

FIRST BANCORP /PR/
Form 4
August 20, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomas H. Lee Advisors
(Alternative) VI, Ltd.

(Last) (First) (Middle)

C/O INTERTRUST CORPORATE SERVICES (CAYMA, 190 ELGIN AVENUE

(Street)

GEORGETOWN, GRAND CAYMAN, E9 KY1-9005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FIRST BANCORP /PR/ [FBP]

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 08/16/2013 | | S | 8,000,000 D | \$ 6.6656 42,684,485 | I | See Footnotes (2) (3) (1) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Thomas H. Lee Advisors (Alternative) VI, Ltd. C/O INTERTRUST CORPORATE SERVICES (CAYMA) 190 ELGIN AVENUE GEORGETOWN, GRAND CAYMAN, E9 KY1-9005 | | X | | |
| THL FBC Equity Investors, L.P. C/O INTERTRUST CORPORATE SERVICES (CAYMA) 190 ELGIN AVENUE GEORGETOWN, E9 KY1-9005 | | X | | |
| Thomas H. Lee (Alternative) Fund VI, L.P. C/O INTERTRUST CORPORATE SERVICES (CAYMA) 190 ELGIN AVENUE GEORGE TOWN, E9 KY1-9005 | | X | | |
| Thomas H. Lee (Alternative) Parallel Fund VI, L.P. C/O INTERTRUST CORPORATE SERVICES (CAYMA) 190 ELGIN AVENUE GEORGE TOWN, E9 KY1-9005 | | X | | |
| Thomas H. Lee (Alternative) Parallel (DT) Fund VI, L.P. C/O INTERTRUST CORPORATE SERVICES (CAYMA) 190 ELGIN AVENUE GEORGE TOWN, E9 KY1-9005 | | X | | |

Signatures

THOMAS H. LEE ADVISORS (ALTERNATIVE) VI, LTD. By: /s/ Charles P. Holden,
Managing Director

08/16/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) See Exhibit 99.1 for text of footnote (1).

(2) See Exhibit 99.1 for text of footnote (2)

(3) See Exhibit 99.1 for text of footnote (3)

(4) See Exhibit 99.1 for text of footnote (4)

Remarks:

Exhibit 99.1 Explanation of Responses and Exhibit 99.2 (Joint Filer Information) is incorporated herein by reference.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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