

FIRST BANCORP /NC/  
Form SC 13G/A  
February 08, 2017

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

First Bancorp  
(Name of Issuer)

Common Stock, no par value  
(Title of Class of Securities)

318910106  
(CUSIP Number)

December 31, 2016  
(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 on 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 ("Act") 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).

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CUSIP No.  
318910106

13G Page 2 of 2 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE  
PERSON

Basswood Capital Management, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP\*  
(a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
Delaware

5 SOLE VOTING POWER  
0

NUMBER  
OF  
SHARES  
BENEFICIALLY<sup>6</sup>  
OWNED  
78,755

BY  
EACH  
REPORTING<sup>7</sup>  
PERSON  
WITH  
SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
78,755

9 AGGREGATE AMOUNT BENEFICIALLY  
OWNED BY EACH REPORTING PERSON

78,755

10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN  
SHARES

11 PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (9)

0.4%

12 TYPE OF REPORTING PERSON\*

IA

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CUSIP No.  
318910106

13G Page 3 of 7 Pages

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF  
 ABOVE PERSON

Matthew Lindenbaum

2 CHECK THE APPROPRIATE BOX  
 IF A MEMBER OF A GROUP\*  
 (a)  
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
 ORGANIZATION

United States

5 SOLE VOTING POWER  
 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER  
 78,755

SOLE DISPOSITIVE POWER  
 0

8 SHARED DISPOSITIVE POWER  
 78,755

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

78,755

10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN  
SHARES

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

0.4%

12 TYPE OF REPORTING PERSON\*  
IN/HC

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CUSIP No.  
318910106

13G Page 4 of 7 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON

Bennett Lindenbaum

2 CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP\*  
(a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

5 SOLE VOTING POWER  
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER  
78,755

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
78,755

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

78,755

10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN  
SHARES

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

0.4%

12 TYPE OF REPORTING PERSON\*  
IN/HC

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Item  
1(a) Name of Issuer:

First Bancorp

Item  
1(b) Address of Issuer's Principal Executive Offices:

300 SW Broad St.  
Southern Pines, NC 28387

Item  
2(a) Name of Person Filing:

The information required by Item 2(a) is set forth in Row 1 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.

Item  
2(b) Address or Principal Business Office:

c/o Basswood Capital Management, L.L.C.  
645 Madison Avenue, 10<sup>th</sup> Floor  
New York, NY 10022

Item  
2(c) Citizenship:

The information required by Item 2(c) is set forth in Row 4 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.

Item  
2(d) Title of Class of Securities:

Common Stock, no par value

Item  
2(e) CUSIP Number:

318910106

Item 3 Statement filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c):

The information required by Item 3 is set forth in Row 12 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.

Item 4 Ownership:

The information required by Items 4(a)-(c) is set forth in Rows 5-11 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.





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

Basswood Capital Management, L.L.C., Matthew Lindenbaum and Bennett Lindenbaum have ceased to be the beneficial owners of more than five percent of the class of securities.

Item 6 Ownership of More than Five Percent 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 the signatory certifies that, to the best of his 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.

[Remainder of page intentionally left blank]

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SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2017

BASSWOOD CAPITAL  
MANAGEMENT, L.L.C.

By: /s/ Matthew  
Lindenbaum  
Name: Matthew Lindenbaum  
Title: Managing Member

/s/ Matthew  
Lindenbaum  
Matthew Lindenbaum, an  
individual

/s/ Bennett  
Lindenbaum  
Bennett Lindenbaum, an  
individual