

MAR 28 2014

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6 **FRB RICHMOND**

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, Ronald D. Paul

Name of the Holding Company Director and Official

Chairman, President & CEO

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official

Date of Signature

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 2652104
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Eagle Bancorp, Inc.

Legal Title of Holding Company

7830 Old Georgetown Road

(Mailing Address of the Holding Company) Street / P.O. Box

Bethesda MD 20814
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

James H. Langmead CFO

Name Title

240-497-1678

Area Code / Phone Number / Extension

301-986-0760

Area Code / FAX Number

jlangmead@eaglebankcorp.com

E-mail Address

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Federal Reserve Form FR Y-6

Eagle Bancorp, Inc.

December 31, 2013

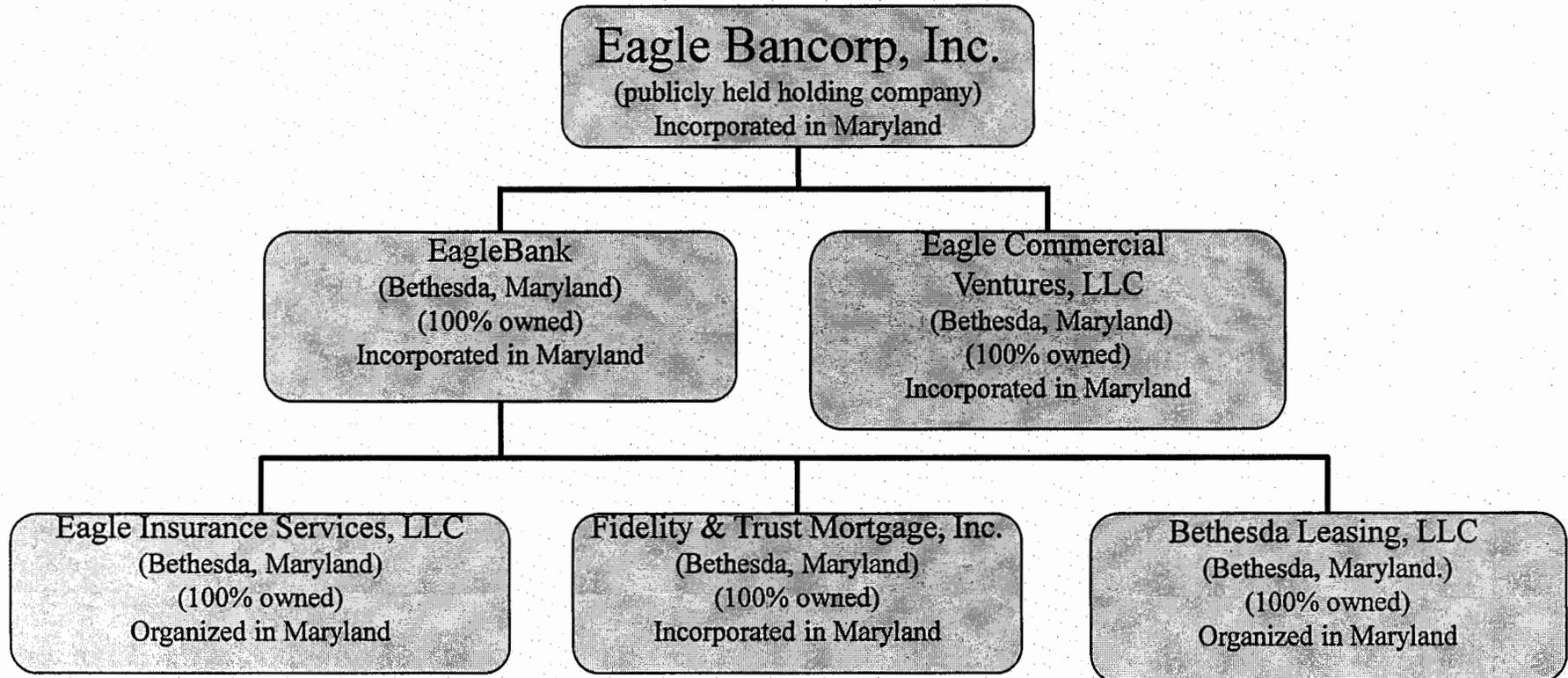
Report Item 1: Annual Report to Shareholders for year ended December 31, 2013
(Form 10K filed with the Securities and Exchange Commission on March 14, 2014)

SEE ATTACHED

Eagle Bancorp, Inc

Bethesda, Maryland

Organization Chart



Member Interest:

Eagle Bancorp, Inc - non-managing member of Eagle Commercial Ventures, Inc.

