POPULAR INC
Form 424B2
September 11, 2018

Filed Pursuant to Rule 424(b)(2)
Registration No. 333-225726

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus do not constitute an offer to sell these securities and we are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED SEPTEMBER 11, 2018

Preliminary Prospectus Supplement to Prospectus dated June 19, 2018

$

% Senior Notes due 20

Popular, Inc. is offering $ in aggregate principal amount of its % Senior Notes due 20 (the notes). The notes will mature on , 20 . Interest on the notes is payable on and of each year, beginning on , 2019. Popular, Inc. may redeem the notes, in whole or in part, at any time or from time to time prior to their maturity at a price set forth under Description of the Notes Optional Redemption in this prospectus supplement.

The notes will be unsecured and will rank equally and ratably with all of Popular, Inc. s other unsecured senior indebtedness. The notes will not be guaranteed by any of Popular Inc. s subsidiaries.

Investing in the notes involves risks. See Risk Factors beginning on page S-5 of this prospectus supplement and Part I. Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2017 for a discussion of risks that you should consider in connection with an investment in the notes.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

The notes are not deposits or savings accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency or instrumentality.

None of the Securities and Exchange Commission, any state or Commonwealth of Puerto Rico securities commission, the Federal Deposit Insurance Corporation, the Board of Governors of the Federal Reserve System or any other regulatory body has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement and the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per note(1)	Total
Price to investors	%	$
Underwriting discount	%	$
Proceeds, before expenses, to Popular, Inc.	%	$

(1) Interest will accrue on the notes from September , 2018 to the date of settlement.

The underwriters expect to deliver the notes through the facilities of The Depository Trust Company and its participants Clearstream Banking S.A. and Euroclear Bank SA/NV on or about September , 2018.

Joint Bookrunners

J.P. Morgan **Barclays** **Goldman Sachs & Co. LLC** **Morgan Stanley**

Co-Managers

Popular Securities

Prospectus Supplement dated September , 2018

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Prospectus Supplement

Prospectus

We have not authorized anyone to provide you with any information or to make any representation other than that contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus issued by us. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. You should not assume that the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference or any related free writing prospectus issued by us is accurate as of any date other than the respective dates thereof. Our business, financial condition, liquidity, results of operations or prospects may have changed since those dates. We are not making an offer of these

securities in any jurisdiction where such offer is not permitted.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering.

If the description of this offering or the notes varies between this prospectus supplement and the accompanying prospectus, you should rely on the information contained in or incorporated by reference into this prospectus supplement. You should also read and consider the additional information under the captions Where You Can Find More Information and Incorporation of Certain Documents by Reference in this prospectus supplement.

In this prospectus supplement, unless otherwise stated or the context otherwise requires, Company, Popular, we, us and our refer to Popular, Inc. and its subsidiaries.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (the SEC). Our SEC filings are available to the public over the Internet at the SEC s website at http://www.sec.gov. You may also read and copy any document we file with the SEC at its Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus supplement, and later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the following documents:

- Our Annual Report on Form 10-K for the year ended December 31, 2017.
- Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2018.
- Our Quarterly Report on Form 10-Q for the quarter ended June 30, 2018.
- Our Current Reports on Form 8-K filed on February 14, 2018 (Item 8.01 only), February 23, 2018, May 8, 2018, May 11, 2018, May 24, 2018, June 5, 2018, June 19, 2018, July 6, 2018, July 23, 2018, August 6, 2018 and August 23, 2018.

All documents that we file subsequent to the date of this prospectus supplement and prior to the termination of this offering pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, shall be deemed to be incorporated by reference into this prospectus supplement and to be a part hereof from the date of filing of such documents. Information in documents that is deemed, in accordance with SEC rules, to be furnished and not filed shall not be deemed to be incorporated by reference into this prospectus supplement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

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You may request a copy of these filings, other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing, at no cost, by writing to us at the following address: Corporate Communications, Popular, Inc., P.O. Box 362708, San Juan, Puerto Rico 00936-2708. Telephone requests may also be directed to: (787) 765-9800. You may also access this information at our website at http://www.popular.com. No information on our website is deemed to be part of or incorporated by reference in this prospectus supplement or the accompanying prospectus.

