

POPULAR INC  
Form 8-K  
November 30, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K**

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**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 23, 2005**

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**POPULAR, INC.**

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

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**COMMONWEALTH OF PUERTO RICO**  
*(State or other jurisdiction of*

*incorporation or organization)*

**0-13818**  
*(Commission File Number)*

**66-0416582**  
*(IRS Employer*

*Identification Number)*

**209 MUNOZ RIVERA AVENUE**

**HATO REY, PUERTO RICO**  
*(Address of principal executive offices)*

**00918**  
*(Zip code)*

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(787) 765-9800

*(Registrant's telephone number, including area code)*

**NOT APPLICABLE**

*(Former name, former address and former fiscal year, if changed since last report)*

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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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**Item 8.01. Other Events.**

On November 23, 2005, Popular, Inc. ( Popular ) entered into a Dealer Manager Agreement with UBS Securities LLC and Popular Securities, Inc. in connection with Popular 's offering of 10,500,000 shares of common stock to its existing shareholders in a subscription offering. A copy of the Dealer Manager Agreement is attached hereto as Exhibit 99.1.

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

Exhibit

99.1 Dealer Manager Agreement, dated November 23, 2005, among Popular, Inc., UBS Securities LLC and Popular Securities, Inc.

**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.

**POPULAR, INC.**

(Registrant)

Date: November 30, 2005

By: **/s/ Ileana Gonzalez**

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Ileana Gonzalez

Senior Vice President and Comptroller