

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 99899 / April 3, 2024**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-20963**

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<b>In the Matter of</b>	:	
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<b>Eagle Bancorp, Inc.,</b>	:	<b>ORDER APPROVING</b>
	:	<b>PLAN OF DISTRIBUTION</b>
<b>Respondent.</b>	:	
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On August 16, 2022, the Commission issued an Order Instituting Cease-and-Desist Proceedings, Pursuant to Section 8A of the Securities Act of 1933 and Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order (the “Order”)<sup>1</sup> against Eagle Bancorp, Inc. (the “Respondent”). In the Order, the Commission found that Eagle made material misstatements and omissions about related party loans that Eagle’s principal subsidiary, EagleBank, extended to family trusts affiliated with Eagle’s former Chairman, CEO, and President, Ronald D. Paul (“Paul”), and to other related parties. From March 2015 through April 2018, Eagle failed to include these undisclosed loans in the related party loan balances included in its annual reports and proxy statements filed with the Commission. Eagle and Paul also made false statements regarding the nature of the loans in two press releases. Based on this conduct, the Commission found that Eagle violated Sections 17(a)(2) and 17(a)(3) of the Securities Act, and Sections 13(a), 13(b)(2)(A), 13(b)(2)(B) and 14(a) of the Exchange Act and Rules 12b-20, 13a-1, and 14a-9 thereunder.

The Commission ordered Eagle to pay \$2,600,000 in disgorgement, \$750,493 in prejudgment interest, and a \$10,000,000 civil money penalty, for a total of \$13,350,493, to the Commission. In its order, the Commission also created a Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, so the penalties paid, along with the disgorgement and interest paid, could be distributed to harmed investors (the “Fair Fund”). The Commission further ordered that the Fair Fund may be combined with any fund established for the benefit of harmed investors in *SEC v. Ronald D. Paul*, 22-cv-06985 (S.D.N.Y.) (the “Related Action”).<sup>2</sup>

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<sup>1</sup> Securities Act Rel. No. 11092 (Aug. 16, 2022).

<sup>2</sup> The Commission corrected the Order to add this language, which was inadvertently omitted at the time of issuance. The Fair Fund has received \$431,216.00 from the Related Action in accordance with the Court’s Order dated October 11, 2023. See Dkt. No. 16, *SEC v. Ronald D. Paul*, 22-cv-06985 (S.D.N.Y.).

The Fair Fund consists of the \$13,350,493 collected from the Respondent in this matter and the \$431, 216 collected in the Related Action. The Fair Fund has been deposited in a Commission-designated account at the U.S. Department of the Treasury, and any accrued interest will be added to the Fair Fund.

On November 14, 2023, the Commission appointed JND Legal Administration as the Fund Administrator for the Fair Fund.<sup>3</sup>

On February 5, 2024, the Division of Enforcement, pursuant to delegated authority, published a Notice of Proposed Plan of Distribution and Opportunity for Comment (“Notice”),<sup>4</sup> pursuant to Rule 1103 of the Commission’s Rules on Fair Fund and Disgorgement Plans (“Commission’s Rules”);<sup>5</sup> and simultaneously posted the Proposed Plan of Distribution (the “Proposed Plan”). The Notice advised interested persons that they could obtain a copy of the Proposed Plan from the Commission’s public website or by submitting a written request to Allison J.P. Moon, United States Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090. The Notice also advised that all persons desiring to comment on the Proposed Plan could submit their comments, in writing, within 30 days of the Notice. The Commission received no comments on the Proposed Plan during the comment period.

The Proposed Plan provides for the distribution of the Fair Fund, plus any accrued interest, less taxes, fees, and expenses, to those investors who purchased or acquired Eagle Bancorp common stock, traded under the symbol EGBN, on March 2, 2015, through July 17, 2019, inclusive, and suffered a loss as calculated by the methodology used in the plan of allocation attached to the Proposed Plan as Exhibit A.

The Division of Enforcement now requests that the Commission approve the Proposed Plan.

Accordingly, it is hereby ORDERED, pursuant to Rule 1104 of the Commission’s Rules,<sup>6</sup> that the Proposed Plan is approved, and the approved Plan of Distribution shall be posted simultaneously with this order on the Commission’s website at [www.sec.gov](http://www.sec.gov).

For the Commission, by the Division of Enforcement, pursuant to delegated authority.<sup>7</sup>

Vanessa A. Countryman  
Secretary

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<sup>3</sup> See Order Appointing Fund Administrator, Setting Administrator’s Bond Amount, and Authorizing Payment of Fees and Expenses, Exchange Act Rel. No. 98922 (Nov. 14, 2023).

<sup>4</sup> Exchange Act Rel. No. 99465 (Feb. 5, 2024).

<sup>5</sup> 17 C.F.R. § 201.1103.

<sup>6</sup> 17 C.F.R. § 201.1104.

<sup>7</sup> 17 C.F.R. § 200.30-4(a)(21)(iv).