

EAGLE BANCORP INC  
Form 8-K  
February 13, 2015

**UNITED STATES**  
**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): **February 10, 2015**

**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 5.02. Departure of Directors or Certain Officers; Election of Directors, Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On February 10, 2015, the Compensation Committee of the Board of Directors of Eagle Bancorp, Inc. (the Company), approved base salaries for calendar year 2015 (retroactive to January 1, 2015), cash bonus awards under the Company's Senior Executive Incentive Plan and non-formulaic cash bonuses, and the award of shares of restricted stock under the Company's 2006 Stock Plan to the Company's named executive officers, as set forth in the table below.

| Name               | Title                       |                     | 2015<br>Annual<br>Salary | Cash<br>Bonus | Shares of<br>Restricted<br>Stock<br>Awarded |
|--------------------|-----------------------------|---------------------|--------------------------|---------------|---|
| Ronald D. Paul     | President and CEO           | Company and Bank    | \$ 863,565               | \$ 1,432,992  | 11,563                                      |
| James H. Langmead  | EVP and CFO                 | Company and Bank    | \$ 354,524               | \$ 347,476    | 3,833                                       |
| Antonio F. Marquez | EVP & Chief Lending Officer | Bank                | \$ 320,049               | \$ 473,679    | 3,117                                       |
| Susan G. Riel      | EVP                         | Company; SEVP & COO | \$ 456,006               | \$ 531,873    | 4,931                                       |
| Janice L. Williams | EVP & Chief Credit Officer  | Bank                | \$ 340,659               | \$ 331,592    | 3,683                                       |

Additionally, the Governance Committee of the Company's Board of Directors approved awards of 2,840 shares of restricted stock to each nonemployee director of the Company, other than Mr. Robert Pincus, and awards of 620 shares of restricted stock to each nonemployee member of only the EagleBank Board of Directors.

All awards of restricted stock vest in three substantially equal annual installments commencing on the first anniversary of grant, subject to the terms of the 2006 Stock Plan and the form of award certificate.

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: February 13, 2015