

POPULAR INC  
Form 8-K  
August 10, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**  
**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): August 10, 2009

**Popular, Inc.**

(Exact name of registrant as specified in its charter)

**Puerto Rico**  
(State or other jurisdiction of incorporation)

**0-13818**  
(Commission File Number)

**66-0667416**  
(I.R.S. Employer Identification No.)

**209 MUNOZ RIVERA AVE, POPULAR  
CENTER BUILDING, HATO REY , Puerto  
Rico**

(Address of principal executive offices)

**00918**  
(Zip Code)

Registrant's telephone number, including area code: 787-765-9800

Not Applicable

**Former name or former address, if changed since last report**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On August 10, 2009 Popular, Inc. (the Corporation ) announced that, in connection with its offer (the Exchange Offer ) to issue up to 390 million shares of its Common Stock in exchange for its Series A Preferred Stock and Series B Preferred Stock and for the Trust Preferred Securities, the Corporation has agreed with the U.S. Treasury that the U.S. Treasury will exchange all \$935 million of its outstanding shares of Series C Preferred Stock of the Corporation for \$935 million of newly issued trust preferred securities. The Corporation has filed a registration statement, a prospectus and related exchange offer materials with the SEC for the Exchange Offer. The complete terms and conditions of the Exchange Offer are set forth in the prospectus and the related letter of transmittals.

A copy of Popular, Inc.'s press release announcing the transaction with the U.S. Treasury is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 99.1 Press release dated August 10, 2009

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

August 10, 2009

Popular, Inc.

By: */s/ Ileana Gonzalez*  
*Name: Ileana Gonzalez*

*Title: Senior Vice President and Comptroller*

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated August 10, 2009