exercisable stock options.

The following table provides information as of December 30, 2016, about the shares of Company common stock that may be considered to be beneficially owned by each nominee for director, by each continuing director, by the executive officers named in the Summary Compensation Table and by all directors and executive officers of the Company as a group. A person may be considered to beneficially own any shares of common stock over which he or she has, directly or indirectly, sole or shared voting or investment power. Unless otherwise indicated, each of the named individuals has sole voting and investment power with respect to the shares shown and none of the named individuals has pledged any of his or her shares.

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Name	Number of Shares Owned		**Percent of Common Stock Outstanding [(1)]**	
Directors:				
Cecile A. Blau	18,731	(2)		*
Gerald Wayne Clapp, Jr.	47,361	(3)	2.14	%
John E. Colin	2,845	(4)		*
Frank N. Czeschin	7,280	(5)		*
Samuel E. Eckart	40,409	(6)	1.82	
L. Chris Fordyce	14,443	(7)		*
John P. Lawson, Jr.	49,111	(8)	2.21	
Michael F. Ludden	48,841	(9)	2.20	
Pamela Bennett-Martin	7,898	(10)		*
Larry W. Myers	128,174	(11)	5.74	
Vaughn K. Timberlake	6,533	(12)		*
Douglas A. York	42,811	(13)	1.93	
Executive Officers Who Are Not Directors:				
Anthony A. Schoen	60,413	(14)	2.70	
All Directors and Executive Officers as a Group (13 persons)	481,220	(15)	20.13	

* Represents less than 1% of the Company’s outstanding shares.

(1) Based on 2,206,787 shares of the Company’s common stock outstanding and entitled to vote as of December 30, 2016.

(2) Includes 50 shares held through unvested stock awards and 8,972 shares subject to exercisable stock options.

(3) Includes 10,000 shares held by Mr. Clapp’s spouse, 2,000 shares held by Mr. Clapp as guardian for his mother and 8,972 shares subject to exercisable stock options.

(4) Includes 845 shares held through unvested stock awards.

(5) Includes 1,000 shares held in an individual retirement account and 4,486 shares subject to exercisable stock options.

(6) Includes 6,058 shares allocated under the ESOP and 17,658 shares subject to exercisable stock options.

(7) Includes 4,486 shares subject to exercisable stock options.

(8) Includes 14,737 shares held under the First Savings Bank Profit Sharing/401(k) Plan, 7,664 shares allocated under the ESOP, 1,000 shares held through unvested stock awards and 19,658 shares subject to exercisable stock options.

(9) Includes 10,000 shares held by Mr. Ludden’s spouse and 13,458 shares subject to exercisable stock options.

(10) Includes 150 shares held through unvested stock awards and 4,486 shares subject to exercisable stock options.

(11) Includes 26,350 shares held in Mr. Myers’ spouse’s individual retirement account, 59,309 shares held under the First Savings Bank Profit Sharing/401(k) Plan, 9,939 shares allocated under the ESOP, 3,700 shares held through unvested stock awards and 27,128 shares subject to exercisable stock options.

(12) Includes 1,878 shares held in an individual retirement account and 4,486 shares subject to exercisable stock options.

(13) Includes 20,000 shares with respect to which Mr. York disclaims beneficial ownership which are held by a limited liability company with which Mr. York is affiliated, 250 shares held through unvested stock awards and

8,972 shares subject to exercisable stock options.

(14) Includes 10,117 shares held under the First Savings Bank Profit Sharing/401(k) Plan, 5,565 shares allocated under the ESOP, 2,350 shares held through unvested stock awards and 29,658 shares subject to exercisable stock options.

(15) Includes 152,420 shares subject to exercisable stock options.

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BUSINESS ITEMS TO BE VOTED ON BY SHAREHOLDERS

Item 1 — Election of Directors

The Board consists of eleven members. The Board is divided into three classes, each with three-year staggered terms, with approximately one-third of the directors elected each year. All of the nominees for director and all of the directors continuing in office currently serve as directors of the Company and the Bank, except for Frank N. Czeschin who serves as a director of the Company only and L. Chris Fordyce who serves as a director of the Bank only.

