

FIRST BANCORP /PR/
Form RW

June 28, 2011

June 28, 2011

VIA EDGAR

SECURITIES AND EXCHANGE COMMISSION

Division of Corporation Finance
100 F Street, N.E.
Washington, DC 20549
Attn: Michael Seaman
Special Counsel

**Re: First BanCorp.
Registration Statement on
Form S-1
Filed September 16, 2010
File Number: 333-169399**

Dear Mr. Seaman:

Pursuant to Rule 477(a) under the Securities Act of 1933, First BanCorp. (the Registrant) requests withdrawal of its Registration Statement on Form S-1 , File No. 333-169399 (the Registration Statement), which was initially filed with the Securities and Exchange Commission on September 16, 2010. The Registrant confirms that no securities have been sold in the offering covered by the Registration Statement. The grounds for withdrawal are that the Registrant has decided not to go forward with the offering of the securities included on the Registration Statement. The Registrant believes that withdrawal of the Registration Statement is consistent with the public interest and the protection of investors.

If you have any questions, please feel free to contact me at (787) 729-8252 or Linda L. Griggs, of Morgan, Lewis & Bockius LLP, at (202) 739-5245.

Very truly yours,

/s/ Lawrence Odell

Lawrence Odell

Executive Vice President and General Counsel

cc: Linda L. Griggs