

FIRST BANCORP /NC/
Form S-8 POS
June 29, 2010

Registration No. 333-103741

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

Post-Effective Amendment No. 1
To
Form S-8

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

FIRST BANCORP
(Exact name of Registrant, as Specified in Its Charter)

| | |
|-----------------|----------------|
| North | 56-1421916 |
| Carolina | |
| (State or | (I.R.S. |
| Other | Employer) |
| Jurisdiction of | Identification |
| Incorporation | No.) |
| or | |
| Organization) | |

341 North Main Street, Troy, North Carolina 27371-0508
(Address of Principal Executive Offices)

Amended and Restated First Bancorp CCB Non-Qualified Stock Option Plan
(Full Title of the Plans)

Jerry L. Ocheltree
President and Chief Executive Officer
First Bancorp
341 North Main Street
Post Office Box 508
Troy, North Carolina 27371-0508
(Name and Address of Agent For Service)

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(910) 576-6171

(Telephone Number, Including Area Code, of Agent for Service)

Copy to:

Henry H. Ralston

Robinson, Bradshaw & Hinson, P.A.

101 North Tryon Street, Suite 1900

Charlotte, North Carolina 28246

(704) 377-2536

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if smaller reporting company)

EXPLANATORY NOTE

First Bancorp (the “Company”) registered 52,000 shares of its common stock, no par value (“Common Stock”), for issuance under the Amended and Restated First Bancorp CCB Non-Qualified Stock Option Plan (the “CCB Plan”) pursuant to Registration Statement No. 333-103741 on Form S-8 filed with the Securities and Exchange Commission on March 11, 2003 (the “Registration Statement”). Pursuant to Rule 416 under the Securities Act of 1933, as amended, the number of registered shares automatically increased to 78,000 shares in connection with the Company’s three-for-two stock split that was completed on November 15, 2004. As of the date hereof, all of the registered shares have been sold and no further awards will be made or remain outstanding under the CCB Plan.

The Company is filing this Post-Effective Amendment No. 1 to report that all shares of Common Stock that were registered under the Registration Statement have been sold and that no further shares of Common Stock will be issued under the CCB Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of North Carolina on this 29th day of June, 2010.

FIRST BANCORP

By: /s/ Jerry L. Ocheltree
 Jerry L. Ocheltree
 President and Chief
 Executive Officer

| Signature | Title | Date |
|---|--|---------------|
| <u>/s/ Jerry L. Ocheltree</u> Jerry L. Ocheltree | President, Chief Executive Officer and Director | June 29, 2010 |
| <u>/s/ Anna G. Hollers</u> Anna G. Hollers | Executive Vice President, Chief Operating Officer and Secretary | June 29, 2010 |
| <u>/s/ Eric P. Credle</u> Eric P. Credle | Executive Vice President and Chief Financial Officer | June 29, 2010 |
| <u>/s/ Daniel T. Blue, Jr.</u> Daniel T. Blue, Jr. | Director | June 29, 2010 |
| <u>/s/ Jack D. Briggs</u> Jack D. Briggs | Director | June 29, 2010 |
| <u>/s/ R. Walton Brown</u> R. Walton Brown | Director | June 29, 2010 |
| <u>/s/ David L. Burns</u> David L. Burns | Director | June 29, 2010 |
| <u>/s/ John F. Burns</u> John F. Burns | Director | June 29, 2010 |

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/s/ Mary Clara Capel Director June 29, 2010

Mary Clara Capel

/s/ James C. Crawford, III Director June 29, 2010

James C. Crawford, III

/s/ R. Winston Dozier Director June 29, 2010

R. Winston Dozier