The three nominees for election, to serve for a three-year term or until their successors have been duly elected and qualified, are: Michael F. Ludden, Larry W. Myers and L. Chris Fordyce. Mr. Fordyce was nominated to replace Vaughn K. Timberlake whose term expires at the annual meeting. Mr. Timberlake was ineligible for nomination for re-election because of the director age limitation contained in the Company's Bylaws.

Unless you indicate that your shares should not be voted for one or more nominee(s), the Board intends that the proxies solicited by it will be voted for the election of all of the Board's nominees. If any nominee is unable to serve, the persons named in the proxy card would vote your shares to approve the election of any substitute proposed by the Board. At this time, we know of no reason why any nominee might be unable to serve.

The Board unanimously recommends that shareholders vote "FOR" all of the nominees.

Information regarding the nominees for election at the annual meeting is provided below. Unless otherwise stated, each individual has held his or her current occupation for the last five years. The age indicated for each individual is as of September 30, 2016. For those directors who are not former directors of Community First Bank, the starting year of service as director includes service on the Board of Directors of First Savings Bank.

Board Nominees for Terms Expiring in 2020

L. Chris Fordyce is a family-farm operator in Washington County, Indiana. He is a former director of Community First Bank. Age 61. Director of the Bank since 2009.

Mr. Fordyce's activeness in the Washington County communities and experience in agriculture in the region in which the Bank conducts its business provides the Board with insight regarding the local agricultural environment. In addition, Mr. Fordyce had more than three years of prior experience as a director of a community-oriented bank before joining the First Savings organization.

Michael F. Ludden serves as Chairman of the Board of First Savings Financial Group and First Savings Bank. He is President and Chief Executive Officer of L. Thorn Company, Inc., a construction materials distribution company. Age 67. Director since 1992.

Mr. Ludden provides the Board with significant marketing and operational knowledge through his experience as president of a construction material supply business. In addition, he has considerable experience in executive management. He has served as Chairman of the Board of First Savings Financial Group, beginning with its formation in October 2008, and as Chairman of the Board of First Savings Bank since 2005.

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Larry W. Myers is the President and Chief Executive Officer of First Savings Bank and First Savings Financial Group. He joined First Savings Bank in 2005. Previously, he served as Chief Operations Officer of First Savings Bank. Before joining First Savings Bank, he served as an Area President of National City Bank in southern Indiana. Age 58. Director since 2005.

Mr. Myers' thirty-four years of experience in the local banking industry and involvement in business and civic organizations within the region in which the Bank conducts its business affords the Board valuable insight regarding business initiatives and operations of the Company and Bank. His knowledge of the Company's and the Bank's business, combined with his tenure and strategic vision, position him well for continued service as a director, and as President and Chief Executive Officer of the Company and Bank.

Directors Continuing in Office with Terms Expiring in 2018

Pamela Bennett-Martin is the President and co-owner of Bennett & Bennett Insurance, Inc., an insurance agency. She is a former director of Community First Bank. Age 58. Director since 2009.

Ms. Bennett-Martin's experience in the ownership and operation of a local insurance company, plus providing insurance and financial-related services in the region in which the Company conducts its business, provides the Board with valuable insight regarding the local business and consumer environment and valuable strategic positioning for financial services development. In addition, she has ten years of experience as a director of a former community-oriented bank.

Gerald Wayne Clapp, Jr. is the retired former President of CLAPP Auto Group, an auto sales and service company. Age 67. Director since 1995.

Mr. Clapp has career experience as a small business executive within the region in which the Bank conducts its business, which provides the Board with valuable insight regarding the local business and consumer environment. In addition, as an active member of the community he maintains contact with the local consumer environment.

John E. Colin is a partner in the law firm of Simpson, Thompson & Colin, LLC. Age 46. Director of the Bank since 2011 and Vice Chairman of the Company and of the Bank since March 2013.

Mr. Colin’s experience as a lawyer affords the Board in-depth knowledge and understanding of the issues facing the Bank and the Company and the unique skills needed to guide the Company and its management effectively.

Samuel E. Eckart served as Executive Vice President of First Savings Financial Group and Area President of First Savings Bank until his retirement effective December 31, 2016. Before joining First Savings Bank, he served as President and Chief Executive Officer and a director of Community First Bank. Age 66. Director since 2009.

