

Eagle Bancorp Montana, Inc.
Form DEF 14A
September 19, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities and Exchange Act of 1934
(Amendment No.)

Filed by the Registrant [X]
Filed by a party other than the Registrant []

Check the appropriate box:

- [] Preliminary Proxy Statement
 [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 [X] Definitive Proxy Statement
 [] Definitive Additional Materials
 [] Soliciting Material under Sec. 240.14a-12

EAGLE BANCORP MONTANA, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required
 [] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

[] Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

EAGLE BANCORP MONTANA, INC.
1400 Prospect Avenue
Helena, Montana 59601
(406) 442-3080

September 19, 2011

Dear Stockholder:

You are invited to attend the Annual Meeting of Stockholders (the “Annual Meeting”) of Eagle Bancorp Montana, Inc. (“Eagle”), the holding company of American Federal Savings Bank (the “Bank”). The Annual Meeting is scheduled to be held on Thursday, October 20, 2011, at 11:00 a.m., Mountain time, at the main office of the Bank, located at 1400 Prospect Avenue, Helena, Montana.

The attached Notice of Annual Meeting and Proxy Statement describe the proposals to be voted on at the Annual Meeting. The Board of Directors of Eagle has determined that approval of the proposals is in the best interests of Eagle and its stockholders. Therefore, the Board unanimously recommends that you vote in favor of all proposals and in favor of the Board’s nominees for director. Members of the Board and officers of Eagle and Eagle’s independent auditors will be present at the Annual Meeting to respond to any questions that you may have regarding the agenda for the Annual Meeting and any adjournment thereof.

Please sign and return the enclosed proxy card promptly. Your cooperation is appreciated since a majority of the common stock outstanding must be represented either in person or by proxy to constitute a quorum for the conduct of business at the Annual Meeting.

On behalf of the Board of Directors and all of the employees of Eagle, I wish to thank you for all your support and interest. We look forward to seeing you at the Annual Meeting.

Sincerely yours,

Peter J. Johnson
President and CEO

EAGLE BANCORP MONTANA, INC.
1400 Prospect Avenue
Helena, MT 59601
(406) 442-3080

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON OCTOBER 20, 2011

TO THE STOCKHOLDERS OF EAGLE BANCORP MONTANA, INC.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Eagle Bancorp Montana, Inc. (“Eagle”) will be held at its headquarters located at 1400 Prospect Avenue, Helena, Montana on Thursday, October 20, 2011, at 11:00 a.m. Mountain time, for the following purposes, as more completely set forth in the accompanying Proxy Statement:

- I. To elect to three-year terms, the two (2) directors of Eagle named in the accompanying proxy statement.
- II. To adopt Eagle’s 2011 Stock Incentive Plan for Directors, Officers and Employees.
- III. To ratify the appointment of Davis, Kinard & Co, P.C. as our independent public accountants for the fiscal year ending June 30, 2012.
- IV. To transact such other business as may properly come before the meeting. Except with respect to procedural matters incident to the conduct of the meeting, management of Eagle is not aware of any matters other than those set forth above which may properly come before the meeting.

The Board of Directors of Eagle has fixed the close of business on Tuesday, September 6, 2011, as the voting record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting or any adjournment or postponement of the Annual Meeting. Only those stockholders of record as of the close of business on that date will be entitled to vote at the Annual Meeting.

Your vote is important. You are urged to complete, sign, date and return the enclosed proxy card promptly in the envelope provided, whether or not you plan to attend the annual meeting in person. If you attend the annual meeting you may vote either in person or by your proxy. Any proxy given may be revoked by you in writing or in person at any time prior to the exercise thereof. Proxies must be received prior to the commencement of the meeting. If your shares are not registered in your name, you will need additional documentation from your record holder in order to vote in person at the meeting.

BY ORDER OF THE BOARD OF DIRECTORS

Peter J. Johnson
President and CEO

September 19, 2011
Helena, Montana

EAGLE BANCORP MONTANA, INC.

