

FIRST BANCORP /PR/  
Form 8-K  
December 01, 2016

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

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): November 30, 2016**

**FIRST BANCORP.**

**(Exact name of registrant as specified in its charter)**

**Puerto Rico**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-14793**  
**(Commission File Number)**

**1519 Ponce de Leon Ave., P.O. Box 9146**

**66-0561822**  
**(IRS Employer**

**Identification No.)**

**San Juan, Puerto Rico**  
**(Address of Principal Executive Offices)**

**00908-0146**  
**(Zip Code)**

Registrant's Telephone Number, Including Area Code: **(787) 729-8200**

N/A

**(Former Name or Former Address, if Changed Since Last Report): Not Applicable**

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))

**Item 8.01 Other Events.**

On November 30, 2016 First BanCorp. (the Corporation), funds affiliated with Thomas H. Lee Partners, L.P. (THL), and funds managed by Oaktree Capital Management, L.P. (Oaktree) and, together with THL, the Selling Stockholders entered into an underwriting agreement, attached as Exhibit 1.1 hereto, with Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters, with respect to the underwritten public offering of 18,000,000 shares of the common stock, \$0.10 par value per share (the Common Stock) of the Corporation (20,700,000 shares of Common Stock if the underwriters exercise in full their option to purchase additional shares), to be sold by the Selling Stockholders.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated November 30, 2016, by and among the Corporation, the Selling Stockholders and Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters.

**SIGNATURES**

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.

**FIRST BANCORP.**

Date: November 30, 2016

/s/ Lawrence Odell  
Lawrence Odell  
EVP and General Counsel

**EXHIBIT INDEX**

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