

EAGLE BANCORP INC  
Form FWP  
July 22, 2016

**Filed Pursuant to Rule 433**

**Registration No. 333-202405**

**July 21, 2016**

**Final Term Sheet**

\$150,000,000

5.000% Fixed-to-Floating Rate Subordinated Notes due August 1, 2026

**Issuer:** Eagle Bancorp, Inc., a Maryland corporation  
**Securities Offered:** 5.000% Fixed-to-Floating Subordinated Notes due August 1, 2026  
**Aggregate Principal Amount:** \$150,000,000  
**Rating:** Kroll Bond Rating Agency: BBB

A rating reflects only the view of a rating agency, and it is not a recommendation to buy, sell or hold the Subordinated Notes. Any rating can be revised upward or downward or withdrawn at any time by a rating agency if such rating agency decides that circumstances warrant that change.

**Trade Date:** July 21, 2016  
**Settlement Date:** July 26, 2016  
**Final Maturity (if not previously redeemed):** August 1, 2026  
**Interest Rate:** From and including the original issue date to, but excluding August 1, 2021 a fixed per annum rate of 5.000%.

From and including August 1, 2021, through maturity, a floating per annum rate equal to three-month LIBOR (provided, however, that in the event three-month LIBOR is less than

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zero, three-month LIBOR shall be deemed to be zero) plus 3.850%.

**Issue Price to Investors:**

100%

**Interest Payment Dates:**

Interest on the Notes will be payable on February 1 and August 1 of each year through, but not including, August 1, 2021, and thereafter on February 1, May 1, August 1 and November 1 of each year to, but excluding the maturity date or earlier redemption. The first interest payment will be made on February 1, 2017.

**Day Count Convention:**

30/360 to but excluding August 1, 2021, and, thereafter, a 360-day year and the number of days actually elapsed.

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<b>Optional Redemption:</b>	The Company may, at its option, beginning with the Interest Payment Date of August 1, 2021 and on any scheduled Interest Payment Date thereafter, redeem the Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed plus accrued and unpaid interest to, but excluding, the date of redemption.
<b>Special Event Redemption:</b>	The Notes may not be redeemed prior to August 1, 2021, except that the Company may redeem the Notes at any time, at its option, in whole or in part, if (i) a change or prospective change in law occurs that could prevent the Company from deducting interest payable on the Notes for U.S. federal income tax purposes, (ii) a subsequent event occurs that precludes the Notes from being recognized as Tier 2 capital for regulatory capital purposes, or (iii) the Company is required to register as an investment company under the Investment Company Act of 1940, as amended, in each case, at a redemption price equal to 100% of the principal amount of the Notes plus any accrued and unpaid interest through, but excluding, the redemption date. For more information, see Description of the Subordinated Notes Ranking in the preliminary prospectus supplement dated July 20, 2016.
<b>Denomination:</b>	\$1,000 denominations and integral multiples of \$1,000
<b>Listing and Trading Markets:</b>	The Company does not intend to list the Notes on any securities exchange or to have the Notes quoted on a quotation system. Currently there is no public market for the Notes and there can be no assurances that any public market for the Notes will develop.
<b>Underwriters Discount:</b>	1.50%
<b>Proceeds to the Company (before expenses):</b>	\$147,750,000
<b>Use of Proceeds:</b>	The Company intends to use the net proceeds of the offering for general corporate purposes, including but not limited to supporting its growth and contribution to the capital of its subsidiaries, including EagleBank, to support organic growth and opportunistic acquisitions, should appropriate acquisition opportunities arise.
<b>CUSIP / ISIN:</b>	268948 AB2 / US268948AB21
<b>Book-Running Manager:</b>	Sandler O'Neill + Partners, L.P.
<b>Co-Manager:</b>	Keefe, Bruyette & Woods (A Stifel Company)

The Company has filed a shelf registration statement (File No. 333-202405) (including a base prospectus) and a related preliminary prospectus supplement dated July 20, 2016 with the Securities and Exchange Commission (the "SEC") for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, and the related preliminary prospectus supplement and any other documents that the Company has filed with the SEC for more information about the Company and the offering. You may get these documents for free by visiting EDGAR on the SEC website

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at [www.sec.gov](http://www.sec.gov). Alternatively, the Company, the Underwriter or any dealer participating in the offering will arrange to send you the prospectus and the related preliminary prospectus supplement if you request it by calling Sandler O'Neill + Partners, L.P. toll-free at 866-805-4128.

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