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS
OCTOBER 20, 2011

This Proxy Statement is being furnished to the holders of the common stock, of Eagle Bancorp Montana, Inc. (sometimes referred to as “Eagle” or the “Company”), in connection with the solicitation of proxies by the Board of Directors of Eagle for use at the Annual Meeting of Stockholders, or Annual Meeting, to be held on Thursday, October 20, 2011, at our headquarters located at 1400 Prospect Avenue, Helena, Montana at 11:00 a.m., Mountain time, for the purposes set forth in the attached Notice of Annual Meeting of Stockholders.

This Proxy Statement and proxy card are being sent to holders of the common stock on or about September 19, 2011. A copy of Eagle’s Annual Report to Stockholders, which includes our audited financial statements, also accompanies this Proxy Statement.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be Held on October 20, 2011: The Proxy Statement and accompanying Annual Report are available at www.americanfederalsavingsbank.com.

MATTERS TO BE CONSIDERED AND ACTED UPON AT THE ANNUAL MEETING

Each proxy solicited hereby, if properly signed and returned to Eagle and not revoked prior to its use, will be voted in accordance with the instructions indicated on the proxies. If no contrary instructions are given, each signed proxy received will be voted in favor of the election of the nominees of the Board of Directors, Larry A. Dreyer and Lynn A. Dickey, in favor of the 2011 Stock Incentive Plan, in favor of the ratification of Davis, Kinard & Co., P.C. and in the discretion of the proxy holder, as to any other matter that may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting. Only proxies that are returned can be counted and voted at the Annual Meeting.

SOLICITATION OF PROXIES

All costs of the solicitation of proxies will be borne by Eagle. In addition, directors, officers and other employees of Eagle or American Federal Savings Bank (sometimes referred to as the “Bank” or “American Federal”) may solicit proxies personally, or by mail or telephone or other means and will not receive any special compensation for their services. Eagle will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of common stock.

REVOCATION OF PROXIES

A stockholder who has given a proxy may revoke it at any time prior to its exercise at the Annual Meeting by (i) giving written notice of revocation to the Secretary of Eagle, (ii) properly submitting to Eagle a duly-executed proxy

bearing a later date, or (iii) attending the Annual Meeting and voting in person. All written notices of revocation and other communications with respect to revocation of proxies should be addressed as follows: Eagle Bancorp Montana, Inc., P.O. Box 4999, Helena, Montana 59604, Attention: Charles Berger. Proxies solicited hereby may be exercised only at the Annual Meeting and will not be used for any other meeting.

VOTING SECURITIES

The securities that may be voted at the Annual Meeting consist of shares of common stock, with each share entitling its owner to one vote on all matters to be voted on at the Annual Meeting. Only holders of record of common stock at the close of business on September 6, 2011, or the Record Date, will be entitled to notice of and to vote at the Annual Meeting. On the Record Date there were 3,905,487 shares of common stock issued and outstanding. Eagle has no other class of securities outstanding at this time.

The presence in person or by proxy of the holders of at least a majority of the total number of shares of common stock entitled to vote is necessary to constitute a quorum at the Annual Meeting. With respect to any matter, any shares for which a broker indicates on the proxy that it does not have discretionary authority as to such shares to vote on such matter, or broker non-votes, will be considered present for the purposes of determining whether a quorum is present. In the event there are not sufficient votes for a quorum or to approve or ratify any proposal at the time of the Annual Meeting, the Annual Meeting shall be adjourned in order to permit further solicitation of proxies.

VOTING PROCEDURES

Once a quorum has been established, the affirmative vote of a majority of the shares of common stock present or represented by proxy at the Annual Meeting is required to approve the proposals described in this Proxy Statement, except as described below.

Directors will be elected by a plurality of votes. Stockholders are not permitted to cumulate their votes for the election of directors or any other purpose. Votes may be cast for or withheld from each nominee for election as directors. Votes that are withheld will have no effect on the outcome of the election for directors because directors will be elected by a plurality of votes cast.

