





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

On February 3, 2009 First BanCorp. (the "Corporation") issued a press release announcing its unaudited results of operations for the year ended December 31, 2008. The Corporation has included in this release a non-GAAP financial measure which consists of the net interest margin rate on a tax equivalent basis excluding the unrealized changes in the fair value of derivative instruments and certain financial liabilities (mainly changes in the fair value of interest rate swaps and certain brokered certificates of deposit). The Corporation believes this non-GAAP measure provides meaningful information to investors about the Corporation's net interest margin and facilitates period-over-period comparability and analysis because the changes in valuation do not affect interest paid or received. 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. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 8.01 Other Events**

On February 5, 2009, the Corporation issued a press release announcing that the Board of Directors of the Corporation has declared the next payment of dividends on the Corporation's Series A through F Preferred shares. A copy of the press release is incorporated herein by reference from Exhibit 99.2.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated February 3, 2009
99.2	Press Release dated February 5, 2009

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**SIGNATURE**

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.

FIRST BANCORP

Date: February 5, 2009    By:    /s/ Fernando Scherrer  
Name: Fernando Scherrer  
Title: Executive Vice President and Chief Financial Officer

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**Exhibit Index**

Exhibit No.	Description
99.1	Press Release dated February 3, 2009
99.2	Press Release dated February 5, 2009