

FIRST BANCORP /PR/  
Form S-3MEF  
September 24, 2003

As filed with the Securities and Exchange Commission on September 24, 2003.

Registration No. 333-xxxxx

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**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM S-3**

**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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**FIRST BANCORP.**

(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)*

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

**1519 Ponce de León Avenue**  
**San Juan, Puerto Rico 00908-0146**  
**(787) 729-8200**

*(Address, including zip code, and telephone number,*  
*including area code, of Registrant's principal executive offices)*

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**Angel Alvarez-Pérez**  
**Chairman, President & Chief Executive Officer**  
**First BanCorp**  
**1519 Ponce de León Avenue**  
**San Juan, Puerto Rico 00908-0146**  
**(787) 729-8200**

*(Name, address, including zip code, and telephone number,*  
*including area code, of agent for service)*

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**Copies to:**  
**Antonio R. Sifre**  
**Aurelio Emanuelli-Freese**  
**Fiddler González & Rodríguez, PSC**  
**Fifth Floor, BBVA Tower**  
**254 Muñoz Rivera Avenue**  
**San Juan, Puerto Rico 00918**

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following

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box. x

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  
x 333-75682

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Aggregate Maximum Offering Price Per Unit</b>	<b>Proposed Maximum Aggregate Offering Price(1)</b>	<b>Amount of Registration Fee(2)</b>
Preferred Stock (Series E)	1,264,000	\$ 25.00	\$ 31,600,000	\$ 2556.44

(1) The proposed maximum aggregate offering price has been estimated solely for purposes of computing the registration fee in accordance with Rule 457 under the Securities Act of 1933, as amended.

(2) The registration fee has been calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.**

**INCORPORATION OF EARLIER REGISTRATION STATEMENT BY REFERENCE**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction IV of Form S-3 promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (Registration No. 333-75682) filed by the Registrant with the Securities and Exchange Commission, which was declared effective by the Securities and Exchange Commission on January 24, 2002, are incorporated by reference into, and shall be deemed to be part of, this registration statement.

**PART II**

**INFORMATION NOT REQUIRED IN THE PROSPECTUS**

**Item 16. Exhibits.**

All exhibits filed with or incorporated by reference in the Registration Statement on Form S-3 (Registration No. 333-75682) are incorporated by reference into, and shall be deemed to be part of, this registration statement, except for the following, which are filed herewith.

<b>Exhibit Number</b>	<b>Description of Document</b>
5.1	Opinion regarding legality and consent of Fiddler González & Rodríguez, PSC for Series E Preferred Stock
8.1	Opinion regarding tax matters and consent of Fiddler González & Rodríguez, PSC for Series E Preferred Stock
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Fiddler González & Rodríguez, PSC (included in the opinion of counsel filed as Exhibit 5.1 hereto)
23.3	Consent of Fiddler González & Rodríguez, PSC (included in the opinion of counsel filed as Exhibit 8.1 hereto)
24	Power of Attorney (incorporated by reference to the Registration Statement on Form S-3 (Registration No. 333-75682))

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Juan, Puerto Rico, on the 24th day of September, 2003.

**FIRST BANCORP.**

By: /s/ Angel Alvarez Pérez

Angel Alvarez Pérez  
Chairman of the Board, Chief  
Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Angel Alvarez Pérez</u> Angel Alvarez Pérez	Chairman, Chief Executive Officer and President	September 24, 2003
<u>/s/ Annie Astor-Carbonell*</u> Annie Astor-Carbonell	Senior Executive Vice President, Chief Financial Officer and Director	September 24, 2003
<u>/s/ Laura Villarino Tur*</u> Laura Villarino Tur	Senior Vice President and Comptroller	September 24, 2003
<u>/s/ José Julián Alvarez*</u> José Julián Alvarez	Director	September 24, 2003
<u>/s/ Jorge L. Díaz*</u> Jorge L. Díaz	Director	September 24, 2003
<u>/s/ Juan Acosta Reboyras*</u> Juan Acosta Reboyras	Director	September 24, 2003

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<u>/s/ José Teixidor*</u>	Director	September 24, 2003
José Teixidor		
<u>/s/ José Luis Ferrer Canals*</u>	Director	September 24, 2003
José Luis Ferrer Canals		
<u>Richard Reiss Huyke</u>	Director	

\* /s/ Angel Alvarez Perez  
Angel Alvarez Pérez  
as attorney-in-fact  
for each of the persons marked

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**INDEX TO EXHIBITS**

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