With respect to the other proposals to be voted upon at the Annual Meeting, stockholders may vote for or against a proposal or may abstain from voting. Approval of the Eagle Bancorp Montana, Inc. 2011 Stock Incentive Plan for Directors, Officers and Employees, will require the affirmative vote of a majority of the outstanding shares of common stock entitled to vote and present in person or by proxy at the Annual Meeting. Ratification of Davis Kinard as independent auditors for the fiscal year ending June 30, 2012, will require the affirmative vote of a majority of the outstanding shares of common stock entitled to vote and present in person or by proxy at the Annual Meeting. Abstentions will have the same effect as a vote against these proposals.

If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, under the rules of various national and regional securities exchanges, the organization that holds your shares may generally vote on "routine" matters but cannot vote on "non-routine" matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization that holds your shares will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a "broker non-vote." The ratification of the appointment of Davis Kinard as our independent registered public accounting firm for the fiscal year ending June 30, 2012, (Proposal No. III) is a matter considered routine under applicable rules. A broker or other nominee may generally vote on routine matters, and therefore no broker non-votes are expected to exist in connection with Proposal No. III. The election of directors (Proposal No. I) and the adoption of the Stock Incentive Plan (Proposal No. II) are matters considered non-routine under applicable rules. A broker or other nominee cannot vote without instructions on non-routine matters, and therefore there may be broker non-votes on Proposal No. I and Proposal No. II. However, since directors are elected by a plurality of votes, broker non-votes will have no effect on the outcome of the election of directors.

Eagle's Annual Report to Stockholders, which includes its annual report on Form 10-K for its fiscal year ended June 30, 2011, is being mailed to stockholders with this Proxy Statement. Eagle has filed its annual report with the Securities and Exchange Commission. Stockholders may obtain, free of charge, an additional copy of the annual report on Form 10-K by requesting it from Charles Berger in writing at Eagle Bancorp Montana, Inc., P.O. Box 4999, Helena, Montana 59604, or by calling him at (406) 442-3080.

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Executed, unmarked proxies will be voted FOR all nominees for Director and for all proposals. Except for procedural matters incidental to conduct of the Annual Meeting, Eagle knows of no other matters expected to come before the meeting.

Proxies solicited hereby are to be returned to Eagle's transfer agent, Registrar & Transfer Company. The Board of Directors has designated Charles Berger, corporate secretary, to act as Inspector of Election and tabulate votes at the Annual Meeting. After the final adjournment of the Annual Meeting, the proxies will be returned to Eagle.

BENEFICIAL OWNERSHIP OF COMMON STOCK

The following table sets forth information as of June 30, 2011, except as specifically noted, with respect to ownership of Eagle's common stock by: (i) the American Federal Savings Bank Employee Stock Ownership Plan, or the ESOP; (ii) the executive officers, nominees for director and directors of Eagle; (iii) all the directors, nominees for director and executive officers of Eagle as a group; and (iv) each person known to be a beneficial owner of more than 5% of the outstanding shares of common stock. All information shown regarding persons other than executive officers, directors and nominees for director is based on information reported on Schedules 13D and 13G filed with the SEC on the dates indicated in the footnotes to this table.

| Name | Title or Address(2) | Common Stock | | Beneficially Owned(1) | |
|---|--|--------------|--------|-----------------------|---|
| | | Number | | Percent | |
| Tyndall Capital Partners, L.P. | 599 Lexington Ave., Ste 4100 New York, NY 10022 | 334,780 | (7) | 8.54 | % |
| Sandler O'Neill Asset Management, LLC | 780 3rd Ave., Fifth Floor New York, NY 10017 | 320,600 | (8) | 8.18 | % |
| Wellington Hedge Management, LLC | 75 State Street Boston, MA 02109 | 247,600 | (9) | 6.32 | % |
| American Federal Savings Bank Employee Stock Ownership Plan | 1400 Prospect Avenue Helena, MT 59601 | 180,526 | | 4.61 | % |
| Larry A. Dreyer | Chairman of the Board | 56,345 | (5) | 1.44 | % |
| Rick F. Hays | Director | 6,900 | | * | |
| Peter J. Johnson | Director, President and Chief Executive Officer | 65,416 | (3)(5) | 1.67 | % |
| Lynn E. Dickey | Director | 8,754 | | * | |
| James A. Maierle | Vice Chairman of the Board | 68,120 | (4) | 1.74 | % |
| Thomas J. McCarvel | Director | 34,140 | | * | |
| Maureen J. Rude | Director | 190 | | * | |