PRIIPs Regulation / Prospectus Directive / Prohibition of sales to EEA retail investors

The notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, MiFID II); or (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the Insurance Mediation Directive), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the Prospectus Directive) . Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the PRIIPs Regulation) for offering or selling the notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Notice to Prospective Investors in the United Kingdom

The communication of this prospectus supplement, the accompanying prospectus and any other document or materials relating to the issue of the notes offered hereby is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the United Kingdom s Financial Services and Markets Act 2000, as amended (the FSMA). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom who have professional experience in matters relating to investments and who fall within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the Financial Promotion Order)), or who fall within Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons together being referred to as relevant persons). In the United Kingdom, the notes offered hereby are only available to, and any investment or investment activity to which this prospectus supplement and the accompanying prospectus relates will be engaged in only with, relevant persons. Any person in the United Kingdom that is not a relevant person should not act or rely on this prospectus supplement, the accompanying prospectus or any of their contents.

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FORWARD-LOOKING STATEMENTS

Certain statements in this prospectus supplement, the accompanying prospectus and the documents incorporated herein and therein are forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements may relate to Popular s business, financial condition, results of operations, plans, objectives and future performance. These statements are not guarantees of future performance, are based on management s current expectations and, by their nature, involve risks, uncertainties, estimates and assumptions. Potential factors, some of which are beyond the Company s control, could cause actual results to differ materially from those expressed in, or implied by, such forward-looking statements. Risks and uncertainties include without limitation the effect of competitive and economic factors, and our reaction to those factors, the adequacy of the allowance for loan losses, delinquency trends, market risk and the impact of interest rate changes, capital markets conditions, capital adequacy and liquidity, the effect of legal proceedings and new accounting standards on the Company s financial condition and results of operations, and the impact of Hurricanes Irma and María on the Company. All statements contained herein that are not clearly historical in nature are forward-looking, and the words anticipate, believe, continues, expect, estimate, intend, project and similar expressions and future or condi such as will, would, should, could, might, can, may or similar expressions are generally intended to identi forward-looking statements.

Various factors, some of which are beyond Popular s control, could cause actual results to differ materially from those expressed in, or implied by, such forward-looking statements. Factors that might cause such a difference include, but are not limited to:

- the rate of growth in the economy and employment levels, as well as general business and economic conditions in the geographic areas we serve;

- the impact of the current fiscal and economic crisis of the Commonwealth of Puerto Rico and the measures taken and to be taken by the Puerto Rico Government and the Federally-appointed oversight board on the economy, our customers and our business;

- the impact of the pending debt restructuring proceedings under Title III of the Puerto Rico Oversight, Management and Economic Stability Act (PROMESA) and of other actions taken or to be taken to address Puerto Rico s fiscal crisis on the value of our portfolio of Puerto Rico government securities and loans to governmental entities and private borrowers that have relationships with the government, and the possibility that these actions may result in credit losses that are higher than currently expected;

- the impact of Hurricanes Irma and Maria, and the measures taken to recover from these hurricanes (including the availability of relief funds and insurance proceeds), on the economy of Puerto Rico, the U.S. Virgin Islands and the British Virgin Islands, and on our customers and our business;

- changes in interest rates and market liquidity, which may reduce interest margins, impact funding sources and affect our ability to originate and distribute financial products in the primary and secondary markets;

the fiscal and monetary policies of the federal government and its agencies;

changes in federal bank regulatory and supervisory policies, including required levels of capital and the impact of proposed capital standards on our capital ratios;

the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act on our businesses, business practices and cost of operations;

regulatory approvals that may be necessary to undertake certain actions or consummate strategic transactions such as acquisitions and dispositions;

the ability to successfully integrate the auto finance business acquired from Wells Fargo & Company, as well as unexpected costs, including, without limitation, costs due to exposure to any unrecorded

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- liabilities or issues not identified during the due diligence investigation of the business or that are not subject to indemnification or reimbursement, and risks that the business may suffer as a result of the transaction, including due to adverse effects on relationships with customers, employees and service providers;
- the relative strength or weakness of the consumer and commercial credit sectors and of the real estate markets in Puerto Rico and the other markets in which borrowers are located;
- the performance of the stock and bond markets;
- competition in the financial services industry;
- additional Federal Deposit Insurance Corporation (FDIC) assessments;
- possible legislative, tax or regulatory changes and
- a failure in or breach of our operational or security systems or infrastructure or those of EVERTEC, Inc., our provider of core financial transaction processing and information technology services, as a result of cyberattacks, including e-fraud, denial-of-services and computer intrusion, that might result in loss or breach of customer data, disruption of services, reputational damage or additional costs to Popular.