Mr. Eckart’s forty-four years of experience in the local banking industry, including fifteen years as a director of other former community-oriented banks, provides the Company and Bank with organizational, operational and market knowledge. In addition, as an active member of the community, he currently holds various positions in a number of local charitable and civic organizations. His knowledge of the Company’s and the Bank’s business position him well for continued service as a director of the Company and Bank.

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Directors Continuing in Office with Terms Expiring in 2019

Cecile A. Blau serves as a Senior Judge for the State of Indiana. She served as a county judge in the State of Indiana until December 2008, when her term expired. Age 71. Director since 2008.

Ms. Blau's experience as an attorney and judge within the region in which the Bank conducts its business, provides the Board with the legal knowledge necessary to assess issues facing a public company. In addition, she has a rich history of community service and currently holds various positions in a number of local charitable and civic organizations.

Douglas A. York is President of Rodefer Moss & Co, PLLC, a public accounting firm. Age 54. Director since 2008.

Mr. York is an experienced certified public accountant whose financial background qualifies him as the Audit Committee's financial expert. In addition, he possesses substantial management experience as the President of Roderfer Moss & Co., PLLC, a regional CPA firm.

John P. Lawson, Jr. is the Chief Operating Officer of First Savings Bank and First Savings Financial Group. He joined First Savings Bank in 1988. Previously, he served as Assistant Vice President, Vice President, Senior Vice President and Executive Vice President of First Savings Bank. Age 59. Director since 2006.

Mr. Lawson's twenty-eight years of experience in the management of First Savings Bank provides the Board valuable insight regarding the business and operations of the Company and Bank. Before his affiliation with the Bank, he developed financial expertise as a financial planner. His knowledge of the Company and Bank's history and business operations position him well for continued service as a director and as Chief Operating Officer of the Company and Bank.

Frank N. Czeschin is President of Indiana Utilities Corporation, a natural gas distributor, President of Southern Indiana Pipeline Corporation, a natural gas transporter, and Managing Partner of Zabel Builders, LLC, a residential construction company. He is a former director of Community First Bank. Age 55. Director since 2009.

Mr. Czeschin's management experience in the ownership of a local utility company that operates in the region in which the Bank conducts its business, provides the Board with valuable insight regarding the local business and consumer environment. In addition, he has ten years of experience as a director of a former community bank.

Executive Officers Who are not Directors

Set forth below is information regarding our other executive officer who is not a director of the Company or the Bank. He has held his current position for at least the last five years, unless otherwise stated. The age presented is as of September 30, 2016.

Anthony A. Schoen is the Chief Financial Officer of First Savings Financial Group and First Savings Bank. Before assuming his current position, he served as Assistant Controller of First Savings Bank. Before joining the Bank, he was a manager with Monroe Shine & Co., Inc. Age 39.

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Item 2 — Ratification of Appointment of Independent Registered Public Accounting Firm

Monroe Shine & Co., Inc. served as our independent registered public accounting firm for the 2016 fiscal year. The Audit Committee of the Board has appointed Monroe Shine & Co., Inc. to serve as the independent registered public accounting firm for the 2017 fiscal year, subject to ratification by shareholders. A representative of Monroe Shine & Co., Inc. is expected to be present at the annual meeting to respond to appropriate questions from shareholders and will have the opportunity to make a statement should he desire to do so.

If the ratification of the appointment of the independent registered public accounting firm is not approved by a majority of the votes cast at the annual meeting, the Audit Committee of the Board may consider other independent registered public accounting firms.

The Board unanimously recommends that shareholders vote "FOR" the ratification of the appointment of Monroe Shine & Co., Inc. to serve as the independent registered public accounting firm for the 2017 fiscal year.

Audit Fees. The following table sets forth the fees billed to the Company and the Bank by Monroe Shine & Co., Inc. for the fiscal years ended September 30, 2016 and 2015:

	2016	2015
Audit fees (1)	$109,500	$104,845
Audit-related fees (2)	33,765	29,665
Tax fees (3)	21,505	19,280
All other fees	—	—

(1) Includes fees for the audit of the consolidated financial statements and for review of interim financial information contained in the quarterly reports on Form 10-Q, and other regulatory reporting. In addition, this category includes fees for services associated with SEC registration statements or other documents filed in connection with securities offerings, including comfort letters, consents and assistance with review of documents filed with the SEC.

