

FIRST BANCORP /PR/  
Form 8-K/A  
July 19, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**Form 8-K/A  
Current Report  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
Date of Report (Date of Earliest Event Reported): May 30, 2011  
FIRST BANCORP.  
(Exact Name of Registrant as Specified in its Charter)**

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

**Puerto Rico  
(State or Other Jurisdiction  
of Incorporation)**

**66-0561882  
(I.R.S. Employer  
Identification No.)**

**1519 Ponce de Leon  
San Juan, Puerto Rico 00908-0146  
(Address of Principal Executive Offices) (Zip Code)  
(787) 729 8200  
(Registrant's Telephone Number, including Area Code)  
Not applicable**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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EXPLANATORY NOTE

We are filing this Amendment No. 1 to our Current Report on Form 8-K originally filed with the Securities and Exchange Commission on June 2, 2011 to file the complete Investment Agreement between First BanCorp (the Corporation ) and Thomas H. Lee Partners, L.P. ( THL ).

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit      Description of Exhibit

10.1          Investment Agreement between First BanCorp and Thomas H. Lee Partners, L.P.

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**SIGNATURE**

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

Date: July 19, 2011

FIRST BANCORP

By: /s/ Lawrence Odell

Name:

Lawrence Odell

Title: Executive Vice President and General  
Counsel

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**Exhibit Index**

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