Other possible events or factors that could cause results or performance to differ materially from those expressed in these forward-looking statements include the following:

- negative economic conditions, including as a result of Hurricanes Irma and Maria, that adversely affect housing prices, the job market, consumer confidence and spending habits which may affect, among other things, the level of non-performing assets, charge-offs and provision expense;
- changes in market rates and prices which may adversely impact the value of financial assets and liabilities;
- liabilities resulting from litigation and regulatory investigations;
- changes in accounting standards, rules and interpretations;
- our ability to grow our core businesses;
- decisions to downsize, sell or close units or otherwise change our business mix; and

management s ability to identify and manage these and other risks.

Moreover, the outcome of legal proceedings, as discussed in Part II, Item I. Legal Proceedings of the Company s Form 10-Q for the quarters ended March 31, 2018 and June 30, 2018 and in Part I, Item 3. Legal Proceedings of the Company s Form 10-K for the year ended December 31, 2017, is inherently uncertain and depends on judicial interpretations of law and the findings of regulators, judges and/or juries. Investors should refer to the Risk Factors in the Company s Annual Report on Form 10-K for the year ended December 31, 2017 for a discussion of such factors and certain risks and uncertainties to which the Company is subject.

All forward-looking statements included in this prospectus supplement are based upon information available to Popular as of the date of this prospectus supplement, and other than as required by law, including the requirements of applicable securities laws, we assume no obligation to update or revise any such forward-looking statements which speak as of their respective dates.

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SUMMARY

The following summary highlights selected information about us and the offering. It may not contain all of the information that is important to you and is qualified in its entirety by the more detailed information included or incorporated by reference in this prospectus supplement and the accompanying prospectus. Before making an investment decision, you should carefully consider the information contained and incorporated by reference in this prospectus supplement and the accompanying prospectus, including the information set forth under the heading Risk Factors on page S-5 of this prospectus supplement and in our Annual Report on Form 10-K for the year ended December 31, 2017 as well as our consolidated financial statements and the notes to those statements.

The Company

Popular is a diversified, publicly-owned financial holding company, registered under the Bank Holding Company Act of 1956, as amended (the BHC Act), and subject to supervision and regulation by the Board of Governors of the Federal Reserve System (the Federal Reserve Board). Headquartered in San Juan, Puerto Rico, Popular offers financial services in Puerto Rico, the mainland United States (the U.S.) and the U.S. and British Virgin Islands. Popular was incorporated in 1984 under the laws of the Commonwealth of Puerto Rico and is the largest financial institution based in Puerto Rico, with consolidated assets of $47.5 billion, total deposits of $39.4 billion and stockholders equity of $5.3 billion at June 30, 2018. Popular also owns, as of June 30, 2018, a 16.03% interest in EVERTEC, Inc., which provides transaction processing services in the Caribbean and Latin America, including servicing many of Popular s system infrastructures and transaction processing businesses, and a 15.84% interest in Centro Financiero BHD León, S.A., a diversified financial services institution operating in the Dominican Republic. At December 31, 2017, Popular ranked among the top 50 U.S. bank holding companies by assets.

In Puerto Rico, the Company provides retail, mortgage, and commercial banking services through its principal banking subsidiary, Banco Popular de Puerto Rico (BPPR), as well as investment banking, broker-dealer, auto and equipment leasing and financing, and insurance services through specialized subsidiaries. In the U.S. mainland, the Company provides retail, mortgage and commercial banking services through its New York-chartered banking subsidiary, Popular Bank (PB), which has branches located in New York, New Jersey and Florida.

