

FIRST BANCORP /PR/  
Form 8-K  
November 03, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**Form 8-K**

**Current Report  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): October 30, 2009**

**FIRST BANCORP.**  
(Exact Name of Registrant as Specified in its Charter)

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**001-14793**  
(Commission File Number)

<b>Puerto Rico</b> (State or Other Jurisdiction of Incorporation)	<b>66-0561882</b> (I.R.S. Employer Identification No.)
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**1519 Ponce de Leon**  
**San Juan, Puerto Rico 00908-0146**  
(Address of Principal Executive Offices) (Zip Code)

**(787) 729 8200**  
(Registrant's Telephone Number, including Area Code)

**Not applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02 Results of Operations and Financial Condition.**

On October 30, 2009, First BanCorp. (the “Corporation”) issued a press release announcing its unaudited results of operations for the third quarter ended September 30, 2009. A copy of the press release is attached hereto as Exhibit 99.1 and is hereby incorporated herein by reference.

The Corporation has included in this release the following non-GAAP financial measure: (i) the calculation of net interest income, interest rate spread and net interest margin rate on a tax equivalent basis and excluding the unrealized changes in the fair value of derivative instruments and certain financial liabilities, (ii) the calculation of the tangible common equity ratio and the tangible book value per common share, (iii) the Tier 1 common equity to risk-weighted assets ratio and (iv) the calculation of the Pre-tax, Pre-provision earnings. Investors should be aware that non-GAAP measures have inherent limitations and should be read only in conjunction with the Corporation’s consolidated financial data prepared in accordance with GAAP.

Net interest income, interest rate spread and net interest margin are reported on a tax equivalent basis and excluding the unrealized changes in the fair value of derivative instruments and financial liabilities elected to be measured at fair value. The presentation of net interest income excluding valuations provides additional information about the Corporation’s net interest income and facilitates comparability and analysis. The changes in the fair value of derivative instruments and unrealized gains and losses on liabilities measured at fair value have no effect on interest due or interest earned on interest-bearing liabilities or interest-earning assets, respectively. The tax equivalent adjustment to net interest income recognizes the income tax savings when comparing taxable and tax-exempt assets and assumes a marginal income tax rate, as described in Exhibit A — Table 2 of the attached Press Release (included herein as Exhibit 99.1). Income from tax-exempt earning assets is increased by an amount equivalent to the taxes that would have been paid if this income had been taxable at statutory rates. Management believes that it is a standard practice in the banking industry to present net interest income, interest rate spread and net interest margin on a fully tax equivalent basis. This adjustment puts all earning assets, most notably tax-exempt securities and certain loans, on a common basis that facilitates comparison of results to results of peers.

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The following table reconciles the non-GAAP financial measure “net interest income on a tax-equivalent basis and excluding fair value changes” with net interest income calculated and presented in accordance with GAAP. The table also reconciles the non-GAAP financial measures “net interest spread and margin on a tax-equivalent basis and excluding fair value changes” with net interest spread and margin calculated and presented in accordance with GAAP.

**Reconciliation of GAAP Net Interest Margin and Spread to Non-GAAP Net Interest Margin and Spread on a Tax-Equivalent Basis and excluding fair value changes on derivative instruments and liabilities measured at fair value ("valuations")**

*(dollars in thousands)*

	Quarters Ended		September 30, 2008	Nine-month period ended	
	September 30, 2009	June 30, 2009		September 30, 2009	September 30, 2008
Interest Income	\$ 242,022	\$ 252,780	\$ 288,292	\$ 753,125	\$ 843,987
Unrealized loss (gain) on derivative instruments	1,485	(3,465	1,574	(2,755	654
		)		)	
Interest income - excluding valuations	243,507	249,315	289,866	750,370	844,641
Tax-equivalent adjustment	12,925	13,933	17,859	41,306	40,702
Interest income - tax equivalent	256,432	263,248	307,725	791,676	885,343
Interest Expense	112,889	121,766	143,671	371,380	440,302
Unrealized (loss) gain on derivative instruments and liabilities measured at fair value	(1,589	(1,069	5,887	202	11,092
	)	)			
Interest expense - excluding valuations	111,300	120,697	149,558	371,582	451,394
Net interest income	\$ 129,133	\$ 131,014	\$ 144,621	\$ 381,745	\$ 403,685
Net interest income - excluding	\$ 132,207	\$ 128,618	\$ 140,308	\$ 378,788	\$ 393,247

valuations

Net interest  
income  
excluding  
valuations

- on a tax-equivalent basis	\$ 145,132	\$ 142,551	\$ 158,167	\$ 420,094	\$ 433,949
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Average  
Interest-Earning  
Assets

\$ 19,541,256	\$ 19,561,512	\$ 18,664,426	\$ 19,313,697	\$ 17,824,586
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Average  
Interest-Bearing  
Liabilities

\$ 17,308,432	\$ 17,279,599	\$ 16,871,737	\$ 17,093,195	\$ 16,017,147
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Average rate on  
interest-earning  
assets

