
Section 1: 8-K (8-K)

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): **March 20, 2019**

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, 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.

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

On March 20, 2019, Ronald D. Paul, Chairman, President and Chief Executive Officer of Eagle Bancorp, Inc. (the “Company”), and Chairman and Chief Executive Officer of the Company’s wholly owned subsidiary, EagleBank (the “Bank”), advised the Board of Directors of his retirement, effective immediately, from all positions as an officer and director of the Company, the Bank and their subsidiaries. Mr. Paul indicated that his decision was the result of serious health developments which would substantially interfere with his ability to perform his duties and obligations to the Company and the Bank.

The Board of Directors of the Company has elected Vice Chair, Norman R. Pozez, to succeed Mr. Paul as Chair of the Board of Directors. The Board of Directors of the Company have appointed Susan G. Riel, Executive Vice President of the Company and Senior Executive Vice President and Chief Operating Officer of the Bank, to succeed Mr. Paul as Interim President and Chief Executive Officer of the Company and the Bank. The Board of Directors will review alternatives for a permanent successor over the coming weeks.

The Company issued a press release on March 21, 2019 announcing Mr. Paul’s retirement, a copy of which is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits

(d) *Exhibits.*

<u>Number</u>	<u>Description</u>
99.1	Press Release dated March 21, 2019

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/ Susan G. Riel
Susan G. Riel
Interim President and Chief Executive Officer

Dated: March 26, 2019

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



**PRESS RELEASE
FOR IMMEDIATE RELEASE**

March 21, 2019

**EAGLE BANCORP, INC.
CONTACT:**
Charles Levingston
Chief Financial Officer
301.986.1800

EAGLE BANCORP, INC. ANNOUNCES RETIREMENT OF RON PAUL

BETHESDA, MD. Eagle Bancorp, Inc. (the "Company") (Nasdaq:EGBN), the parent company of EagleBank (the "Bank"), announced today that on March 20, 2019, Ronald D. Paul, Chairman, President and Chief Executive Officer of the Company, and Chairman and Chief Executive Officer of the Bank, advised the Board of Directors of his retirement, effective immediately, from all positions as an officer and director of the Company, the Bank and their subsidiaries. Mr. Paul indicated that his decision was the result of serious health developments which would substantially interfere with his ability to perform his duties and obligations to the Company and the Bank.

The Board of Directors of the Company has elected Vice Chair, Norman R. Pozez, to succeed Mr. Paul as Chair of the Board of Directors. Mr. Pozez, formerly Chair of Fidelity & Trust Bank, has been a member of the Board of Directors of the Company since 2008. The Board of Directors of the Company has appointed Susan G. Riel, Executive Vice President of the Company and Senior Executive Vice President and Chief Operating Officer of the Bank, to succeed Mr. Paul as Interim President and Chief Executive Officer of the Company. Ms. Riel has been a senior officer of the Bank since its inception. The Board of Directors will review alternatives for a permanent successor over the coming weeks.

Mr. Paul stated "I am very disappointed to have to make this decision, but I do not believe it would be fair to the Company, its employees, customers and shareholders when my health prevents me from devoting my full attention to helping them develop and prosper. Not to mention my obligations as a husband, father and grandfather. Over the past 21 years, we at EagleBank have together built a strong, profitable enterprise, committed to providing a superior banking experience and enhancing the communities in which it operates. I have every confidence that the team we have built will carry on all of these traditions."

Mr. Pozez stated "On behalf of all of the members of the EagleBank family, I can say we are all personally saddened to hear of Ron's retirement, but we all wish him the very best as he moves forward and in dealing with his health challenges. I share his confidence in the organization he has shepherded for 21 years, and believe we will continue on a successful path."

About Eagle Bancorp: The Company is the holding company for EagleBank, which commenced operations in 1998. The Bank is headquartered in Bethesda, Maryland, and operates through twenty branch offices, located in Suburban Maryland, Washington, D.C. and Northern Virginia. The

Company focuses on building relationships with businesses, professionals and individuals in its marketplace.

Forward-looking Statements: This press release contains forward-looking statements within the meaning of the Securities 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. In some cases, forward-looking statements can be identified by use of words such as “may,” “will,” “anticipates,” “believes,” “expects,” “plans,” “estimates,” “potential,” “continue,” “should,” and similar words or phrases. These statements are based upon current and anticipated economic conditions, nationally and in the Company’s market, interest rates and interest rate policy, competitive factors, and other conditions which by their nature, are not susceptible to accurate forecast and are subject to significant uncertainty. Because of these uncertainties and the assumptions on which this discussion and the forward-looking statements are based, actual future operations and results in the future may differ materially from those indicated herein. 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, 2018 and in other periodic and current reports filed with the SEC. Readers are cautioned against placing undue reliance on any such forward-looking statements. The Company’s past results are not necessarily indicative of future performance.

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