

EAGLE BANCORP INC  
Form 8-K/A  
December 22, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 2, 2008**

**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**

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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):

- 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 9.01. Financial Statements and Exhibits**

(d) Exhibits.

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 3.1           | Articles Supplementary to the Articles of Incorporation for the Series A Preferred Stock (1)  |
| 4.1           | Warrant to Purchase Common Stock (1)  |
| 10.1          | Letter Agreement (including Securities Purchase Agreement - Standard Terms) between the Company and the United States Department of the Treasury with respect to the Series A Preferred Stock (1) |
| 10.2          | Amended and Restated Employment Agreement between the Company and Ronald D. Paul  |
| 10.3          | Amended and Restated Employment Agreement between the Company and Michael T. Flynn (1)  |
| 10.4          | Amended and Restated Employment Agreement between the Company and Martha Foulon-Tonat (1)   |
| 10.5          | Amended and Restated Employment Agreement between the Company and James H. Langmead (1)   |
| 10.6          | Amended and Restated Employment Agreement between the Company and Thomas D. Murphy (1)  |
| 10.7          | Amended and Restated Employment Agreement between the Company and Susan G. Riel (1)   |
| 10.8          | Amended and Restated Employment Agreement between the Company and Barry Watkins (1)   |
| 10.9          | Amended and Restated Employment Agreement between the Company and Janice Williams (1)   |
| 99.1          | Press Release dated December 5, 2008 (1)  |
| 99.2          | Form of Waiver by Senior Officers (1)   |

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(1) Previously filed

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: December 19, 2008