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## Section 1: 8-K (8-K)

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# 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 12, 2018**

### 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):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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#### Item 5.02 **Departure of Directors or Certain Executive Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On February 12, 2018, Kathy A. Raffa was appointed to fill a newly created vacancy on the Board of Directors of Eagle Bancorp, Inc. (the "Company"). Ms. Raffa has served as a director of EagleBank, the Company's wholly owned subsidiary, since March 2015. Ms. Raffa is expected to serve as a member of the Company's Audit Committee, and will continue to serve on EagleBank's Directors' Loan Committee and Information Technology Committee.

Ms. Raffa, 59, is an the President of Raffa, PC, based in Washington, DC. Ms. Raffa is a leader of this woman-owned accounting, consulting and technology firm, in which 12 of the 19 partners are women. She oversees client services for a wide range of nonprofit entities, and serves as an audit partner. She also leads a variety of aspects of the firm's internal operations and business development. Prior to Raffa, PC, she

spent the first 10 years of her career at Coopers & Lybrand (now PricewaterhouseCoopers). She has a CPA certificate from the District of Columbia and Maryland, and is a member of the American Institute of Certified Public Accountants. She currently serves as a trustee on several boards, including Trinity Washington University (where she chairs the Finance Committee and previously chaired the Audit Committee), the advisory board of Levine Music (where she was formerly the Board Chair), and the Federal City Council. Ms. Raffa holds a Bachelor of Science in Economics from the Wharton School at the University of Pennsylvania.

There are no arrangements or understandings between Ms. Raffa and any other person pursuant to which she was selected as director. Ms. Raffa and her related persons from time to time may have banking transactions (potentially including loan and deposit transactions) with EagleBank. Such transactions will be in the ordinary course of business, on substantially the same terms, including interest rates, maturities and collateral requirements, as those prevailing at the time for comparable transactions with non-affiliated persons and do not involve more than the normal risk of collectability or present other unfavorable features. Other than eligibility for fees (including grants of awards under the Company's equity compensation plan) for service as a member of the Company and EagleBank Boards of Directors, as described in the Company's proxy materials for the Annual Meeting of Shareholders held on May 18, 2017 (and as subject to periodic adjustment), Ms. Raffa is not a party to any material plan, contract or arrangement entered into or materially amended in connection her appointment to the Board of Directors of the Company.

**Item 9.01. Financial Statements and Exhibits**

(d) *Exhibits.*

99.1 [Press Release dated February 16, 2018](#)

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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 16, 2018

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## Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



For Immediate Release  
February 16, 2018

EagleBank Contact  
Ronald D. Paul  
301.986.1800

**Eagle Bancorp, Inc. Announces the Appointment of Kathy A. Raffa  
to its Board of Directors**

BETHESDA, MD. Eagle Bancorp, Inc., (the "Company") (NASDAQ: EGBN), the parent company of EagleBank (the "Bank"), today announced the appointment of Kathy A. Raffa to serve on the Board of Directors of Eagle Bancorp, Inc. Ms. Raffa has been serving as a director of the Bank's board since March 2015.

Ms. Raffa is the President of Raffa, PC, based in Washington, DC. It is one of the top 100 accounting firms in the nation. Ms. Raffa is a leader of this woman-owned accounting, consulting and technology firm, in which 12 of the 19 partners are women. She oversees client services for a wide range of nonprofit entities, and serves as an audit partner. She also leads a variety of aspects of the firm's internal operations and business development. Prior to Raffa, PC, she spent the first 10 years of her career at Coopers & Lybrand (now PricewaterhouseCoopers). She has a CPA certificate from the District of Columbia and Maryland, and is a member of the American Institute of Certified Public Accountants. She currently serves as a trustee on several boards, including Trinity Washington University (where she chairs the Finance Committee and previously chaired the Audit Committee), the advisory board of Levine Music (where she was formerly the Board Chair), and the Federal City Council. Ms. Raffa holds a Bachelor of Science in Economics from the Wharton School at the University of Pennsylvania.

"We are pleased to have Kathy on the Bank board, and now even more pleased to add her to our Company board. She represents a wealth of industry knowledge and leadership that reinforces an already strong board," commented Ronald D. Paul, Chairman and Chief Executive Officer of Eagle Bancorp, Inc. and of EagleBank. "Her perspective and diversity compliment a great team and enrich our accounting and auditing capabilities. Kathy is a highly respected business leader; with extensive and varied executive board experience. She provides an added dimension to our collective expertise."

**EagleBankCorp.com 301.986.1800**  
**MD | VA | DC**

About Eagle Bancorp, Inc. and EagleBank

Eagle Bancorp, Inc. is the holding company for EagleBank, which commenced operations in 1998. EagleBank is headquartered in Bethesda, Maryland, and conducts full service commercial banking through 20 offices, located in Suburban Maryland, Washington, D.C. and Northern Virginia. EagleBank focuses on building relationships with businesses, professionals and individuals in its marketplace.



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### Caution About Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Securities and Exchange Act of 1934, as amended, including statements of goals, intentions, and expectations as to future trends, plans, events or results of Company operations and policies and regarding general economic conditions. These forward-looking statements are based on current expectations that involve risks, uncertainties and assumptions. Because of these uncertainties and the assumptions on which the forward-looking statements are based, actual future operations and results in the future may differ materially from those indicated herein. Readers are cautioned against placing undue reliance on any such forward-looking statements. For details on factors that could affect these expectations, see the risk factors and other cautionary language included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, and other filings with the SEC. Except as required by law, the Company does not undertake to update forward-looking statements contained in this release.

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