| | | | | |
|--|---|---------|-----------|---|
| Robert M. Evans | Senior Vice President/Chief Information Officer | 24,792 | (5) | * |
| Michael C. Mundt | Senior Vice President/Chief Lending Officer | 37,612 | (3)(5) | * |
| Clinton J. Morrison | Senior Vice President/Chief Financial Officer | 7,619 | (3)(5) | * |
| Rachel R. Amdahl | Senior Vice President/Operations | 19,414 | (3)(5)(6) | * |
| Directors and Executive Officers as a group (11 persons) | N/A | 329,302 | 8.40 | % |

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* Represents less than 1% of outstanding shares.

- (1) Except as otherwise noted, all beneficial ownership by directors, nominees and executive officers is direct and each director, nominee or executive officer exercises sole voting and investment power over the shares.
- (2) Unless otherwise indicated, the address for each director and officer of the Company is c/o Eagle Bancorp Montana, Inc., 1400 Prospect Avenue, Helena, MT 59601.
- (3) Includes common stock held by each Executive Officer in the Bank's Non-Contributory Profit Sharing Plan.
- (4) Includes 23,000 shares held by Rosmar, Inc. for which Mr. Maierle, as President of Rosmar, Inc., has shared voting and investment power.
- (5) Includes common stock held in the Bank's ESOP.
- (6) Includes 5,000 shares held by spouse and 100 shares held by minor children.
- (7) The information as to Tyndall Capital Partners, L.P. ("Capital") is derived from a Schedule 13G/A filed with the SEC on February 14, 2007. Tyndall Partners, L.P. ("Tyndall") owns 197,220 shares and 71,060 shares are owned by Tyndall Institutional Partners, L.P. ("Tyndall Institutional" and, together with Tyndall, the "Funds"). Capital is the general partner of the Funds, and possesses the sole power to vote and the sole power to direct the disposition of all shares held by the Funds. In addition, 66,500 shares are owned by Jeffrey S. Halis, the manager of the general partner of Capital. The share numbers in the Schedule 13G/A have been revised to reflect the exchange ratio of the Plan of Conversion and Reorganization of Eagle Financial MHC, which was completed on April 5, 2010.
- (8) The information as to Sandler O'Neill Asset Management, LLC ("SOAM") is derived from a Schedule 13D/A filed with the SEC on June 23, 2011. Malta Partners, L.P. ("MP") owns 5,100 shares, Malta Hedge Fund, L.P. ("MHF") owns 25,200 shares, Malta Hedge Fund II, L.P. ("MHFII") owns 140,500 shares, Malta Offshore, Ltd. ("MO") owns 46,700 shares, Malta Thrift Fund, L.P. ("MT") owns 10,000 shares, and SOAM Capital Partners, L.P. ("SCP") owns 93,100 shares. SOAM Holdings, LLC ("Holdings"), as general partner of MP, MHF, MHFII and MT beneficially owns 180,800 shares; SOAM, as management company for MP, MHF, MHFII, MO, MT and SCP, beneficially owns 320,600 shares; and Terry Maltese, as President of Holdings and SOAM, beneficially owns 320,600 shares. In his capacity as president and managing member of Holdings and SOAM and as managing member of SOAM Ventures, LLC ("Ventures"), the management company of SCP, Mr. Maltese exercises voting and dispositive power over all shares beneficially owned by MP, MHF, MHFII, MT, SCP, MO, SOAM and Holdings.