Popular is a holding company and services its obligations, including the notes sold in this offering, primarily with dividends and advances that it receives from subsidiaries and from dividends received from certain of its equity method investments. Popular s subsidiaries that operate in the banking business, BPPR and PB, are limited by law in their ability to make dividend payments and other distributions to Popular based on their earnings and capital positions. In addition, based on its current financial condition, PB is required to obtain approval from the Federal Reserve Board and the New York State Department of Financial Services (NYSDF) prior to declaring or paying dividends to Popular. Furthermore, Popular s subsidiaries can only pay dividends if they are in compliance with the applicable regulatory requirements imposed on them by federal and state bank regulatory authorities and regulators. Popular s subsidiaries may be party to credit agreements that also may restrict their ability to pay dividends. The notes will not be guaranteed by our subsidiaries and will be structurally subordinated to the existing and future indebtedness of our subsidiaries.

Under the regulations of the Federal Reserve Board, a bank holding company is expected to act as a source of financial and managerial strength for its subsidiary banks. As a result of this regulatory policy, the Federal Reserve Board might require Popular to commit resources to its subsidiary banks when doing so is not otherwise in the interests of Popular or its shareholders or creditors.

Popular s principal executive offices are located at 209 Muñoz Rivera Avenue, Hato Rey, Puerto Rico 00918, and our telephone number is (787) 765-9800.

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The Offering

The following summary of the offering contains basic information about the offering and the notes and is not intended to be complete. It does not contain all the information that is important to you. For a more complete understanding of the notes, you should read the section of this prospectus supplement entitled Description of the Notes and the section of the accompanying prospectus entitled Description of Debt Securities We May Offer.

Issuer	Popular, Inc.
Securities offered	$ in aggregate principal amount of % Senior Notes due 20 .
Issue date	September , 2018
Issue price	%
Stated maturity date	, 20
Interest rate	% per annum
Interest payment dates	and of each year, beginning on , 2019
No guarantees	The notes are not guaranteed by any of our subsidiaries.
Security and ranking	The notes will be unsecured and will rank equally and ratably with the existing and future unsecured senior indebtedness of Popular, Inc. The notes will be effectively subordinated to Popular, Inc. s existing and future secured indebtedness, to the extent of the value of the collateral securing such indebtedness, and will be structurally subordinated to the existing and future indebtedness and other liabilities and preferred equity of Popular, Inc. s subsidiaries.
	As of June 30, 2018:
	Popular, Inc. and its subsidiaries on a consolidated basis had approximately $42.2 billion of indebtedness and other liabilities (including deposits) outstanding;

- Popular, Inc. had approximately $801.8 million of indebtedness and other liabilities outstanding; and

- Subsidiaries of Popular, Inc. had approximately $41.4 billion of indebtedness and other liabilities (including deposits) outstanding.

The indenture under which the notes will be issued does not limit the amount of additional indebtedness we may incur.

Optional redemption	We may redeem the notes, in whole or in part, at any time or from time to time prior to their maturity as described under Description of the Notes Optional Redemption in this prospectus supplement.

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Covenant	The indenture under which the notes will be issued contains a limitation on the sale or issuance of voting shares of BPPR. This covenant is subject to important qualifications and limitations.
Sinking fund	None.
Form and denominations	The notes will be issued in the form of one or more fully registered global securities, without coupons, in denominations of $2,000 in principal amount and integral multiples of $1,000 in excess thereof. These global securities will be deposited with or on behalf of The Depository Trust Company (DTC) and registered in the name of a nominee of DTC. Except in the limited circumstances described in the accompanying prospectus under Description of Debt Securities We May Offer Special Considerations for Global Debt Securities Special Situations When a Global Debt Security Will Be Terminated, notes in non-global form will not be issued or exchanged for interests in global securities.
Listing	The notes are a new issue of securities with no established trading market. We do not intend to list the notes for trading on any securities exchange or quotation system.
Future issuances	The notes will initially be limited to an aggregate principal amount of $. We may from time to time, without notice to or consent of holders, increase the aggregate principal amount of the notes outstanding by issuing additional notes in the future with the same terms as the notes, except for the issue date and offering price and, if applicable, the initial interest payment date and the initial interest accrual date (provided that such additional notes shall be fungible with the notes for United States federal income tax purposes), and such additional notes shall form a single series with the notes.
Use of proceeds	The net proceeds to us from the sale of notes will be approximately $ (after deducting estimated underwriting discounts and estimated offering expenses). We intend to use the net proceeds of this offering and available cash to redeem $450 million aggregate principal amount of our outstanding 7.00% Senior Notes due 2019. See Use of Proceeds.
Governing law	The notes and the indenture pursuant to which we will issue the notes will be governed by the laws of the State of New York.

