

EAGLE BANCORP INC  
Form 4/A  
March 15, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PINCUS ROBERT P

2. Issuer Name and Ticker or Trading Symbol  
EAGLE BANCORP INC [EGBN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/10/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)  
03/15/2016

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/10/2016		A		5,000 (1)	A	\$ 0 135,626 D
Common Stock	03/14/2016		S		300	D	\$ 49.16 135,326 D
Common Stock	03/14/2016		S		400	D	\$ 49.17 134,926 D
Common Stock	03/14/2016		S		100	D	\$ 49.175 134,826 D
Common Stock	03/14/2016		S		300	D	\$ 49.18 134,526 D
Common Stock	03/14/2016		S		300	D	\$ 49.19 134,226 D

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Common Stock							
Common Stock	03/14/2016	S	200	D	\$ 49.2	134,026	D
Common Stock	03/14/2016	S	200	D	\$ 49.205	133,826	D
Common Stock	03/14/2016	S	300	D	\$ 49.21	133,526	D
Common Stock	03/14/2016	S	701	D	\$ 49.23	132,825	D
Common Stock	03/14/2016	S	2,171	D	\$ 49.25	130,654	D
Common Stock	03/14/2016	S	100	D	\$ 49.26	130,554	D
Common Stock	03/14/2016	S	25	D	\$ 49.27	130,529	D
Common Stock	03/14/2016	S	1,144	D	\$ 49.28	129,385	D
Common Stock	03/14/2016	S	30	D	\$ 49.29	129,355	D
Common Stock	03/14/2016	S	100	D	\$ 49.42	129,255	D
Common Stock	03/14/2016	S	200	D	\$ 49.44	129,055	D
Common Stock	03/14/2016	S	1,046	D	\$ 49.45	128,009	D
Common Stock	03/14/2016	S	100	D	\$ 49.455	127,909	D
Common Stock	03/14/2016	S	200	D	\$ 49.48	127,709	D
Common Stock	03/14/2016	S	100	D	\$ 49.49	127,609	D
Common Stock	03/14/2016	S	383	D	\$ 49.5	127,226	D
Common Stock	03/14/2016	S	100	D	\$ 49.52	127,126	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V	(A)	(D)		

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PINCUS ROBERT P		X		

**Signatures**

/s/ Robert P.  
Pincus                                      03/15/2016  
  
 \*\*Signature of                                      Date  
 Reporting Person

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents award of restricted stock under 2006 Stock Plan. Award vests in three substantially equal annual installments commencing on the first anniversary of the date of grant.

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