

Part II Organizational Action (continued)

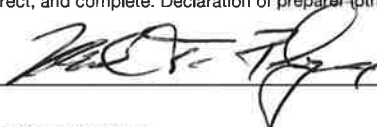
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attachment.

18 Can any resulting loss be recognized? ▶ See attachment.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶  Date ▶ 4/9/15

Print your name ▶ Michael T. Flynn Title ▶ Executive Vice President

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

EAGLE BANCORP, INC.
EIN: 52-2061461
ATTACHMENT TO FORM 9937

Part I. Reporting Issuer

Item 9.

The securities subject to reporting include all shares of Eagle Bancorp, Inc. (“EGBN”) common stock issued in exchange for the outstanding common stock of Virginia Heritage Bank (“VGBK”) as a result of the merger of VGBK with and into EagleBank, a wholly-owned subsidiary of EGBN (“EagleBank”), on October 31, 2014.

Part II. Organizational Action

Item 14.

The organizational action involves the merger of VGBK with and into EagleBank, a wholly-owned subsidiary of EGBN, on October 31, 2014 (the “Merger”). As a result of the Merger, each share of VGBK common stock was exchanged for 0.6632 shares of EGBN common stock and \$7.50 in cash. To the extent that the exchange of stock pursuant to the Merger would have resulted in the issuance of a fractional share of EGBN common stock to a VGBK shareholder, a cash payment equal to the market value equivalent of the fractional share was paid to such shareholder in lieu of issuing a fractional share of EGBN common stock.

Item 15.

EGBN believes that the Merger qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”).

Each VGBK shareholder is required to determine the tax basis of the shares of EGBN stock separately for each identifiable block of VGBK common shares surrendered in the Merger having a common tax basis. The aggregate basis of EGBN common stock received in the Merger will be the same as the aggregate basis of the VGBK common stock for which it was exchanged, decreased by the amount of cash received in the Merger and decreased by any basis attributable to fractional share interests in EGBN common stock for which cash is received, and increased by the amount of gain recognized on the exchange other than in respect of fractional shares (regardless of whether such gain is classified as capital gain or as ordinary dividend income).

A shareholder that receives cash in lieu of a fractional share of EGBN common stock in the Merger generally will be treated as if the fractional share of EGBN common stock has been distributed to them as part of the Merger, and then redeemed by EGBN in exchange for the cash actually distributed in lieu of the fractional share, with the redemption generally qualifying as an “exchange” under Section 302 of the Code. Consequently, those shareholders generally will recognize capital gain or loss with respect to the cash payments they receive in lieu of fractional shares measured by the difference between the amount of cash received and the tax basis allocated to the fractional shares, and such gain or loss will be long-term capital gain or loss if, as of the effective date of the Merger, the holding period of such shares was greater than one year. Since a shareholder receiving cash in lieu of fractional shares did not receive EGBN common stock in exchange for the fractional share interest, there is no new basis to compute.

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Item 16.

Refer to the description of the basis calculation in Part II, Item 15, above. The October 31, 2014 closing price of a single share of EGBN common stock on the NASDAQ Capital Market was \$35.93.

Item 17.

EGBN believes that its acquisition of VGBK pursuant to the Merger effected on October 31, 2014, qualifies as a reorganization within the meaning of section 368(a) of the Code. Consequently, the federal income tax consequences to the VGBK shareholders are determined under Code sections 354, 356, 358, 1001, and 1221.

Item 18.

A shareholder of VGBK generally will not recognize any gain or loss for U.S. federal income tax purposes as a result of the exchange of the holder's VGBK shares solely for EGBN common stock pursuant to the Merger, and will recognize gain (but not loss) in an amount not to exceed any cash received as part of the merger consideration (except with respect to any cash received in lieu of a fractional share of EGBN common stock, as discussed in Part II, Item 15).

Gain (but not loss) will be recognized by shareholders of VGBK who receive shares of EGBN common stock and cash in exchange for shares of VGBK common stock pursuant to the Merger, in an amount equal to the lesser of (i) the amount by which the sum of the fair market value of the EGBN common stock and cash received by a shareholder of VGBK exceeds such shareholder's basis in VGBK common stock and (ii) the amount of cash received by such shareholder (except with respect to any cash received in lieu of fractional shares of EGBN common stock, as discussed in Part II, Item 15).

As discussed in Part II, Item 15, a VGBK shareholder who received cash in lieu of a fractional share of EGBN common stock may recognize a loss if the amount of cash received is less than the shareholder's tax basis in the fractional share.

Item 19.

This transaction was consummated on October 31, 2014. Consequently, the reportable tax year of the VGBK shareholders for reporting the tax effect of the merger is the tax year that includes the October 31, 2014 date. This is the 2014 calendar year for those shareholders who report taxable income on the basis of a calendar year.

No ruling from the Internal Revenue Service ("IRS") has been requested, or will be obtained, regarding the U.S. federal income tax consequences of the Merger described in this attachment. This attachment is not binding on the IRS and the IRS and the U.S. courts could disagree with one or more of the positions described above.

The above information does not constitute tax advice. It does not address the tax consequences that may apply to any particular shareholder, and each shareholder is urged to consult his or her own tax advisor regarding the tax consequences of the Merger.