

EAGLE BANCORP INC
Form DEF 14A
April 03, 2018
[Table of Contents](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No. _____)

Filed by Registrant

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Check the appropriate box:

- | | | | |
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| <input type="checkbox"/> | Preliminary Proxy Statement | <input type="checkbox"/> | Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input checked="" type="checkbox"/> | Definitive Proxy Statement | <input type="checkbox"/> | Definitive Additional Materials |
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Eagle Bancorp, 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):		
<input checked="" type="checkbox"/>	No fee required.	
<input type="checkbox"/>	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.	
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	(1)	Amount previously paid:
	(2)	Form, Schedule or Registration Statement No.:
	(3)	Filing Party:
	(4)	Date Filed:

Table of Contents

Table of Contents

The Annual Meeting Of Shareholders Will Be Held At:

The Bethesda Marriott Hotel

5151 Pooks Hill Road

Bethesda, Maryland 20814-2432

on Thursday, May 17, 2018 at 10:00 A.M. EDT

To The Shareholders of Eagle Bancorp, Inc.:

Proxy Statement

The Board of Directors of Eagle Bancorp, Inc. is soliciting your proxy for use at the Annual Meeting of Shareholders, to be held at 10:00 A.M. EDT on Thursday, May 17, 2018, and at any adjournment or postponement of the meeting. This proxy statement and proxy card are being sent to shareholders of the Company on or about April 3, 2018, to shareholders of record as of March 21, 2018, the record date for the meeting. A copy of the Company's Annual Report on Form 10-K for the year ended December 31, 2017, which includes our audited financial statements, also accompanies this proxy statement.

In this proxy statement, we refer to (a) Eagle Bancorp, Inc. as the Company, Eagle, we or us, (b) the Board of Directors as the Board or Board of Directors and (c) EagleBank, our wholly owned subsidiary, as EagleBank or the Bank.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on May 17, 2018. A copy of this proxy statement, our Annual Report on Form 10-K for the year ended December 31, 2017, and our Report to Shareholders is available online at <http://viewproxy.com/eaglebankcorp/2018>.

This year, we are using the Notice and Access method of providing proxy materials to you via the Internet instead of mailing printed copies. We believe that this process will provide you with a convenient and quick way to access the proxy materials, including this proxy statement and our Annual Report on Form 10-K for the year ended December 31, 2017. Also accessible, is our Report to Shareholders and an authorization for a proxy to vote your shares. This allows us to conserve natural resources, and reduce the costs of printing and distributing the proxy materials.

Most shareholders will not receive paper copies of the proxy materials unless they request them. Instead, the Important Notice Regarding Availability of Proxy Materials, which we refer to as the Notice and Access card, has been mailed to our shareholders to provide instructions regarding how to access and review all of the proxy materials on the Internet. The Notice and Access card also tells you how to submit your proxy vote via the Internet or telephone. If you would like to receive a paper or email copy of our proxy materials, you should follow the instructions for requesting such materials printed on the Notice and Access card.

Table of Contents

Notice of Meeting:

The Annual Meeting of Shareholders of Eagle Bancorp, Inc. (the Company) will be held for the following purposes:

1. To elect nine directors to serve until the 2019 Annual Meeting of Shareholders and until their successors are duly elected and qualified;
2. To ratify the appointment of Dixon Hughes Goodman LLP as the Company's independent registered public accounting firm to audit the consolidated financial statements of the Company for the year ended December 31, 2018;
3. To vote on a non-binding, advisory resolution approving the compensation of our named executive officers; and
4. To transact any other business that may properly come before the meeting or any adjournment or postponement of the meeting.

Shareholders of record as of the close of business on March 21, 2018 are entitled to notice of and to vote at the meeting or any adjournment or postponement of the meeting.

YOUR VOTE IS VERY IMPORTANT. Whether or not you plan to attend the meeting, we urge you to vote and submit your proxy in order to ensure the presence of a quorum.

Registered shareholders may vote:

- By Internet: go to www.AALvote.com/EGBN;
- By toll-free telephone: call **1 (866) 804-9616**; or
- By mail: mark, sign, date and promptly **mail the enclosed proxy card** in the enclosed postage-paid envelope.

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If your shares are not registered in your name, please see the voting instructions provided by your recordholder (typically your broker) on how to vote your shares. You will need additional documentation from your recordholder in order to vote in person at the meeting.