4.91	5.18	6.14	5.21	6.32
%	%	%	%	%

Average rate on  
interest-earning  
assets- excluding  
valuations

4.94	5.11	6.18	5.19	6.33
%	%	%	%	%

Average rate on  
interest-earning  
assets excluding  
valuation - on a  
tax-equivalent  
basis

5.21	5.40	6.56	5.48	6.63
%	%	%	%	%

Average rate on  
interest-bearing  
liabilities

2.59	2.83	3.39	2.90	3.67
%	%	%	%	%

Average rate on  
interest-bearing  
liabilities- excluding  
valuations

2.55	2.80	3.53	2.91	3.76
%	%	%	%	%

Net interest  
spread

2.32	2.35	2.75	2.31	2.65
%	%	%	%	%

Net interest  
spread -

2.39	2.31	2.65	2.28	2.57
%	%	%	%	%

excluding valuations								
Net interest spread excluding valuations								
- on a tax-equivalent basis	2.66	2.60	3.03	2.57	2.87			
	%	%	%	%	%			%
Net interest margin	2.62	2.69	3.08	2.64	3.03			%
	%	%	%	%	%			%
Net interest margin - excluding valuations	2.68	2.64	2.99	2.62	2.95			%
	%	%	%	%	%			%
Net interest margin excluding valuations								
- on a tax-equivalent basis	2.95	2.92	3.37	2.91	3.25			%
	%	%	%	%	%			%

The tangible common equity ratio and tangible book value per common share are non-GAAP measures generally used by financial analysts and investment bankers to evaluate capital adequacy. Tangible common equity is total equity less preferred equity, goodwill and core deposit intangibles. Tangible assets are total assets less goodwill and core deposit intangibles. Management and many stock analysts use the tangible common equity ratio and tangible book value per common share in conjunction with more traditional bank capital ratios to compare the capital adequacy of banking organizations with significant amounts of goodwill or other intangible assets, typically stemming from the use of the purchase accounting method of accounting for mergers and acquisitions. Neither tangible common equity nor tangible assets or related measures should be considered in isolation or as a substitute for stockholders' equity, total assets or any other measure calculated in accordance with GAAP. Moreover, the manner in which the Corporation calculates its tangible common equity, tangible assets and any other related measures may differ from that of other companies reporting measures with similar names.

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The following table is a reconciliation of the Corporation's tangible common equity and tangible assets for the periods ended September 30, 2009, June 30, 2009, and September 30, 2008, respectively.

<i>(In thousands)</i>	<b>September 30, 2009</b>	<b>June 30, 2009</b>	<b>September 30, 2008</b>
Total equity per consolidated financial statements	\$ 1,698,843	\$ 1,840,686	\$ 1,441,272
Preferred equity	(927,374 )	(926,259 )	(550,100 )
Goodwill	(28,098 )	(28,098 )	(28,098 )
Core deposit intangible	(17,297 )	(18,130 )	(24,894 )
 Tangible common equity	 \$ 726,074	 \$ 868,199	 \$ 838,180
 Total assets per consolidated financial statements	 \$ 20,081,185	 \$ 20,012,887	 \$ 19,304,440
Goodwill	(28,098 )	(28,098 )	(28,098 )
Core deposit intangible	(17,297 )	(18,130 )	(24,894 )
 Tangible assets	 \$ 20,035,790	 \$ 19,966,659	 \$ 19,251,448
Common shares outstanding	92,543	92,546	92,510
 Tangible common equity ratio	 3.62	 %	 4.35
Tangible book value per common share	\$ 7.85	\$ 9.38	\$ 9.06

The Tier 1 common equity to risk-weighted assets ratio is calculated by dividing (a) tier 1 capital less non-common elements including qualifying perpetual preferred stock and qualifying trust preferred securities, by (b) risk-weighted assets, which assets are calculated in accordance with applicable bank regulatory requirements. The Tier 1 common equity ratio is not required by U.S. generally accepted accounting principles, or GAAP, or on a recurring basis by applicable bank regulatory requirements. However, this ratio was used by the Federal Reserve in connection with its stress test administered to the 19 largest U.S. bank holding companies under the Supervisory Capital Assessment Program (SCAP), the results of which were announced on May 7, 2009. Management is currently monitoring this ratio, along with the other ratios discussed above, in evaluating the Corporation's capital levels and believes that, at this time, the ratio may be of interest to investors.