Trustee	The Bank of New York Mellon
Risk factors	See Risk Factors beginning on page S-5 of this prospectus supplement, and in Part I. Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2017, for a discussion of factors you should carefully consider before deciding to invest in the notes.

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Conflict of interest	Popular Securities, LLC, a wholly owned subsidiary of Popular, Inc. and a broker-dealer registered with the Financial Industry Regulatory Authority (FINRA), will participate in the distribution of notes in connection with this offering. The distribution arrangements for this offering comply with the requirements of FINRA Rule 5121, regarding a FINRA member firm s participation in the distribution of securities of an affiliate. In accordance with that rule, no FINRA member firm that has a conflict of interest, as defined therein, may make sales in this offering to any discretionary account without the prior approval of the customer.

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RISK FACTORS

An investment in our notes involves certain risks. You should carefully consider the risks described below as well as the risk factors described in our Annual Report on Form 10-K for the year ended December 31, 2017, and all of the information contained and incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, liquidity or results of operations.

The notes are not insured or guaranteed by the Federal Deposit Insurance Corporation.

The notes are not a savings account, deposit or other obligation of any of our bank or nonbank subsidiaries. The notes are not insured by the FDIC or any other governmental agency or instrumentality or public or private insurer.

Our access to funds from our subsidiaries may become limited, thereby restricting our ability to make payments on our obligations, including the notes.

We are a bank holding company and depend primarily on dividends from our banking and other operating subsidiaries to fund our cash needs. These obligations and needs include capitalizing subsidiaries, repaying maturing indebtedness and paying debt service on outstanding debt. Our banking subsidiaries, BPPR and PB, are limited by law in their ability to make dividend payments and other distributions to us based on their earnings and capital position. In addition, based on its current financial condition, PB may not declare or pay a dividend to us without the prior approval of the Federal Reserve Board and the NYSDF. A failure by our banking subsidiaries to generate sufficient cash flow to make dividend payments to us may have a negative impact on our results of operations, liquidity and financial condition and consequently our ability to service our debt obligations, such as the notes. Also, a failure by the bank holding company to access sufficient liquidity resources to meet all projected cash needs in the ordinary course of business may have a detrimental impact on our financial condition and ability to compete in the market.

The notes will be junior to all of our secured indebtedness and structurally subordinated to all of our subsidiaries indebtedness.

The notes will be effectively subordinated to any of our existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness. In the event that we are declared bankrupt, become insolvent or are liquidated or reorganized, any indebtedness that ranks ahead of the notes will be entitled to be paid in full from our assets before any payment may be made with respect to the notes. Holders of the notes will participate ratably with all holders of our unsecured indebtedness that is deemed to be of the same ranking as the notes, and potentially with all of our other general creditors, based upon the respective amounts owed to each holder or creditor, in our remaining assets. In any of the foregoing events, we may not have sufficient assets to pay amounts due on the notes. As a result, if holders of the notes receive any payments, they may receive less, ratably, than holders of secured indebtedness. As of June 30, 2018, Popular, Inc. had no outstanding secured indebtedness.

In addition, because the notes will not be guaranteed by any of our subsidiaries, the notes will be structurally subordinated to the existing and future indebtedness and other liabilities and preferred equity of our subsidiaries, including the indebtedness and other liabilities of Popular, Inc. that are guaranteed by subsidiaries. In any liquidation, dissolution, bankruptcy or other similar proceeding involving one of our subsidiaries, any right we or any holders of the notes have to participate in the assets of the subsidiary will effectively be subordinated to the claims of creditors and preferred equity holders of the subsidiary, and following payment by the subsidiary of its liabilities, the subsidiary may not have sufficient assets remaining to make payments to us as a stockholder or otherwise. As of June 30, 2018, our subsidiaries had, in the aggregate, outstanding indebtedness and other liabilities, including deposits, of approximately $41.4 billion, and no preferred equity outstanding. As of that date, Popular, Inc. had no outstanding indebtedness or other liabilities guaranteed by subsidiaries.