(2) Includes fees for attestation and related services traditionally performed by the auditor, including attestation services not required by statute or regulation, consultations concerning financial accounting and reporting standards, and due diligence and regulatory filings related to mergers or acquisitions. For 2016, includes fees of $7,600 for the audit of the 401(k) Plan and $4,500 for the audit of the ESOP. For 2015, includes fees of $7,250 for the audit of the 401(k) Plan and $4,350 for the audit of the ESOP.

(3)

Includes fees for tax compliance services, including preparation of original and amended federal and state income tax returns, preparation of property tax returns, preparation of information returns such as Forms 5500, and tax payment and planning advice.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of the Independent Registered Public Accounting Firm. The Audit Committee has adopted a policy for approval of audit and permitted non-audit services by the Company's independent registered public accounting firm. The Audit Committee will consider annually and approve the provision of audit services by the independent registered public accounting firm and, if appropriate, approve the provision of certain defined audit and non-audit services. The Audit Committee also will consider on a case-by-case basis and, if appropriate, approve specific engagements.

Any proposed specific engagement may be presented to the Audit Committee for consideration at its next regular meeting or, if earlier consideration is required, to the Audit Committee or one or more of its members. The member or members to whom such authority is delegated shall report any specific approval of services at its next regular meeting. The Audit Committee will regularly review summary reports detailing all services being provided to the Company by its independent registered public accounting firm.

During the fiscal year ended September 30, 2016, all audit-related fees, tax fees, and all other fees set forth in the table above were approved by the Audit Committee.

Item 3 – Advisory (Non-Binding) Vote on Approval of Compensation of Named Executive Officers

The federal securities laws require the Company to hold a non-binding shareholder advisory vote on the compensation of its named executive officers, as described in the tabular disclosure regarding named executive officer compensation and the accompanying narrative disclosure in this proxy statement.

This proposal, commonly known as a “say-on-pay” proposal, gives the Company’s shareholders the opportunity to endorse or not endorse the Company’s executive compensation program and policies through a vote on the following resolution:

“Resolved, that the Company’s shareholders approve, on an advisory basis, the compensation of the named executive officers, as described in the tabular disclosure regarding named executive officer compensation and the accompanying narrative disclosure in this proxy statement.”

Because the vote is advisory, it will not be binding upon the Company or the Board. However, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

The Board unanimously recommends a vote “FOR” approval of the compensation of the named executive officers.

Item 4 – Advisory (Non-Binding) Vote on Frequency of Shareholder Vote on Compensation of Named Executive Officers

The federal securities laws also require the Company to hold, at least once every six years, a shareholder vote on the frequency of a shareholder vote on the compensation of the named executive officers. This proposal gives the Company’s shareholders the opportunity to determine whether the frequency of a shareholder vote on the compensation of the named executive officers will be every one, two or three years. Shareholders may also abstain from voting. At the 2011 annual meeting, the Board recommended and shareholders voted in favor of an annual advisory vote on the compensation of the named executive officers.

Because the vote is advisory, it will not be binding on the Company or the Board. However, the Compensation Committee of the Board will take into account the outcome of the vote when considering the frequency of a shareholder vote on executive compensation.

The Board has determined that having an advisory vote in the compensation of the named executive officers every year is the best approach because the Compensation Committee reviews and determines the primary elements of compensation, namely salary and cash bonus, each year.

The Board unanimously recommends conducting a vote to approve the compensation of the named executive officers every year. Note: Shareholders are not voting to approve or disapprove of this recommendation.

EXECUTIVE COMPENSATION

Summary Compensation Table. The following information is furnished for the principal executive officer of First Savings Financial Group or its subsidiaries and the two most highly-compensated executive officers (other than the principal executive officer) of First Savings Financial Group or its subsidiaries whose total compensation for the fiscal year ended September 30, 2016, exceeded $100,000. These individuals are referred to in this proxy statement as the "named executive officers."

