

EAGLE BANCORP INC  
Form 8-K/A  
December 22, 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): **December 16, 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, 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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors, Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On December 16, 2015, the Compensation Committee of the Board of Directors of Eagle Bancorp, Inc. (the Company) approved revisions to the Senior Executive Incentive Plan for 2015 performance (the Plan). The Plan is a non-equity incentive compensation plan pursuant to which participating officers may earn cash incentive awards if certain pre-determined targets, including overall Company level performance and individual performance targets are met. Awards under the Senior Executive Incentive Plan may also be paid in stock, through awards under the Company's 2006 Stock Plan, in the discretion of the Compensation Committee.

The Plan was originally adopted in April 2015. The revisions were adopted following consideration of the results of the Company's discussions with shareholders and other market participants regarding the structure of the Company's incentive compensation programs for senior executives.

A redacted version of the revised Plan, which does not disclose certain target goals and compensation levels for which confidential treatment has been requested, is attached as Exhibit 10.1 hereto.

**Item 9.01 Financial Statements and Exhibits**

(d) *Exhibits.*

<b>Number</b>	<b>Description</b>
10.1	2015 Senior Executive Incentive Plan - Revised (redacted, confidential treatment requested for certain portions of the plan.)

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: December 22, 2015