Your ability to transfer the notes may be limited by the absence of an active trading market, and there is no assurance that any active trading market will develop for the notes.

The notes are a new issue of securities for which there is no established trading market. We do not intend to apply for listing of the notes on any national securities exchange or for quotation of the notes on any automated dealer quotation system. The underwriters have advised us that they intend to make a market in the notes, as permitted by applicable laws and regulations; however, the underwriters are not obligated to make a market in the notes and they may discontinue their market-making activities at any time without notice. Therefore, an active market for the notes may not develop or, if developed, may not continue. The liquidity of any market for the notes will depend upon, among other things, the number of holders of the notes, our performance and prospects, the market for similar securities, the interest of securities dealers in making a market in the notes and other factors. If a market develops, the notes could trade at prices that may be lower than the initial offering price of the notes. Historically, the market for non-investment grade debt securities has been subject to disruptions that have caused substantial price volatility. The market, if any, for the notes may not be free from similar disruptions and any such disruptions may adversely affect the prices at which you may sell your notes.

We and our subsidiaries may incur additional indebtedness in the future; the limited covenants in the indenture for the notes do not restrict our or their ability to do so.

Neither we nor our subsidiaries are restricted from incurring additional indebtedness or other liabilities, including secured indebtedness or additional senior indebtedness, under the indenture pursuant to which we will issue the notes. If we or they incur additional indebtedness or liabilities, our ability to pay our obligations on the notes could be adversely affected. We expect to incur, from time to time, additional indebtedness and other liabilities.

In addition, there are no financial covenants in the indenture. You are not protected under the indenture in the event of a highly leveraged transaction, reorganization, a default under our existing indebtedness, restructuring, merger or similar transaction that may adversely affect you, except to the extent described under Description of Notes Mergers and Similar Transactions, Description of Notes Events of Default and Description of Notes Restrictive Covenant included in this prospectus supplement and the accompanying prospectus.

Changes in our credit ratings may adversely affect your investment in the notes.

The credit ratings of our indebtedness are an assessment by rating agencies of our ability to pay our indebtedness when due. These ratings are not recommendations to purchase, hold or sell the notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor, are limited in scope, and do not address all material risks relating to an investment in the notes, but rather reflect only the view of each rating agency at the time the rating is issued. The ratings are based on current information furnished to the ratings agencies by us and information obtained by the ratings agencies from other sources. An explanation of the significance of such rating may be obtained from such rating agency. There can be no assurance that such credit ratings will remain in effect for any given period of time or that such ratings will not be lowered, suspended or withdrawn entirely by the rating agencies, if, in each rating agency s judgment, circumstances so warrant.

An investment in the notes involves other significant risks, as described in our incorporated documents.

Investing in the notes involves significant risks in addition to those described above, including risks relating to our business environment and industry, financial condition, liquidity and results of operations. These risks are described in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus, which you should read carefully before deciding to invest in the notes.

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USE OF PROCEEDS

The net proceeds to us from the sale of notes will be approximately $ (after deducting estimated underwriting discounts and estimated offering expenses). We intend to use the net proceeds of this offering and available cash to redeem $450 million aggregate principal amount of our outstanding 7.00% Senior Notes due 2019.

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CAPITALIZATION

The following table sets forth our consolidated capitalization as of June 30, 2018 on an actual basis and on an as adjusted basis reflecting the offering of the notes and the application of the estimated net proceeds of the offering specified in Use of Proceeds. This table should be read in conjunction with our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2017 as well as our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2018 and June 30, 2018. See Where You Can Find More Information in this prospectus supplement.

