

EAGLE BANCORP INC  
Form 8-K  
May 27, 2015

**UNITED STATES**  
**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): **May 21, 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, MD 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 5.07. Submission of Matters to Vote of Security Holders.**

(a) On May 21, 2015, the annual meeting of shareholders of Eagle Bancorp, Inc. (the Company) was held for the purposes of:

1. electing nine (9) directors to serve until the 2016 Annual Meeting of Shareholders and until their successors are duly elected and qualified;
2. approving of an amendment to the Company's Articles of Incorporation increasing the number of authorized shares of common stock to 100,000,000
3. ratifying the appointment of Stegman & Company as the Company's independent registered public accountants for the year ended December 31, 2015; and
4. voting on a non-binding advisory resolution approving the compensation of our named executive officers.

(b) (1) The name of each director elected at the meeting, and the votes cast for such persons, votes withheld and broker non-votes are set forth below.

Name	For	Withheld	Broker Non-votes
Leslie M. Alperstein	18,878,023	7,235,063	4,565,593
Dudley C. Dworken	18,852,839	7,260,247	4,565,593
Harvey M. Goodman	18,878,557	7,234,529	4,565,593
Ronald D. Paul	24,744,313	1,368,773	4,565,593
Robert P. Pincus	17,702,140	8,410,946	4,565,593
Norman R. Pozez	18,819,677	7,293,409	4,565,593
Donald R. Rogers	23,910,550	2,202,536	4,565,593
David P. Summers	25,436,074	677,012	4,565,593
Leland M. Weinstein	17,679,539	8,433,547	4,565,593

(2) The number of votes cast for or against, and the number of abstentions and broker non-votes cast on the approval of the amendment to the Company's Articles of Incorporation is as set forth below

For	Against	Abstain	Broker Non-votes
26,413,374	4,020,927	218,379	0

(3) The number of votes cast for or against, and the number of abstentions and broker non-votes cast on the ratification of the appointment of Stegman & Company as the Company's independent registered public accounting firm is as set forth below:

For	Against	Abstain	Broker Non-votes
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30,494,871	97,006	86,802	0
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(3) The number of votes cast for or against, and the number of abstentions and broker non-votes cast on the nonbinding advisory resolution approving the compensation of our executive officers is as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-votes</b>
12,586,212	13,241,058	285,816	4,565,593

(c) There have been no settlements between the Company and any other person with respect to terminating any solicitation.

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: May 27, 2015