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The following table reconciles stockholders' equity (GAAP) to Tier 1 common equity:

<i>(In thousands)</i>	<b>September 30, 2009</b>	<b>June 30, 2009</b>	<b>September 30, 2008</b>
Total equity per consolidated financial statements	\$ 1,698,843	\$ 1,840,686	\$ 1,441,272
Qualifying preferred stock	(927,374 )	(926,259 )	(550,100 )
Unrealized (gain) loss on available-for-sale securities (1)	(73,095 )	(46,382 )	47,187
Disallowed deferred tax asset (2)	(1,721 )	(172,187 )	(65,411 )
Goodwill	(28,098 )	(28,098 )	(28,098 )
Core deposit intangible	(17,297 )	(18,130 )	(24,894 )
Cumulative change loss (gain) in fair value of liabilities accounted for under a fair value option	(1,647 )	2,604	(2,118 )
Other disallowed assets	(514 )	(347 )	(282 )
Tier 1 common equity	\$ 649,097	\$ 651,887	\$ 817,556
Total risk-weighted assets	\$ 14,394,968	\$ 13,785,093	\$ 13,489,077
Tier 1 common equity to risk-weighted assets ratio	4.51	%	4.73
			%
			6.06
			%

(1) Tier 1 capital excludes net unrealized gains (losses) on available-for-sale debt securities and net unrealized gains on available-for-sale equity securities with readily determinable fair values, in accordance with regulatory risk-based capital guidelines. In arriving at Tier 1 capital, institutions are required to deduct net unrealized losses on available-for-sale equity securities with readily determinable fair values, net of tax.

(2) Approximately \$112 million of the Corporation's deferred tax assets at September 30, 2009 (June 30, 2009 - \$49 million; September 30, 2008 - \$50 million) were included without limitation in regulatory capital pursuant to the risk-based capital guidelines, while approximately \$2 million of such assets at September 30, 2009 (June 30, 2009 - \$172 million; September 30, 2008 - \$65 million) exceeded the limitation imposed by these guidelines and, as "disallowed deferred tax assets," were deducted in arriving at Tier 1 capital. According to regulatory capital guidelines, the deferred tax assets that are dependent upon future taxable income are limited for inclusion in Tier 1 capital to the lesser of: (i) the amount of such deferred tax asset that the entity expects to realize within one year of the calendar quarter end-date, based on its projected future taxable income for that year or (ii) 10% of the amount of the entity's Tier 1 capital. Approximately \$6 million of the Corporation's other net deferred tax liability at September 30, 2009 (June 30, 2009 - \$3 million; September 30, 2008 - \$0) represented primarily the deferred tax effects of unrealized gains and losses on available-for-sale debt securities, which are permitted to be excluded prior to deriving the amount of net deferred tax assets subject to limitation under the guidelines.

One non-GAAP performance metric that management believes is useful in analyzing underlying performance trends, particularly in times of economic stress, is pre-tax, pre-provision earnings. Pre-tax, pre-provision earnings, as defined by management, represents net (loss) income excluding income tax (benefit) expense, the provision for loan and lease losses, gains on sale and OTTI of investment securities, as well as certain items identified as unusual, non-recurring or non-operating.



From time to time, revenue and expenses are impacted by items judged by management to be outside of ordinary banking activities and/or by items that, while they may be associated with ordinary banking activities, are so unusually large that management believes to be non-recurring. These items result from factors originating outside the Corporation such as regulatory actions/assessments, and may result from unusual management decisions, such as the impairment of intangibles.

Management believes the disclosure of items identified as unusual, non-recurring or non-operating in current and prior period results aids analysts/investors in better understanding corporate performance and trends so that they can evaluate their impact on their expectations of the Corporation's performance, and in their estimates of the Corporation's future performance.

Items identified as unusual, non-recurring or non-operating for any particular period are not intended to be a complete list of items that have materially impacted current or may impact materially future period performance.

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The following table shows pre-tax, pre-provision earnings for the quarters ended September 30, 2009, June 30, 2009 and September 30, 2008 and for the nine-month period ended September 30, 2009 and 2008:

	Quarter Ended			Nine-Month Period Ended	
	September 30, 2009	June 30, 2009	September 30, 2008	September 30, 2009	2008
<i>(Dollars in thousands)</i>					
Consolidated net (loss) income	\$ (165,218 )	\$ (78,658 )	\$ 24,546	\$ (221,985 )	\$ 91,129
Less: Income tax expense (benefit)	113,473	(98,053 )	(3,749 )	1,223	(20,952 )
Add: Provision for loan and lease losses	148,090	235,152	55,319	442,671	142,435
Net (gain) loss on sale and					
OTTI of investment securities	(30,281 )	(9,244 )	696	(56,975 )	(5,476 )
Gain on VISA shares and related proceeds	(3,784 )	-	(132 )	(3,784 )	(9,474 )
FDIC special assessment	-	8,894	-	8,894	-
Core deposit impairment	-	270	-	3,988	-
Pre-tax, pre-provision earnings	\$ 62,280	\$ 58,361	\$ 76,680	\$ 174,032	\$ 197,662

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No. Description

99.1 Press Release dated October 30, 2009

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 3, 2009 FIRST BANCORP

By: /s/ Orlando Berges  
Name: Orlando Berges  
Title: Executive Vice President and  
Chief Financial Officer

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**Exhibit Index**

Exhibit No.    Description

99.1            Press Release dated October 30, 2009