

EAGLE BANCORP INC  
Form 8-K  
March 05, 2015

# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **March 4, 2014**

### **Eagle Bancorp, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**0-25923**  
(Commission file number)

**52-2061461**  
(IRS Employer  
Number)

**7830 Old Georgetown Road, Third Floor, Bethesda, Maryland 20814**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **301.986.1800**

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Definitive Material Agreement**

On March 4, 2015, Eagle Bancorp, Inc. (the Company ) and its wholly-owned subsidiary, EagleBank (the Bank ), entered into an underwriting agreement (the Underwriting Agreement ) with Sandler O'Neill + Partners, L.P., as underwriter, to issue and sell 2,449,479 shares of the Company's common stock, par value \$0.01 per share ( Common Stock ), at a public offering price of \$35.50 per share in an underwritten public offering (the Offering ). As part of the Offering, the Company granted the underwriter a 30-day option to purchase up to an additional 367,421 shares of Common Stock to cover over-allotments, if any. The underwriting discounts and commissions were \$1.775 per share. The net proceeds of the Offering, after underwriting discounts and expenses, and without exercise of the underwriter's over-allotment option, will be approximately \$82.6 million. The Offering is expected to close on or about March 10, 2015, subject to satisfaction of customary closing conditions.

The Underwriting Agreement contains customary representations, warranties and covenants among the parties as of the date of entering into such Underwriting Agreement. These representations, warranties and covenants are not factual information to investors about the Company or the Bank. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. The description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit.

Pursuant to the Underwriting Agreement, directors and executive officers of the Company and Bank entered into agreements providing for a 90-day lock-up period with respect to sales of specified securities, subject to certain exceptions.

The shares of Common Stock were registered under the Securities Act of 1933, as amended, pursuant to a shelf registration statement on Form S-3 (Registration No. 333-202405) which became effective on March 2, 2015 (the Registration Statement ). The offer and sale of the Shares are described in the Company's prospectus, constituting a part of the Registration Statement, as supplemented by a final prospectus supplement dated March 4, 2015. In connection with the issuance of the Common Stock, BuckleySandler LLP provided the Company with the legal opinion attached hereto as Exhibit 5.1.

**Item 9.01. Financial Statements and Exhibits**

(a) Financial Statements of Business Acquired. Not applicable.

(b) Pro Forma Financial Information. Not applicable.

(c) Shell Company Transactions. Not applicable.

(d) Exhibits.

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- 1.1 Underwriting Agreement
- 5.1 Opinion of BuckleySandler LLP
- 23.1 Consent of BuckleySandler LLP (included in Exhibit 5)

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.

EAGLE BANCORP, INC.

By: /s/ Ronald D. Paul  
Ronald D. Paul, President, Chief Executive Officer

Dated: March 5, 2015