EagleBank – non-managing member of Eagle Insurance Services, LLC

EagleBank – non-managing member of Bethesda Leasing, LLC

Results: A list of branches for your depository institution: EAGLEBANK (ID_RSSD: 2652092).
 This depository institution is held by EAGLE BANCORP, INC. (2652104) of BETHESDA, MD.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.
 Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
 Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
CHANGE		Full Service (Head Office)	2652092	EAGLEBANK	7815 WOODMONT AVENUE	BETHESDA	MD	20814	MONTGOMERY	UNITED STATES	61426	0	EAGLEBANK	2652092	
		Full Service	3288797	DUPONT CIRCLE BRANCH	1228 CONNECTICUT AVENUE NW	WASHINGTON	DC	20036	DISTRICT OF COLUMBIA	UNITED STATES	431742	7	EAGLEBANK	2652092	
		Full Service	4158392	GALLERY PLACE BRANCH	700 7TH STREET, NW	WASHINGTON	DC	20001	DISTRICT OF COLUMBIA	UNITED STATES	264006	18	EAGLEBANK	2652092	
		Full Service	3461817	GEORGETOWN BRANCH	1044 WISCONSIN AVENUE, NW	WASHINGTON	DC	20007	DISTRICT OF COLUMBIA	UNITED STATES	453090	13	EAGLEBANK	2652092	
		Full Service	3029936	K STREET BRANCH	2001 K ST NORTHWEST	WASHINGTON	DC	20006	DISTRICT OF COLUMBIA	UNITED STATES	362095	4	EAGLEBANK	2652092	
		Full Service	3322392	MCPHERSON SQUARE BRANCH	1425 K STREET NW	WASHINGTON	DC	20005	DISTRICT OF COLUMBIA	UNITED STATES	443456	9	EAGLEBANK	2652092	
DELETE		Full Service	4521053	BETHESDA BRANCH	7815 WOODMONT AVENUE	BETHESDA	MD	20814	MONTGOMERY	UNITED STATES	Not Required	Not Required	EAGLEBANK	2652092	
		Full Service	3445161	CHEVY CHASE BRANCH	15 WISCONSIN CIRCLE	CHEVY CHASE	MD	20815	MONTGOMERY	UNITED STATES	453540	10	EAGLEBANK	2652092	
		Full Service	3984558	POTOMAC BRANCH	12505 PARK POTOMAC AVENUE	POTOMAC	MD	20854	MONTGOMERY	UNITED STATES	498640	17	EAGLEBANK	2652092	
		Full Service	2732396	ROCKVILLE BRANCH	110 NORTH WASHINGTON ST	ROCKVILLE	MD	20850	MONTGOMERY	UNITED STATES	290798	3	EAGLEBANK	2652092	
		Full Service	3636651	ROCKVILLE BRANCH	130 ROLLINS AVENUE UNIT 130	ROCKVILLE	MD	20852	MONTGOMERY	UNITED STATES	479350	16	EAGLEBANK	2652092	
		Full Service	3103256	SHADY GROVE BRANCH	9600 BLACKWELL ROAD	ROCKVILLE	MD	20850	MONTGOMERY	UNITED STATES	363694	5	EAGLEBANK	2652092	
		Full Service	2732408	SILVER SPRING BRANCH	8665-B GEORGIA AVE	SILVER SPRING	MD	20910	MONTGOMERY	UNITED STATES	290799	2	EAGLEBANK	2652092	
		Full Service	4495202	OLD TOWN ALEXANDRIA BRANCH	277 SOUTH WASHINGTON STREET	ALEXANDRIA	VA	22314	ALEXANDRIA CITY	UNITED STATES	Not Required	Not Required	EAGLEBANK	2652092	
		Full Service	4338000	BALLSTON BRANCH	4420 NORTH FAIRFAX DRIVE	ARLINGTON	VA	22203	ARLINGTON	UNITED STATES	532360	20	EAGLEBANK	2652092	
		Full Service	4351634	ROSSLYN BRANCH	1919 N. LYNN STREET	ARLINGTON	VA	22209	ARLINGTON	UNITED STATES	532359	19	EAGLEBANK	2652092	
		Full Service	4442411	MERRIFIELD BRANCH	2905 DISTRICT AVENUE SUITE 190	FAIRFAX	VA	22031	FAIRFAX	UNITED STATES	Not Required	Not Required	EAGLEBANK	2652092	
		Full Service	4387558	RESTON BRANCH	12011 SUNSET HILLS ROAD, SUITE 100	RESTON	VA	20190	FAIRFAX	UNITED STATES	532361	21	EAGLEBANK	2652092	
		Full Service	3613513	TYSONS CORNER BRANCH	8601 WESTWOOD CENTER DRIVE	VIENNA	VA	22182	FAIRFAX	UNITED STATES	466359	15	EAGLEBANK	2652092	

Federal Reserve Form FR Y-6**Eagle Bancorp, Inc.**

December 31, 2013

Report Item 3: Stockholders with ownership, control or holdings of 5% or more with power to vote

