

FIRST BANCORP /PR/  
Form DEFA14A  
November 23, 2011

## SCHEDULE 14A

### SCHEDULE 14A INFORMATION

#### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant  Filed by a Party other than the Registrant

*Check the appropriate box:*

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

## FIRST BANCORP.

(Name of Registrant as Specified In Its Charter)

Not Applicable  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

**Payment of Filing Fee** (*Check the appropriate box:*)

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule, and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



**AMENDMENT TO PROPOSAL NO. 1**

**ELECTION OF DIRECTORS**

On November 18, 2011, Thomas M. Hagerty became a director upon First BanCorp.'s receipt of the requisite regulatory approval. Mr. Hagerty is the Board representative for Thomas H. Lee Partners, L.P. and its affiliates, which currently own 24.82% of our Common Stock. Mr. Hagerty has been appointed to serve on the Corporate Governance and Nominating Committee. At the 2011 Annual Meeting of Stockholders, Mr. Hagerty will stand for election as a director for a term expiring at the 2012 Annual Meeting of Stockholders.