

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

Registration No. 333-51798

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

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

REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933

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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)

First Bancorp FSB Employee Stock Option Plan  
First Bancorp FSB Nonqualified Stock Option Plan for Directors  
First Bancorp FSB Second Nonqualified Stock Option Plan for Directors  
(Full Title of the Plans)

Jerry L. Ocheltree  
President and Chief Executive Officer  
First Bancorp  
341 North Main Street

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Post Office Box 508  
Troy, North Carolina 27371-0508  
(Name and Address of Agent For Service)

(910) 576-6171  
(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

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)

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DEREGISTRATION OF SECURITIES

First Bancorp (the “Company”) registered an aggregate of 391,584 shares of its common stock, no par value (“Common Stock”), for issuance under the First Bancorp FSB Employee Stock Option Plan, the First Bancorp FSB Nonqualified Stock Option Plan for Directors and the First Bancorp FSB Second Nonqualified Stock Option Plan for Directors (collectively, the “Plans”) pursuant to Registration Statement No. 333-51798 on Form S-8 filed with the Securities and Exchange Commission on December 14, 2000 (the “Registration Statement”). Pursuant to Rule 416 under the Securities Act of 1933, as amended, the number of registered shares automatically increased to 587,376 shares in connection with the Company’s three-for-two stock split that was completed on November 15, 2004. As of the date hereof, no further awards will be made or remain outstanding under the Plans.

In accordance with the undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that remain unsold at the termination of the offering, the Company is filing this Post-Effective Amendment No. 1 to deregister one share of Common Stock that has not been issued and is not subject to issuance under the Plans. Accordingly, the Company hereby withdraws this one share 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 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

/s/ James G. Hudson, Jr. Director June 29, 2010

James G. Hudson, Jr.

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