	As of June 30, 2018	
(In thousands, except share information)	**Actual**	**As Adjusted**
Debt		
Assets sold under agreements to repurchase	$ 306,911	$ 306,911
Other short-term borrowings	1,200	1,200
Federal Home Loan Bank advances	656,150	656,150
Unsecured senior debt securities due 2019	447,915	
Junior subordinated deferrable interest debentures (related to trust preferred securities)	439,364	439,364
Others	18,234	18,234
Notes offered hereby		
Total debt	$ 1,869,774	
Stockholders equity		
Preferred stock ($25 liquidation value) 30,000,000 shares authorized; 2,006,391 shares issued and outstanding	50,160	50,160
Common stock ($0.01 par value per share) 170,000,000 shares authorized; 104,285,694 shares issued and 102,296,440 outstanding	1,043	1,043
Surplus	4,302,946	4,302,946
Retained earnings	1,515,058	1,515,058
Accumulated other comprehensive loss, net of tax	(496,792)	(496,792)
Treasury stock, at cost, 1,989,254 shares	(82,754)	(82,754)
Total stockholders equity	5,289,661	5,289,661
Total capitalization	$ 7,159,435	$

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RATIO OF EARNINGS TO FIXED CHARGES

The following table shows the consolidated ratio of earning to fixed charges of Popular for each of the five most recent fiscal years and the six months ended June 30, 2018.[(1)]

	Six months ended June 30, 2018	Year ended December 31, 2017	2016	2015	2014	2013
Including Interest on Deposits	3.7	2.4	2.3	2.9	(A)	1.9
Excluding Interest on Deposits	8.6	4.5	4.0	5.0	(A)	2.5

(1) The computation of earnings to fixed charges excludes discontinued operations.

(A) During 2014, earnings were not sufficient to cover fixed charges and the ratios were less than 1:1. Popular would have had to generate additional earnings of approximately $161 million to achieve ratios of 1:1 in 2014.

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DESCRIPTION OF THE NOTES

Because this is a summary, it does not contain all the information that may be important to you. The following description of specific terms of the notes is qualified in its entirety by reference to the provisions of the indenture pursuant to which the notes will be issued, including the definitions of certain terms contained therein and those terms made part of the indenture by reference to the Trust Indenture Act of 1939, as amended (the Trust Indenture Act). Capitalized and other terms not otherwise defined in this prospectus supplement shall have the meanings given to them in the indenture. The indenture is an exhibit to the registration statement of which this prospectus supplement and the accompanying prospectus are part.

Popular, Inc. will issue the notes under a senior indenture, dated as of February 15, 1995, as supplemented by the First Supplemental Indenture dated as of May 8, 1997 and as further supplemented by the Second Supplemental Indenture dated as of August 5, 1999, the Third Supplemental Indenture dated as of September 10, 2008, the Fourth Supplemental Indenture, dated as of September 25, 2008, the Fifth Supplemental Indenture, dated as of September 25, 2008, the Sixth Supplemental Indenture, dated as of March 15, 2010, the Seventh Supplemental Indenture, dated as of March 15, 2010, the Eighth Supplemental Indenture, dated as of July 1, 2014, and as further supplemented by a supplemental indenture setting forth the terms of the notes, in each case between Popular, Inc., as issuer, and The Bank of New York Mellon, as trustee.

The notes will be issued in an initial aggregate principal amount of $. The notes will not be guaranteed by any of Popular, Inc. s subsidiaries. The notes will be issued only in registered form, without coupons, in denominations of $2,000 and integral multiples of $1,000 in excess thereof. The notes will be Popular, Inc. s unsecured senior obligations and, as such, will rank equally in right of payment with all its other existing and future unsecured senior indebtedness and senior in right of payment to all its existing and future subordinated indebtedness. As of June 30, 2018, Popular, Inc. does not have any debt outstanding at the holding company level that would rank equal in right of payment with the notes other than the $450 million outstanding principal amount of 7.00% Senior Notes due 2019 that Popular Inc. intends to redeem from the net proceeds of this offering and available cash. However, the notes would be structurally subordinated to approximately $41.4 billion of secured and unsecured indebtedness of our subsidiaries. See Capitalization and Risk Factors Our access to funds from our subsidiaries may become limited, thereby restricting our ability to make payments on our obligations, including the notes in this prospectus supplement.

General

The specific terms of the notes are set forth below:

Issuer: Popular, Inc.

Title: % Senior Notes due 20

Initial principal amount being issued: $

Stated maturity date: , 20