

EAGLE BANCORP INC  
Form DEFA14A  
April 14, 2017

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**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):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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- (1) Amount Previously Paid:
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-

April 13, 2017

Dear Shareholder,

We are pleased to enclose the 2016 Report to Shareholders for Eagle Bancorp, Inc. As you will read in the Report, it was another successful year for our company. You recently received a notice about the proxy materials for the 2017 Annual Meeting of Shareholders to be held Thursday, May 18, 2017 at 10 am at The Bethesda Marriott Hotel, 5151 Pooks Hill Rd., Bethesda, MD 20814.

Eagle Bancorp, Inc. is asking shareholders to vote on the following items:

- 1. To elect seven directors to serve until the 2018 Annual Meeting of Shareholders and until their successors are duly elected and qualified; and**
- 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, 2017; and**
- 3. To vote on a non-binding, advisory resolution approving the compensation of our named executive officers; and**
- 4. To vote on a non-binding, advisory proposal regarding the frequency of advisory resolutions approving the compensation of our named executive officers.**

You should refer to the notice previously mailed to you and the proxy materials for additional information on these matters. If you have not received the notice, please call us immediately at the number below.

The Board of Directors unanimously recommends you vote **FOR** the proposals referenced above. Regardless of the number of shares you own, it is important that your vote is represented at the Annual Meeting.

***Please vote your shares of stock now so that your vote can be counted without delay.*** Voting is easy. You may use one of the options below to ensure that your vote is promptly recorded in time for the Annual Meeting:

i **VOTE BY TOUCH-TONE PHONE:** You may cast your vote by calling the toll-free number on your proxy card **1 (866) 804-9616** to cast your vote.

i **VOTE VIA THE INTERNET:** You may cast your vote by logging onto **www.AALvote.com/EGBN** identified on the enclosed proxy voting form and following the instructions on the screen.

i **VOTE BY MAIL:** You may cast your vote by mail by completing, signing, dating and mailing the enclosed proxy card in the postage-prepaid return envelope provided.

If you have any questions or require further assistance in voting your shares, please contact our proxy solicitation agent Alliance Advisors, LLC toll-free at **1-877-777-8133**.

**YOUR PARTICIPATION IS IMPORTANT - PLEASE VOTE TODAY!**

To express our appreciation for your participation in the proxy voting process, we will donate \$1 to the Trust for The National Mall on behalf of every shareholder account that votes. Thank you for your support.

Very truly yours,

Ronald D. Paul

Chairman of the Board

President and Chief Executive Officer

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