

BSQUARE CORP /WA
Form SC 13G
February 12, 2004

OMB APPROVAL
OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden hours per response...11

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

BSQUARE CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

11776U102

(Cusip Number)

December 19, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes).

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
First BanCorp, 1519 Ponce de León Ave. 66-05-61882
Santurce, Puerto Rico 00908

2. Check the Appropriate Box if a Member of a Group: Not Applicable

(a)

(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
Puerto Rico

5. Sole Voting Power:
1,976,500

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power:
None

7. Sole Dispositive Power:
1,976,500

8. Shared Dispositive Power:
None

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
1,976,500

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares: Not Applicable

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11. Percent of Class Represented by Amount in Row (9):
5.30%

12. Type of Reporting Person:
HC

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WASHINGTON, DC 20549

SCHEDULE 13G ITEMS

Statement under Section 13 (d)-1(b) of the Securities Exchange Act of 1934

Item 1

- | | | |
|-----|----------------------------|---|
| (a) | Name of Issuer - | BSQUARE CORPORATION |
| (b) | Address of Issuer - | 3150 139th Avenue SE, Suite 500
Bellevue, WA 98005 |

Item 2

- | | | |
|-----|---|--|
| (a) | Name of Person Filing | First BanCorp |
| (b) | Address of Principal Business Office | 1519 Ponce de León Avenue
Santurce, Puerto Rico 00908 |
| (c) | Place of Incorporation | Puerto Rico |
| (d) | Title of Class of Securities | Common Stock |
| (e) | CUSIP Number | 843803 10 7 |

Item 3

The person filing is a Parent Holding Company in accordance with §240.13d-1(b)(1)(ii)(G)

Item 4 Ownership

- | | | |
|-------|--|---------------------|
| (a) | Amount beneficially owned | 1,976,500 |
| (b) | Percent of Class | 5.3% ^{1,2} |
| (c) | Number of Shares as to which the person has: | |
| (i) | Sole power to vote or to direct the vote | 1,976,500 |
| (ii) | Shared power to vote or to direct the vote | None |
| (iii) | Sole power to dispose or to direct the disposition of | 1,976,500 |
| (iv) | Shared power to dispose or to direct the disposition of | None |

Item 5 Ownership of Five Percent or Less of a Class:

¹ Based on 37,457,164 shares of Common Stock of the Issuer outstanding as of October 31, 2003.

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² As of January 27, 2004, First BanCorp ceased to be the beneficial owner of five percent or more and reduced ownership percent to 4.98%.

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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]³.

Item 6 Ownership of more than 5% on behalf of another person

Not Applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Date: February 10, 2004

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2004

Signature: /s/ Annie Astor-Carbonell

Name Annie Astor-Carbonell
Title: Chief Financial Officer
 Senior Executive Vice President

³ This statement is being filed to report ownership of five percent or more of a class as of December 31, 2003. As of January 27, 2004, First BanCorp ceased to be the beneficial owner of five percent or more and reduced ownership percent to 4.98%.