

EAGLE BANCORP INC
Form 10-Q/A
May 11, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 10-Q/A

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 0-25923

Eagle Bancorp, Inc.

(Exact name of registrant as specified in its charter)

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Maryland
(State or other jurisdiction of
incorporation or organization)

52-2061461
(I.R.S. Employer
Identification No.)

7815 Woodmont Avenue, Bethesda, Maryland
(Address of principal executive offices)

20814
(Zip Code)

(301) 986-1800

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of April 30, 2012, the registrant had 20,221,336 shares of Common Stock outstanding.

EXPLANATORY NOTE

The Amendment No.1 to the Form 10-Q of Eagle Bancorp, Inc. for the period ended March 31, 2012 is filed for the sole purpose of filing an additional exhibit and the certifications required by Rule 13b-14.

PART II

Item 6 - Exhibits

| Exhibit No. | Description of Exhibit |
|--------------------|---|
| 3.1 | Certificate of Incorporation of the Company, as amended (1) |
| 3.2 | Articles Supplementary to the Articles of Incorporation for the Series B Preferred Stock (2) |
| 3.3 | Bylaws of the Company (3) |
| 4.1 | Warrant to Purchase Common Stock (4) |
| 4.2 | Form of Subordinated Note due 2016(5) |
| 10.1 | 1998 Stock Option Plan (6) |
| 10.2 | Employment Agreement, dated September 1, 2011, between James H. Langmead and the Bank (7) |
| 10.3 | Employment Agreement, dated September 1, 2011, between Thomas D. Murphy and the Bank (8) |
| 10.4 | Amended and Restated Employment Agreement between Ronald D. Paul and the Company (9) |
| 10.5 | Employment Agreement, dated September 1, 2011, between Susan G. Riel and the Bank (10) |
| 10.6 | Fee Agreement between Robert P. Pincus and the Company (11) |
| 10.7 | 2006 Stock Plan (12) |
| 10.8 | Employment Agreement, dated September 1, 2011, among Michael T. Flynn the Company and the Bank (13) |
| 10.9 | Employment Agreement, dated September 1, 2011, between Laurence E. Bensignor and the Bank (14) |
| 10.10 | Employment Agreement, dated September 1, 2011, between the Bank and Janice Williams (15) |
| 10.11 | 2012 Senior Executive Incentive Plan (16) |
| 10.12 | Eagle Bancorp, Inc. 2011 Employee Stock Purchase Plan (17) |
| 10.13 | Employment Agreement dated as of February 23, 2012, between the Bank and Antonio F. Marquez, filed herewith |
| 11 | Statement Regarding Computation of Per Share Income See Note 5 of the Notes to Consolidated Financial Statements |
| 21 | Subsidiaries of the Registrant |
| 31.1 | Certification of Ronald D. Paul, filed herewith |

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|-------|---|
| 31.2 | Certification of James H. Langmead, filed herewith |
| 32.1 | Certification of Ronald D. Paul, filed herewith |
| 32.2 | Certification of James H. Langmead, filed herewith |
| 101 | Interactive data files pursuant to Rule 405 of Regulation S-T: |
| (i) | the Consolidated Statement of Financial Position at March 31, 2012, December 31, 2011 and March 31, 2011 |
| (ii) | the Consolidated Statement of Earnings for three month periods ended March 31, 2012 and 2011 |
| (iii) | the Consolidated Statement of Comprehensive Income for three month periods ended March 31, 2012 and 2011 |
| (iv) | the Consolidated Statement of Changes in Shareholders' Equity for the three month periods ended March 31, 2012 and 2011 |
| (v) | the Consolidated Statement of Cash Flows for the three months ended March 31, 2012 and 2011 |
| (vi) | the Notes to the Consolidated Financial Statements |

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- (1) Incorporated by reference to the exhibit of the same number to the Company's Current Report on Form 8-K filed on July 16, 2008.
 - (2) Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 15, 2011.
 - (3) Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on October 30, 2007.
 - (4) Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 8, 2008.
 - (5) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 1, 2010.
 - (6) Incorporated by reference to Exhibit 10.1 to the Company's Annual Report on Form 10-KSB for the year ended December 31, 1998.
 - (7) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 23, 2011.
 - (8) Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 23, 2011.
 - (9) Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K/A filed on December 22, 2008.
 - (10) Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on December 23, 2011.
 - (11) Incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-4 (Registration No. 333-150763)
 - (12) Incorporated by reference to Exhibit 4 to the Company's Registration Statement on Form S-8 (No. 333-135072)
 - (13) Incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed on December 23, 2011
 - (14) Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on December 23, 2011.
 - (15) Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on December 23, 2011.

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- (16) Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 23, 2011.
- (17) Incorporated by reference to Exhibit 4 to the Company's Registration Statement on Form S-8 (Registration No. 333-175966).

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 thereunto duly authorized.

EAGLE BANCORP, INC.

Date: May 11, 2012

By: /s/ Ronald D. Paul
Ronald D. Paul, Chairman, President and Chief
Executive Officer of the Company

Date: May 11, 2012

By: /s/ James H. Langmead
James H. Langmead, Executive Vice President and
Chief Financial Officer of the Company