	By Order of the Board of Directors,
	Jane E. Cornett, Corporate Secretary
April 3, 2018	

Table of Contents

Table of Contents

<u>Proxy Statement</u>	1
<u>Proxy Statement Summary</u>	4
<u>Introduction</u>	4
<u>Our Mission</u>	4
<u>Our Values: Relationships F•I•R•S•T</u>	4
<u>Our Commitment to the Community</u>	4
<u>Eagle Bancorp. Inc. at a Glance 2017</u>	5
<u>Shareholder Engagement and How We've Responded</u>	6
<u>Our Engagement Process</u>	6
<u>Investor Outreach</u>	7
<u>Board and Shareholder Engagement</u>	7
<u>Evolution of Equity Awards</u>	10
<u>Performance-Vested Shares</u>	10
<u>Voting Securities and Principal Shareholders</u>	10
<u>Proposal 1: Election of Directors</u>	12
<u>Nominees for the Board of Directors</u>	12
<u>Vote Required and Board Recommendation</u>	15
<u>Additional Directors of the Bank</u>	15
<u>Board Leadership Structure</u>	17
<u>Board and Committee Oversight of Risk</u>	18
<u>Meetings, Committees, and Procedures of the Board of Directors</u>	19
<u>Audit Committee</u>	19
<u>Compensation Committee</u>	20
<u>Governance & Nominating Committee</u>	20
<u>Risk Management</u>	21
<u>Compensation Committee Interlocks and Insider Participation</u>	21
<u>Shareholder Communications</u>	21
<u>Director Attendance at the Annual Meeting</u>	22
<u>Audit Committee Report</u>	22
<u>Director Compensation</u>	22
<u>Executive Officers Who Are Not Directors</u>	24
<u>Open Letter from Compensation Committee Chairman</u>	25
<u>Compensation Discussion and Analysis</u>	25
<u>Executive Summary</u>	26
<u>Record Setting Performance</u>	26
<u>Compensation Changes in Response to Shareholder Feedback</u>	28
<u>2017 Advisory Vote on Executive Compensation</u>	29
<u>Compensation Philosophy</u>	30
<u>Our Compensation Drivers</u>	31
<u>Our Pay Mix</u>	31
<u>CEO Pay Ratio</u>	32
<u>Compensation Components</u>	32
<u>Pay Practices Aligned with Compensation Philosophy</u>	33
<u>2017 Programs and Pay Decisions</u>	34
• <u>Base Salaries</u>	35
• <u>Senior Executive Incentive Plan</u>	35

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• <u>Long Term Equity Compensation - Time Vested</u>	37
• <u>Long Term Equity Compensation - Performance Vested</u>	37
• <u>Supplemental Executive Retirement Plan</u>	38
• <u>401(k) Plan</u>	38
• <u>Health and Welfare Benefits</u>	39
• <u>Employment, Non-Compete and Severance Arrangements</u>	39

Eagle Bancorp, Inc.

(i)

2018 Proxy Statement

Table of Contents

<u>GEO Pay-for-Performance</u>	39
<u>Executive Compensation Process</u>	40
<u>The Role of the Compensation Committee</u>	40
<u>The Role of Consultants Compensation Advisors</u>	41
<u>The Role of Management</u>	41
<u>Competitive Positioning</u>	41
<u>Eagle Bancorp Peer Group</u>	42
<u>Eagle Bancorp Peer Group Performance</u>	43
<u>Other Compensation Policies</u>	43
• <u>Compensation Recovery Policy (Clawback)</u>	43
• <u>Robust Stock Ownership Guidelines</u>	44
• <u>Anti-hedging/Anti-pledging Policies</u>	44
• <u>Executive Perquisites</u>	44
• <u>No Tax Gross-Ups or Payments</u>	44
• <u>Timing and Pricing of Equity Awards</u>	44
• <u>Prohibit Re-Pricing or Exchange</u>	44
• <u>No Guaranteed Minimum Bonus</u>	45
<u>Risk Assessment of Incentive Compensation Programs</u>	45
<u>Executive Compensation Plan Risk Assessment</u>	45
<u>Non-Executive Compensation Plan Risk Assessment</u>	46
<u>Compensation Committee Report</u>	47
<u>Executive Compensation Tables</u>	47
<u>Summary Compensation Table</u>	48
<u>Employment and Non-Compete Agreements</u>	50
<u>Grants of Plan-Based Awards</u>	52
<u>Outstanding Equity Awards at Fiscal Year-End</u>	54
<u>Options Exercised and Stock Vested</u>	55
<u>Employee Benefit Plans</u>	56
<u>Equity Compensation Plans</u>	56
<u>Pension Benefits</u>	57
<u>Certain Relationships and Related Transactions</u>	58
<u>Proposal 2: Ratification of the Appointment of Independent Registered Public Accounting Firm</u>	59
<u>Vote Required and Board Recommendation</u>	59
<u>Fees Paid to Independent Accounting Firms</u>	59
<u>Audit Fees</u>	59