

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 98922 / November 14, 2023

ADMINISTRATIVE PROCEEDING
File No. 3-20963

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| _____ | : | |
| In the Matter of | : | ORDER APPOINTING FUND |
| | : | ADMINISTRATOR, SETTING |
| Eagle Bancorp, Inc., | : | ADMINISTRATOR’S BOND |
| | : | AMOUNT, AND AUTHORIZING |
| Respondent. | : | PAYMENT OF FEES AND |
| _____ | : | EXPENSES |

On August 16, 2022, the Commission issued a Corrected 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”)¹ against Eagle Bancorp, Inc. (“Eagle” or “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

¹ Securities Act Rel. No. 11092 (Aug. 16, 2022).

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”).²

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.

The Division of Enforcement (the “Division”) now seeks the appointment of JND Legal Administration (“JND”) as the fund administrator and requests that the administrator’s bond be set at \$13,781,709. JND is included in the Commission’s approved pool of administrators. The Division further requests that the Commission authorize the Office of Financial Management (“OFM”), at the direction of an Assistant Director of the Office of Distributions, to pay the Fund Administrator’s fees and expenses from the Fair Fund, so long as the total amount paid to the Fund Administrator, including the invoice to be paid, does not exceed the total amount of the approved cost proposal submitted by the Fund Administrator.

² 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.).

Accordingly, IT IS HEREBY ORDERED that:

- A. JND is appointed as the Fund Administrator pursuant to Rule 1105(a) of the Commission's Rules on Fair Fund and Disgorgement Plans ("Commission's Rules");³
- B. JND shall obtain a bond in accordance with Rule 1105(c) of the Commission's Rules⁴ in the amount of \$13,781,709;
- C. the Fund Administrator will submit invoices to the Commission staff for services rendered, in accordance with Rule 1105(d) of the Commission's Rules;⁵ and
- D. at the direction of an Assistant Director of the Office of Distributions, OFM is authorized to pay the Fund Administrator's fees and expenses from the Fair Fund, in accordance with Rule 1105(e) of the Commission's Rules,⁶ so long as the total amount paid to the Fund Administrator, including the invoice to be paid, does not exceed the total amount of the approved cost proposal submitted by the Fund Administrator.

For the Commission, by the Division of Enforcement, pursuant to delegated authority.⁷

Vanessa A. Countryman
Secretary

³ 17 C.F.R. § 201.1105(a).

⁴ 17 C.F.R. § 201.1105(c).

⁵ 17 C.F.R. § 201.1105(d).

⁶ 17 C.F.R. § 201.1105(e).

⁷ 17 C.F.R. § 200.30-4(a)(17) and 17 C.F.R. § 200.30-4(a)(21)(vi).