

FIRST COMMUNITY BANCORP /CA/
Form S-3MEF
July 11, 2002

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As filed with the Securities and Exchange Commission on July 12, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

FIRST COMMUNITY BANCORP

(Exact Name of Registrant as Specified in Its Charter)

CALIFORNIA

(State or other jurisdiction of
incorporation or organization)

33-0885320

(I.R.S. Employer
Identification No.)

**6110 El Tordo
Rancho Santa Fe, California 92067
(858) 756-3023**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Lynn M. Hopkins
Chief Financial Officer
275 North Brea Boulevard
Brea, California 92821
(714) 671-6800**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

with a copy to:

**Stanley F. Farrar, Esq.
Sullivan & Cromwell
1888 Century Park East
Los Angeles, California 90067
(310) 712-6600**

**Allen Z. Sussman, Esq.
Morrison & Foerster, LLP
555 West Fifth Street, Suite 3500
Los Angeles, California 90013
(213) 892-5200**

**Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement becomes effective.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. _____

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-90198

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. _____

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price per Share(2)(3) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee(3) |
|--|----------------------------|---|--|-------------------------------|
| Common Stock, no par value | 345,000 | \$24.50 | \$8,452,500 | \$777.63 |

- (1) Includes 45,000 shares the underwriters have the option to purchase to cover over-allotments, if any.
- (2) Estimated solely for purposes of calculating the registration fee.
- (3) Pursuant to Rule 457(a).

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed with respect to the common stock, no par value, of First Community Bancorp, a California corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier effective Registration Statement on Form S-3 (File No. 333-90198) originally filed by First Community Bancorp on June 11, 2002, and amended on June 27, 2002 and July 11, 2002, are incorporated into this Registration Statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

Item 16. Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 5.1 | Opinion of Sullivan & Cromwell. |
| 23.1 | Consent of KPMG LLP (with respect to First Community Bancorp). |

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| Exhibit No. | Description |
|-------------|--|
| 23.2 | Consent of KPMG LLP (with respect to First National Bank). |
| 23.3 | Consent of KPMG LLP (with respect to Professional Bancorp). |
| 23.4 | Consent of Moss Adams LLP (with respect to Professional Bancorp). |
| 23.5 | Consent of Vavrinek, Trine, Day & Co. LLP (with respect to Pacific Western National Bank). |
| 23.6 | Consent of Vavrinek, Trine, Day & Co. LLP (with respect to W.H.E.C., Inc.). |
| 23.7 | Consent of Sullivan & Cromwell (included within Exhibit 5.1). |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Brea, state of California, on this 12th day of July, 2002.

FIRST COMMUNITY BANCORP

By:

/s/ LYNN M. HOPKINS

Lynn M. Hopkins
*Executive Vice President and
 Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|---------------|
| * _____ John M. Eggemeyer, III | Director and Chairman of the Board | July 12, 2002 |
| * _____ Matthew P. Wagner | President, Chief Executive Officer and Director (Principal Executive Officer) | July 12, 2002 |
| /s/ LYNN M. HOPKINS _____ Lynn M. Hopkins | Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | July 12, 2002 |
| * _____ Timothy B. Matz | Director | July 12, 2002 |
| * _____ Timothy L. Blixseth | Director | July 12, 2002 |

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| Signature | Title | Date |
|--|----------|---------------|
| * Robert E. Herrmann | Director | July 12, 2002 |
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| * Robert A. Schoellhorn | Director | July 12, 2002 |
| * Robert A. Stine | Director | July 12, 2002 |
| * David S. Williams | Director | July 12, 2002 |
| * Harold W. Clark | Director | July 12, 2002 |
| * Stephen M. Dunn | Director | July 12, 2002 |
| * Barry C. Fitzpatrick | Director | July 12, 2002 |
| /s/ LYNN M. HOPKINS Lynn M. Hopkins * <i>Attorney-in-fact.</i> | | July 12, 2002 |

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Exhibit Index

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