

EAGLE BANCORP INC

Form 4/A

March 22, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
03/11/2016

☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/11/2016 ⁽¹⁾		A	Amount <u>5,000</u> ⁽²⁾	\$ 0	135,626	D
Common Stock	03/14/2016		S	300	\$ 49.16	135,326	D
Common Stock	03/14/2016		S	400	\$ 49.17	134,926	D
Common Stock	03/14/2016		S	100	\$ 49.175	134,826	D
Common Stock	03/14/2016		S	300	\$ 49.18	134,526	D
	03/14/2016		S	300	\$ 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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SEC 1474
(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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Robert P.
Pincus

03/22/2016

**Signature of
Reporting Person

Date

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) To correct inadvertent error inputting date of transaction.

(2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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