Name and Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	**All Other Compensation**[(1)]	Total
Larry W. Myers	2016	$261,542	$129,408	$ —	$ —	$ 75,413	$466,363
President & Chief Executive Officer	2015	241,685	107,672	—	—	74,024	423,381
John P. Lawson, Jr.	2016	$174,542	$81,360	—	—	$ 70,616	$326,518
Chief Operating Officer	2015	163,223	73,645	—	—	65,345	302,213
Samuel E. Eckart [(2)]	2016	$205,488	$90,302	—	—	$ 79,309	$375,099
Area President	2015	193,023	87,455	—	—	69,904	350,382

(1) Details of the amounts reported in the "All Other Compensation" column for 2016 are provided in the table below. The table excludes perquisites, which did not exceed $10,000 in the aggregate for each named executive officer:

	Mr. Myers	Mr. Lawson	Mr. Eckart
Employer matching contributions to 401(k) Plan	$14,087	$12,795	$13,785
Fair market value of allocations under the ESOP	43,894	40,035	42,050
Economic benefit of employer-paid premiums for split-dollar life insurance agreements and group term life insurance	3,559	4,272	11,035
Director fees	8,000	8,000	8,000

(2) Mr. Eckart retired as Executive Vice President and Area President effective December 31, 2016.

Employment Agreements. Messrs. Myers and Lawson (each an "executive" and, collectively, the "executives") have each entered into employment agreements with the Company and the Bank. The employment agreements have terms of three years and expire on October 7, 2018. The employment agreements provide that the Company and the Bank may extend the term of the employment agreements, following a review of an executive's performance, for an additional year so that the remaining term of the agreements is again three years. The current base salaries under the employment agreements are $256,300 and $170,300 for Messrs. Myers and Lawson, respectively. The agreements also provide for participation in employee benefit plans and programs we maintain for the benefit of employees and senior management personnel, including incentive compensation, health and welfare benefits, retirement benefits and certain fringe benefits, as described in the agreements. Following termination of employment, except in connection with a change in control, the executives must adhere to a one-year non-competition covenant and a two-year non-solicitation covenant. We also agree to pay all reasonable costs and legal fees of the executives in relation to the enforcement of the employment agreements, provided the executives succeed on the merits in a legal judgment, arbitration proceeding or settlement. The employment agreements also provide for indemnification of the executives to the fullest extent legally permissible. See *"Potential Post-Termination Benefits"* for a discussion of the benefits and payments the executives may receive upon termination of employment.

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Before his retirement as Executive Vice President of the Company and Area President of the Bank effective December 31, 2016, Mr. Eckart was a party to an employment agreement with the Company and the Bank which contained terms substantially similar to the terms of Messrs. Myers's and Lawson's employment agreements.

Nonqualified Deferred Compensation

Supplemental Executive Retirement Plan. The Bank sponsors a supplemental executive retirement plan which provides restorative payments to participants who are prohibited from receiving the full benefits contemplated under the ESOP due to certain Internal Revenue Code limitations. In addition to providing for benefits lost under the tax-qualified plan as a result of limitations imposed by the Internal Revenue Code, the plan also provides supplemental benefits to the designated individuals upon a change of control before the complete scheduled repayment of the employee stock ownership plan loan. See *"—Potential Post-Termination Benefits"* for a discussion of the benefits and payments plan participants may receive upon a change in control. Messrs. Myers and Lawson participate in the plan. The Board may also designate other officers as participants in the future.

Outstanding Equity Awards at Fiscal Year-End

The following table provides information as of September 30, 2016, concerning unexercised options and unvested stock awards for each named executive officer.

Name	Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested
Larry W. Myers	27,128	—	$ 13.25	5/18/2020	—	—
John P. Lawson, Jr.	19,658	—	$ 13.25	5/18/2020	—	—
Samuel E. Eckart	17,658	—	$ 13.25	5/18/2020	—	—

Potential Post-Termination Benefits

Payments Made Upon Termination for Cause or Voluntary Termination Without Good Reason. If we terminate the employment of Messrs. Myers, Lawson or Eckart for cause, or if an executive terminates employment without good reason, under the terms of the employment agreements, the executive would receive his base salary through the date of his termination of employment and retain the rights to any vested benefits, subject to the terms of any applicable plan or agreement under which we provide those benefits. In addition, all vested benefits credited under the supplemental executive retirement plan will be distributed to the executives in a lump sum as soon as practicable following the termination of employment.

