

Eagle Bancorp Montana, Inc.
Form 8-K
December 20, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 19, 2018**

Eagle Bancorp Montana, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 1-34682 | 27-1449820 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

1400 Prospect Avenue, Helena, MT 59601
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(406)
442-3080**

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Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the reporting obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On December 19, 2018 at a special shareholders' meeting, the shareholders of Big Muddy Bancorp, Inc. ("BMB"), approved the previously announced Agreement and Plan of Merger, dated as of August 21, 2018, by and among Eagle Bancorp Montana, Inc. (the "Company"), Opportunity Bank of Montana, BMB and The State Bank of Townsend (the "Merger Agreement"), whereby BMB will merge with and into the Company, with the Company continuing as the surviving corporation (the "Merger").

In addition, the parties have received regulatory approvals from the Board of Governors of the Federal Reserve System and the Montana Division of Banking and Financial Institutions to complete the Merger and other transactions contemplated by the Merger Agreement. The Merger is expected to be completed on or about January 1, 2019, subject to the satisfaction of customary closing conditions.

FORWARD-LOOKING STATEMENTS

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including, but not limited to, the Company's and BMB's expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "plan," "predict," "project," "forecast," "objective," "prospects," "possible" or "potential," by future conditional verbs such as "assume," "will," "would," "should," "could," "may", or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements. Actual results may differ materially from current projections.

In addition to factors previously disclosed in the Company's reports filed with the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements: the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate any definitive merger agreement between the Company and BMB; the outcome of any legal proceedings that may be instituted against the Company or BMB; the ability to meet the remaining closing conditions to the merger; delay in closing the merger; difficulties and delays in integrating the BMB business or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EAGLE BANCORP MONTANA, INC.

Date: December 20, 2018

By: /s/ Peter J. Johnson
Peter J. Johnson
*President and Chief Executive
Officer*