

FIRST BANCORP /PR/
Form 4
February 09, 2017

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 CORP. SVCES
(CAYMAN) LTD., 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)
12/05/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 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	12/05/2016		S(2)	10,350,000 D	5.362 31,493,582 I		See Footnotes (1) (3)
				(A) or (D)	Price \$		

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

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(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 CORP. SVCES (CAYMAN) LTD.
190 ELGIN AVENUE
GEORGETOWN, GRAND CAYMAN, E9 KY1-9005

THL FBC Equity Investors, L.P.
C/O INTERTRUST CORPORATE SERVICES
(CAYMAN) LIMITED 190 ELGIN AVENUE
GEORGETOWN, GRAND CAYMAN, E9 KY1-9005

Thomas H. Lee (Alternative) Fund VI, L.P.
C/O INTERTRUST CORPORATE SERVICES
(CAYMAN) LIMITED 190 ELGIN AVENUE
GEORGETOWN, GRAND CAYMAN, E9 KY1-9005

Thomas H. Lee (Alternative) Parallel Fund VI, L.P.
C/O INTERTRUST CORPORATE SERVICES
(CAYMAN) LIMITED 190 ELGIN AVENUE
GEORGETOWN, GRAND CAYMAN, E9 KY1-9005

Thomas H. Lee (Alternative) Parallel (DT) Fund VI, L.P.
C/O INTERTRUST CORPORATE SERVICES
(CAYMAN) LIMITED 190 ELGIN AVENUE
GEORGETOWN, GRAND CAYMAN, E9 KY1-9005

Signatures

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

02/09/2017

**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).

- This statement is being filed by Thomas H. Lee Advisors (Alternative) VI, Ltd. ("Advisors"), THL FBC Equity Investors, L.P. ("FBC Fund"), Thomas H. Lee (Alternative) Fund VI, L.P. ("Fund VI"), Thomas H. Lee (Alternative) Parallel Fund VI, L.P. ("Parallel Fund VI"), Thomas H. Lee (Alternative) Parallel (DT) Fund VI ("DT Fund VI" together with FBC Fund, Fund VI, Parallel Fund VI, and DT Fund VI the "Funds")
- (1) Represents shares of the Issuer sold by the following entities: 130,725 shares sold by FBC Fund; 5,691,824 shares sold by Fund VI; 3,854,200 shares sold by Parallel Fund VI; and 673,251 shares sold by DT Fund VI.
 - (2) Advisors is the general partner of THL Advisors (Alternative) VI, L.P., which, in turn, is the general partner of FBC Fund, Fund VI, Parallel Fund VI and DT Fund VI. Due to these relationships, Advisors may be deemed to beneficially own the shares of the Issuer owned directly by each of the Funds. Each of Advisors and the Funds disclaims beneficial ownership of the shares listed in the report, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.
 - (3) This amount represents the \$5.60 public offering price per share of the Issuer's common stock less the underwriting discount of \$0.238 per share.

Remarks:

Exhibit 99.1 (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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