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Payments Made Upon Voluntary Termination With Good Reason and Termination Without Cause. If we terminate an executive for reasons other than cause, or if either executive resigns after the occurrence of specified circumstances that constitute constructive termination (in other words, for "good reason"), the executive will receive his base salary for the remaining unexpired term of the employment agreement, paid in a single lump sum within ten days of his termination. In addition, we will continue or cause to be continued the executive's medical benefits until the earlier of: (1) his return to employment with the Company, the Bank or another employer; (2) his attainment of age 65; (3) his death; or (4) the end of the remaining term of the employment agreement. In addition, all vested benefits credited under the supplemental executive retirement plan will be distributed to the executives in a lump sum as soon as practicable following the termination of employment.

Payments Made Upon Disability. Under the employment agreements, during any incapacity leading up to the termination of the executive's employment due to disability, we will continue to pay the executive's base salary, benefits (other than bonus) and perquisites until the executive becomes eligible for benefits under our disability plan. In addition, all vested benefits credited under the supplemental executive retirement plan will be distributed to the executive in a lump sum as soon as practicable following the termination of employment.

Payments Made Upon Death. Under the employment agreements, following an executive's death, we will pay the executive's estate the compensation due to the executive through the end of the month in which his death occurs. In addition, all vested benefits credited under the supplemental executive retirement plan will be distributed to the executive's estate in a lump sum as soon as practicable following the executive's death.

Payments Made Upon a Change in Control. Under the employment agreements, if, in connection with or following a change in control (as described in the agreements), we, or our successor, terminate the executive without cause or if the executive terminates employment voluntarily under specified circumstances that constitute good reason, the executive will receive a lump sum payment equal to three times his average annual taxable compensation for the five taxable years preceding the change in control. In addition, we will continue or cause to be continued the executive's medical benefits until the earlier of: (1) the date he returns to employment with the Company, the Bank or another employer; (2) his attainment of age 65; (3) his death; or (4) the end of the remaining term of the employment agreement.

Upon a change of control before the complete scheduled repayment of the ESOP loan, the supplemental executive retirement plan provides the executives with a benefit equal to the benefit the individual would have received under the ESOP had he remained employed throughout the term of the ESOP loan less the benefits actually provided under the ESOP. An individual's benefit under the supplemental executive retirement plan, including previously credited amounts, generally becomes payable upon the participant's separation from service.

OTHER INFORMATION RELATING TO DIRECTORS AND EXECUTIVE OFFICERS

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's executive officers and directors, and persons who own more than 10% of any registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. These individuals are required by regulation to furnish the Company with copies of all Section 16(a) reports they file.

Based solely on its review of the copies of the reports it has received and written representations provided to it from the individuals required to file the reports, the Company believes that each of its executive officers and directors has complied with applicable reporting requirements for transactions in the Company's common stock during the fiscal year ended September 30, 2016.

Transactions with Related Persons

Loans and Extensions of Credit. The federal securities laws generally prohibit the Company from lending to its executive officers and directors. However, there is a specific exemption from such prohibition for loans made by the Bank to its executive officers and directors in compliance with federal banking regulations. Federal banking regulations require that all loans or extensions of credit to executive officers and directors of insured institutions must be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons and must not involve more than the normal risk of repayment or present other unfavorable features. The Bank, therefore, is prohibited from making any new loans or extensions of credit to executive officers and directors at different rates or terms than those offered to the general public. Notwithstanding this rule, federal regulations permit the Bank to make loans to executive officers and directors at reduced interest rates if the loan is made under a benefit program generally available to all other employees and does not give preference to any executive officer or director over any other employee. The Bank does not sponsor such a program.

According to the Company's Audit Committee Charter, the Audit Committee periodically reviews, no less frequently than quarterly, a summary of the Company's transactions with directors and executive officers of the Company and with firms that employ directors, as well as any other related person transactions, for the purpose of recommending to the disinterested members of the Board that the transactions are fair, reasonable and within Company policy and should be ratified and approved. Also, in accordance with banking regulations and Company policy, the Board reviews all loans made to a director or executive officer in an amount that, when aggregated with the amount of all other loans to such person and his or her related interests, exceed the greater of $25,000 or 5% of the Company's capital and surplus (up to a maximum of $500,000) and such loan must be approved in advance by a majority of the disinterested members of the Board. Additionally, pursuant to the Company's Code of Ethics and Business Conduct, all executive officers and directors of the Company must disclose any existing or potential conflicts of interest to the President and Chief Executive Officer of the Company. Such potential conflicts of interest include, but are not limited to, the following: (i) the Company conducting business with or competing against an organization in which a family member of an executive officer or director has an ownership or employment interest and (ii) the ownership of more than 1% of the outstanding securities or 5% of total assets of any business entity that does business with or is in competition with the Company.

