

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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