Name and Address (City, State and County)	Country or Citizenship of Incorporation	Number of Shares of Each Class of Voting Stock	Percentage of Each Class of Voting Stock (see note 1)	Number of Option Shares and Awards of Each Class of Voting Stock	Option Shares and Awards as percentage of outstanding shares (see note 1)
Ronald D. Paul Rockville, Maryland, USA	USA	1,897,083	7.33%	454,382	1.76%
BlackRock Fund Advisors New York, NY, USA	USA	1,309,433	5.06%	-	-

note 1: based on shares outstanding at December 31, 2013 of 25,885,863 and including unexercised option shares and unvested restricted stock awards that can be converted into voting securities.

note 2: there are no shareholders not listed above that had ownership, control or holdings of 5% or more with power to vote during the year ending December 31, 2013

Report Item 4: Insiders
Schedule 1

Insider	Related Interest	% Ownership
Norman R. Pozez	NRP Panim, LLC	100.00%
Norman R. Pozez	Hotel Neabsco, LLC	100.00%
Norman R. Pozez	Neabsco Suites, LLC	100.00%
Leland M. Weinstein	Syscom Services, Inc.	40.80%
Ronald D. Paul	RDP Management, Inc.	100.00%
Ronald D. Paul	Lucardi, LLC	100.00%
Ronald D. Paul	Gateway Building Associates, Inc	100.00%
Ronald D. Paul	515 Limited Partnership	37.57%
Ronald D. Paul	515 Corporation	100.00%
Ronald D. Paul	22nd Street, Inc.	100.00%
Ronald D. Paul	1613 Embassy, Inc.	32.00%
Ronald D. Paul	1515 Ogden Street Limited Partnership	100.00%
Ronald D. Paul	Cromwell Associates, Inc.	100.00%
Ronald D. Paul	Ninety Five Office Park, LLC	63.00%
Ronald D. Paul	RDP Hampden, LLC	69.62%
Ronald D. Paul	6010 Executive I, LLC	100.00%
Ronald D. Paul	6010 Executive II, LLC	100.00%
Ronald D. Paul	6188 Executive Limited Partnership	71.36%
Ronald D. Paul	Ronald D. Paul Companies, Inc.	100.00%
Ronald D. Paul	BPB, LLC	33.00%
Ronald D. Paul	Ninety Five Office Park Developer, Inc.	63.00%
Ronald D. Paul	515 22nd Street Limited Partnership	37.20%
Laurence E. Bensignor	Bensignor Business Strategies, LLC	100.00%

Report Item 4: Insiders
Schedule 1

Insider	Related Interest	% Ownership
Harvey M. Goodman	Naylor's Lane Office Property Venture	38.00%
Harvey M. Goodman	Penny Lane Partners	40.00%
Harvey M. Goodman	Pepper Surgery Partners	33.33%
Harvey M. Goodman	Rockfish Partners	25.00%
Harvey M. Goodman	Rollins Broadstone, LLC	40.00%
Harvey M. Goodman	Traville Union Partners	25.00%
Harvey M. Goodman	Meyer Point Partners	25.00%
Harvey M. Goodman	Rollins Flacco II Partnership	25.00%
Harvey M. Goodman	Estate of Alice Goodman	25.00%
Harvey M. Goodman	Forum Hill Partners LLC	50.00%
Harvey M. Goodman	Coco Flacco	25.00%
Robert P. Pincus	RLR Investment Management, LLC	87.04%
Norman R. Pozez	ALP & NRP Development Company	42.00%
Norman R. Pozez	Fort Evans Plaza Limited Partnership	25.00%
Norman R. Pozez	Hotel Porter Limited Partnership	74.38%
Norman R. Pozez	Merrifield Town Center Limited Partnership	25.00%
Norman R. Pozez	MTC Levitz Limited Partnership	25.00%
Norman R. Pozez	MTC Commercial, LLC	25.00%
Norman R. Pozez	Route 301 Limited Partnership	49.00%
Norman R. Pozez	SDDI Merrifield Limited Partnership	75.50%
Norman R. Pozez	Twinard Limited Partnership	25.03%
Norman R. Pozez	Uniwest Construction, Inc.	50.00%
Norman R. Pozez	Uniwest Development, LLC	54.45%
Norman R. Pozez	Uniwest Finance, Inc.	70.00%
Norman R. Pozez	Uniwest Commercial Realty, Inc.	100.00%
Norman R. Pozez	Uniwest Management Services, Inc.	100.00%
Norman R. Pozez	Uniwest Spyglass Limited Partnership	40.00%
Norman R. Pozez	WVA 340 Limited Partnership	40.00%
Norman R. Pozez	I-81 Hollyhock, LLC	25.00%
Norman R. Pozez	Battlefield FE Limited Partnership	25.00%
Norman R. Pozez	NY @ Route 9 Limited Partnership	25.00%
Norman R. Pozez	I-95 Dale, LLC	25.00%
Norman R. Pozez	Uniwest Car Wash 1, LLC	50.00%