

Edgar Filing: POPULAR INC - Form SC 13G/A

POPULAR INC  
Form SC 13G/A  
February 10, 2012

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

SCHEDULE 13G/A  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)

Popular, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

733174106  
(CUSIP Number)

January 31, 2012  
(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 ("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).

CUSIP No. 733174106

1. Names of Reporting Persons.

Valinor Management, LLC

2. Check the Appropriate Box if a Member Of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

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Delaware

Number of Shares 5. Sole Voting Power: 0  
Beneficially Owned by 6. Shared Voting Power: 80,077,203  
Each Reporting Person With: 7. Sole Dispositive Power: 0  
8. Shared Dispositive Power: 80,077,203  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
80,077,203  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
11. Percent of Class Represented by Amount in Row (9)  
7.81%  
12. Type of Reporting Person  
OO

CUSIP No. 733174106

1. Names of Reporting Persons.  
David Gallo  
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 of America  
Number of Shares 5. Sole Voting Power: 0  
Beneficially Owned by 6. Shared Voting Power: 80,077,203  
Each Reporting Person With: 7. Sole Dispositive Power: 0  
8. Shared Dispositive Power: 80,077,203  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
80,077,203  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
11. Percent of Class Represented by Amount in Row (9)  
7.81%

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12. Type of Reporting Person

IN

CUSIP No. 733174106

1. Names of Reporting Persons.

Valinor Capital Partners Offshore Master Fund, L.P.

2. Check the Appropriate Box if a Member Of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

Number of Shares	5. Sole Voting Power: 0
Beneficially Owned by	6. Shared Voting Power: 51,530,130
Each Reporting Person With:	7. Sole Dispositive Power: 0
	8. Shared Dispositive Power: 51,530,130

9. Aggregate Amount Beneficially Owned by Each Reporting Person

51,530,130

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

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

5.03%

12. Type of Reporting Person

PN

Item 1. (a) Name of Issuer: Popular, Inc.

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

209 Munoz Rivera Avenue  
Hato Rey, Puerto Rico 00918

Item 2. (a) Name of Person Filing:

Valinor Management, LLC  
David Gallo  
Valinor Capital Partners Offshore Master Fund, L.P.

(b) Address of Principal Business Office, or, if None, Residence:

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Valinor Management, LLC  
David Gallo  
510 Madison Avenue, 25th Floor  
New York, NY 10022

Valinor Capital Partners Offshore Master Fund, L.P.  
c/o Morgan Stanley Fund Services (Cayman) Ltd.  
Cricket Square  
Hutchins Drive  
2nd Floor, Boundary Hall  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

(c) Citizenship:

Valinor Management, LLC: Delaware  
David Gallo: United States of America  
Valinor Capital Partners Offshore Master Fund, L.P.: Cayman Islands

(d) Title of Class of Securities:  
Common Stock

(e) CUSIP No.: 733174106

Item 3. If This Statement is Filed Pursuant to Rules 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act.
- (b)  Bank as defined in Section 3(a)(6) of the Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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- (a) Amount beneficially owned:
- Valinor Management, LLC: 80,077,203  
David Gallo: 80,077,203  
Valinor Capital Partners Offshore Master Fund, L.P.: 51,530,130
- (b) Percent of class:
- Valinor Management, LLC: 7.81%  
David Gallo: 7.81%  
Valinor Capital Partners Offshore Master Fund, L.P.: 5.03%
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote
- Valinor Management, LLC: 0  
David Gallo: 0  
Valinor Capital Partners Offshore Master Fund, L.P.: 0
- (ii) Shared power to vote or to direct the vote
- Valinor Management, LLC: 80,077,203  
David Gallo: 80,077,203  
Valinor Capital Partners Offshore Master Fund, L.P.:  
51,530,130
- (iii) Sole power to dispose or to direct the disposition of
- Valinor Management, LLC: 0  
David Gallo: 0  
Valinor Capital Partners Offshore Master Fund, L.P.: 0
- (iv) Shared power to dispose or to direct the disposition of
- Valinor Management, LLC: 80,077,203  
David Gallo: 80,077,203  
Valinor Capital Partners Offshore Master Fund, L.P.:  
51,530,130

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

Not Applicable

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 or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

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Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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.

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.

Dated: February 10, 2012

Valinor Management, LLC\*

By: /s/ David Angstreich  
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Name: David Angstreich  
Title: Chief Financial Officer

/s/ David Gallo\*  
-----

Name: David Gallo

Valinor Capital Partners Offshore  
Master Fund, L.P.

By: /s/ David Gallo  
-----

Name: David Gallo  
Title: Director

\* The Reporting Persons disclaim beneficial ownership except to the extent of their pecuniary interests therein.

EXHIBIT A

AGREEMENT

The undersigned agree that this Schedule 13G/A dated February 10, 2012 relating to the Common Stock of Popular, Inc. shall be filed on behalf of the undersigned.

Valinor Management, LLC

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By: /s/ David Angstreich

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Name: David Angstreich

Title: Chief Financial Officer

/s/ David Gallo

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Name: David Gallo

Valinor Capital Partners Offshore

Master Fund, L.P.

By: /s/ David Gallo

-----

Name: David Gallo

Title: Director