

FIRST BANCORP /NC/  
Form S-8 POS  
March 25, 2008

As filed with the Securities and Exchange Commission on March 25, 2008

Registration No. \_\_\_\_\_

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

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

First Bancorp 2004 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)

(910) 576-6171

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

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Copy to:

Henry H. Ralston

Robinson, Bradshaw & Hinson, P.A.

101 North Tryon Street, Suite 1900

Charlotte, North Carolina 28246

(704) 377-2536

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EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES

First Bancorp (the “Company”) registered 850,000 shares of its common stock, no par value (“Common Stock”), for issuance under the First Bancorp 2004 Stock Option Plan (the “2004 Plan”) pursuant to Registration Statement No. 333-118570 on Form S-8 filed with the Securities and Exchange Commission on August 26, 2004 (the “Registration Statement”). Pursuant to Rule 416 under the Securities Act of 1933, as amended, the number of registered shares automatically increased to 1,275,000 shares in connection with the Company’s three-for-two stock split that was completed on November 15, 2004. Upon shareholder approval of the First Bancorp 2007 Equity Plan (the “2007 Plan”) at the Company’s annual meeting of shareholders on May 2, 2007, the 2007 Plan replaced the 2004 Plan, and no further awards will be made under the 2004 Plan.

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement is being filed to deregister 1,180,250 shares of Common Stock that have not been issued and are not subject to issuance pursuant to outstanding awards under the 2004 Plan. Accordingly, the Company hereby withdraws these 1,180,250 shares of Common Stock from registration under the Registration Statement.

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## 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 25th day of March, 2008.

## FIRST BANCORP

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

| Signature   | Title   | Date           |
|---|---|----------------|
| <u>/s/ Jerry L. Ocheltree</u><br>Jerry L. Ocheltree | President, Chief Executive Officer, Treasurer and Director      | March 25, 2008 |
| <u>/s/ Anna G. Hollers</u><br>Anna G. Hollers       | Executive Vice President, Chief Operating Officer and Secretary | March 25, 2008 |
| <u>/s/ Eric P. Credle</u><br>Eric P. Credle         | Executive Vice President and Chief Financial Officer            | March 25, 2008 |
| <u>/s/ Jack D. Briggs</u><br>Jack D. Briggs         | Director  | March 25, 2008 |
| <u>/s/ R. Walton Brown</u><br>R. Walton Brown       | Director  | March 25, 2008 |
| <u>/s/ David L. Burns</u><br>David L. Burns         | Director  | March 25, 2008 |
| <u>/s/ John F. Burns</u><br>John F. Burns           | Director  | March 25, 2008 |
| <u>/s/ Mary Clara Capel</u><br>Mary Clara Capel     | Director  | March 25, 2008 |