The aggregate outstanding balance of loans extended by the Bank to its executive officers, employees and directors and related parties was $10.6 million at September 30, 2016. These loans were performing according to their original terms at September 30, 2016. In addition, these loans were made in the ordinary course of business, on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the Bank, and did not involve more than the normal risk of collectibility or present other unfavorable features when made.

Other Transactions. Since October 1, 2016, there have been no transactions and there are no currently proposed transactions in which the Company or the Bank were or are to be a participant and the amount involved exceeds $120,000, and in which any of the Company’s executive officers and directors had or will have a direct or indirect material interest.

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SUBMISSION OF BUSINESS PROPOSALS AND SHAREHOLDER NOMINATIONS

The Company must receive proposals that shareholders seek to include in the proxy statement for the Company’s next annual meeting no later than September 14, 2017. If next year’s annual meeting is held on a date that is more than 30 calendar days from February 14, 2018, a shareholder proposal must be received by a reasonable time before the Company begins to print and mail its proxy solicitation materials for such annual meeting. Any shareholder proposals will be subject to the requirements of the proxy rules adopted by the Securities and Exchange Commission.

The Company’s Bylaws provide that, in order for a shareholder to make nominations for the election of directors or proposals for business to be brought before the annual meeting, a shareholder must deliver notice of such nomination and/or proposals to the Company’s Secretary not less than 60 days nor more than 90 days before the date of the annual meeting. However, if less than 71 days’ notice or prior public disclosure of the annual meeting is given to shareholders, such notice must be delivered not later than the close of the tenth day following the day on which notice of the annual meeting was mailed to shareholders or public disclosure of the meeting date was made. A copy of the Bylaws may be obtained from the Company.

SHAREHOLDER COMMUNICATIONS

The Company encourages shareholder communications to the Board and/or individual directors. All communications from shareholders should be addressed to First Savings Financial Group, Inc., 501 East Lewis & Clark Parkway, Clarksville, IN 47129. Communications to the Board should be sent to the attention of John P. Lawson, Jr., Corporate Secretary. Communications to individual directors should be sent to such director at the Company’s address. Shareholders who wish to communicate with a committee of the Board should send their communications to the attention of the Chairman of the particular committee, with a copy to Cecile A. Blau, Chairperson of the Nominating/Corporate Governance Committee. It is in the discretion of the Nominating/Corporate Governance Committee as to whether a communication sent to the full Board should be brought before the full Board.

MISCELLANEOUS

The Company will pay the cost of this proxy solicitation and will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of the Company. Additionally, directors, officers and other employees of the Company may solicit proxies personally or by telephone. None of these persons will receive additional compensation for these activities.

The Company’s Annual Report on Form 10-K has been included with this proxy statement. Any shareholder who has not received a copy of the Annual Report on Form 10-K may obtain a copy by writing to the Corporate Secretary of the Company. The Annual Report is not to be treated as part of the proxy solicitation material or as having been incorporated by reference into this proxy statement.

If you and others who share your address own your shares in “street name,” your broker or other holder of record may be sending only one annual report and proxy statement to your address. This practice, known as “householding,” is designed to reduce our printing and postage costs. However, if a shareholder residing at such an address wishes to receive a separate annual report or proxy statement in the future, he or she should contact the broker or other holder of record. If you own your shares in “street name” and are receiving multiple copies of our annual report and proxy statement, you can request householding by contacting your broker or other holder of record.

Whether or not you plan to attend the annual meeting, please vote by marking, signing, dating and promptly returning the enclosed proxy card in the enclosed envelope, or by voting via the Internet or by telephone.

By Order of the Board of Directors,

/s/ John P. Lawson, Jr.
John P. Lawson, Jr.
Corporate Secretary

Clarksville, Indiana

January 10, 2017

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Explanation of Responses:

Explanation of Responses:

Explanation of Responses: