

EAGLE BANCORP INC  
Form 8-K  
January 20, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 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) **January 11, 2011**

**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 Identification No.)

**7815 Woodmont Avenue, Bethesda, Maryland**

(Address of principal executive offices)

**20814**  
(Zip Code)

Registrant's telephone number, including area code: **301-986-1800**

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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 January 20, 2011, EagleBank (the "Bank"), the wholly-owned subsidiary of Eagle Bancorp, Inc. (the "Company"), issued a press release announcing its launch of EagleBank Investment Advisory Services. A copy of the press release is attached hereto as Exhibit 99.1.

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On January 11, 2011, EagleBank entered into a Referral Agreement with Morgan Stanley Smith Barney("MSSB"). The Referral Agreement provides for, among other things, the marketing of investment advisory services and the referral of certain persons and entities, including Bank customers, to MSSB. As part of the program, EagleBank may refer contacts of the Bank to MSSB in exchange for the ongoing payment of referral fees tied to the payment by such referred MSSB clients of investment advisory fees, should those referrals lead to engagement of MSSB.

**Forward-looking Statements:** This report contains forward-looking statements within the meaning of the Securities and 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, 2009 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.

### Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1. Press release dated January 20, 2011

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### SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Eagle Bancorp, Inc.**

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(Registrant)

*/s/ RONALD D. PAUL*

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**January 20, 2011**

(Date)

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Ronald D. Paul  
*President and CEO*

10.2

Warrant Amendment and Termination Agreement, dated October 25, 2011, to each of the Issuer Warrant Transaction Confirmations, dated April 29, 2009 and April 30, 2009, as reformed, between Textron and Goldman, Sachs & Co.

10.3

Bond Hedge Amendment and Termination Agreement, dated October 25, 2011, to each of the Convertible Bond Hedge Transaction Confirmations, dated April 29, 2009 and April 30, 2009, between Textron and JPMorgan Chase Bank, National Association

10.4

Warrant Amendment and Termination Agreement, dated October 25, 2011, to each of the Issuer Warrant Transaction Confirmations, dated April 29, 2009 and April 30, 2009, as reformed, between Textron and JPMorgan Chase Bank, National Association

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