
Section 1: 8-K (FORM 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): October 23, 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))

Securities Registered under Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, \$0.01 par value	EGBN	The Nasdaq Stock Market, LLC

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 October 23, 2019, Eagle Bancorp, Inc. (the “Company”) announced that it had appointed Matthew D. Brockwell, a retired former PricewaterhouseCoopers LLP (“PwC”) Audit Partner, who held various positions in PwC’s Washington, DC Region Financial Services Practice, to the Board of Directors of the Company, effective November 1, 2019. Mr. Brockwell will also serve as a director of the Company’s wholly owned subsidiary, EagleBank (the “Bank”). Mr. Brockwell is expected to serve as a member of the Audit Committee (Vice Chair) and Risk Committee of the Company’s Board of Directors.

There are no arrangements or understandings between Mr. Brockwell and any other person pursuant to which he was selected as a director. Mr. Brockwell and his related persons from time to time may have banking transactions (potentially including loan and deposit transactions) with the Bank. Such transactions are, and 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 will 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 Bank Boards of Directors, as described in the Company’s proxy materials for the Annual Meeting of Shareholders held on May 16, 2019 (and as subject to periodic adjustment), Mr. Brockwell is not a party to any material plan, contract or arrangement entered into or materially amended in connection with his appointment to the Board of Directors of the Company.

Item 9.01 Financial Statements and Exhibits

(d) *Exhibits.*

Number	Description
<u>99.1</u> 104	<u>Press Release dated October 23, 2019</u> Cover Page Interactive Data File (embedded within the Inline XBRL document)

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, President, Chief Executive Officer

Dated: October 25, 2019

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1



**PRESS RELEASE
FOR IMMEDIATE RELEASE**

October 23, 2019

**EAGLE BANCORP, INC.
CONTACT:
Vikki Kayne
301.986.1800**

EAGLE BANCORP, INC. ANNOUNCES THE ELECTION OF MATTHEW D. BROCKWELL TO THE BOARD OF DIRECTORS

BETHESDA, MD. Eagle Bancorp, Inc. (the "Company") (NASDAQ: EGBN), today announced that Matthew D. Brockwell has been elected as member of the Company's Board of Directors and the Board of Directors of EagleBank, its primary subsidiary, effective November 1, 2019. Mr. Brockwell is a retired former PricewaterhouseCoopers LLP (PwC) Audit Partner, who previously held various positions in PwC's Washington, DC Region Financial Services Practice.

Norman R. Pozez, Chairman of the Board stated, "We are pleased to welcome Matt Brockwell to the Board of Directors. He brings an added dimension to the Board due to his extensive public accounting experience, over 35 years, of working with SEC registered and private companies in the financial services sector. Matt also has unique expertise in working with banking regulators, having served as an advisor to the Federal Reserve Board of Governors. With over 20 years as an advisor to firms in the Washington, DC area, Matt shares in our commitment as a community bank to serving the financial needs of the region. The Board seeks to meet the highest standards of corporate governance and the skills and experience that Matt brings will enhance our ability to provide oversight and strategic guidance for the continued successful growth of EagleBank."

"I am honored to have been selected as an EagleBank Board Member," said Matthew D. Brockwell. "I believe that my 35-plus years as a leader in the financial services industry along with my hands-on experience with audit committees, corporate governance, asset valuations and regulatory relations will serve to complement EagleBank's already deep bench of Board experts. In joining the Board, I look forward to helping sustain and advance the Bank's commitment to best practices in all areas," Mr. Brockwell added.

"We are delighted to welcome Matt Brockwell to EagleBank," said Susan Riel, President and CEO of Eagle Bancorp, Inc. and EagleBank. "Matt's distinguished and long-time experience as a PwC Audit Partner as well as his broad-gauge industry knowledge align perfectly with the Board's focus on corporate governance, risk management, financial reporting and internal controls," Ms. Riel added.

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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