

EAGLE BANCORP INC  
Form 8-K/A  
March 11, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 8-K/A**

**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 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**

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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))
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**Item 8.01**                      **Other Events**

On March 10, 2015, Eagle Bancorp, Inc. (the Company) announced the completion of the Company's previously announced underwritten public offering of 2,449,479 shares of its common stock, plus the issuance of an additional 367,421 shares pursuant to a full exercise by the underwriter of its option to purchase additional shares to cover over-allotments, at a public offering price of \$35.50 per share. A copy of the Company's press release is attached as Exhibit 99.1 and is incorporated herein by reference.

In connection with the exercise by the over-allotment option by the underwriter, BuckleySandler LLP provided the Company with the legal opinion attached hereto as Exhibit 5.1.

**Item 9.01**                      **Financial Statements and Exhibits**

(a) Financial Statements of Business Acquired. Not applicable.

(b) Pro Forma Financial Information. Not applicable.

(c) Shell Company Transactions. Not applicable.

(d) Exhibits.

5.1            Opinion of BuckleySandler LLP

23.1        Consent of BuckleySandler LLP (included in Exhibit 5.1)

99.1        Press Release dated March 10, 2015

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: March 10, 2015