

EAGLE BANCORP INC  
Form 8-K  
September 21, 2009

# 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): **September 18, 2009**

### **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)

**7815 Woodmont Avenue, 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):

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- 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 8.01 Other Events**

On September 18, 2009, Eagle Bancorp, Inc. was advised by Sandler O'Neill + Partners, L.P., the underwriter for the Company's offering of 5,853,600 shares of the Company's common stock, par value \$0.01 per share (Common Stock), at a public offering price of \$8.20, that it was exercising its option to purchase an additional 878,040 shares, at the same price, pursuant to the Underwriting Agreement dated September 15, 2009. With the exercise of the over-allotment option, the net proceeds of the offering, after underwriting discount and estimated expenses will be approximately \$51.8 million.

**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 Kennedy & Baris, LLP

23.1 Consent of Kennedy & Baris, LLP (included in Exhibit 5.1)

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: September 21, 2009