

Eagle Bancorp Montana, Inc.
Form 424B3
February 22, 2010
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**Filed Pursuant to Rule 424(b)(3)
Registration No. 333-163790**

Dear Stockholder:

Eagle Bancorp is soliciting stockholder votes regarding the mutual-to-stock conversion of Eagle Financial MHC. Pursuant to a Plan of Conversion and Reorganization (the "Plan"), our organization will convert from a partially public company to a fully public company by selling a minimum of 2,040,000 shares of common stock of a newly formed company which will become the holding company for American Federal Savings Bank, Eagle Bancorp Montana, Inc.

The Proxy Vote Your Vote Is Very Important

We have received conditional regulatory approval to implement the Plan, however we must also receive the approval of our stockholders. Enclosed is a Proxy Statement/Prospectus describing the proposal before our stockholders. **Please promptly vote the enclosed Proxy Card. Our Board of Directors urges you to vote FOR the Plan.**

The Exchange

At the conclusion of the conversion, your shares of Eagle Bancorp common stock will be exchanged for new shares of Eagle Bancorp Montana, Inc. The number of new shares of Eagle Bancorp Montana, Inc. common stock that you receive will be based on an exchange ratio that is described in the Proxy Statement/Prospectus. Shortly after the completion of the conversion, our exchange agent will send a transmittal form to each stockholder of Eagle Bancorp who holds stock certificates. The transmittal form will explain the procedure to follow to exchange your shares. Please do not deliver your certificate(s) before you receive the transmittal form. Shares of Eagle Bancorp that are held in street name (e.g. in a brokerage account) will be converted automatically at the conclusion of the conversion; no action or documentation is required of you.

The Stock Offering

We are offering the shares of common stock of Eagle Bancorp Montana, Inc. for sale at \$10.00 per share. The shares are being offered in a Subscription Offering to eligible customers of American Federal Savings Bank. If all shares are not subscribed for in the Subscription Offering, shares are expected to be available in a Community Offering, to Eagle Bancorp public stockholders and others not eligible to place orders in the Subscription Offering. **If you are interested in purchasing shares of our common stock, you may request a stock order form and Prospectus by calling our Stock Information Center at the phone number in the Questions and Answers section herein. The stock offering period is expected to expire on March 18, 2010.**

If you have any questions please refer to the Questions & Answers section herein.

We thank you for your support as a stockholder of Eagle Bancorp.

Sincerely,

Peter J. Johnson

President and Chief Executive Officer

This letter is neither an offer to sell nor a solicitation of an offer to buy shares of common stock. The offer is made only by the Prospectus. These securities are not deposits or savings accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

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PROSPECTUS OF EAGLE BANCORP MONTANA, INC.

PROXY STATEMENT OF EAGLE BANCORP

American Federal Savings Bank is converting from a mutual holding company structure to a fully-public ownership structure. Currently, American Federal Savings Bank is a wholly-owned subsidiary of Eagle Bancorp, and Eagle Financial MHC owns approximately 60.4% of Eagle Bancorp's common stock. The remaining 39.6% of Eagle Bancorp's common stock is owned by public stockholders. As a result of the conversion, our newly formed company, Eagle Bancorp Montana, Inc., will become the parent of American Federal Savings Bank. Each share of Eagle Bancorp common stock owned by the public will be exchanged for between 3.1458 and 4.256 shares of common stock of Eagle Montana, so that Eagle Bancorp's existing public stockholders will own the same percentage of Eagle Montana common stock as they owned of Eagle Bancorp's common stock immediately prior to the conversion, excluding new shares purchased by them in the offering and their receipt of cash issued in lieu of fractional exchange shares. The actual number of shares that you will receive will depend on the percentage of Eagle Bancorp common stock held by the public at the completion of the conversion, the final independent appraisal of Eagle Montana and the number of shares of Eagle Montana common stock sold in the offering described in the following paragraph. It will not depend on the market price of Eagle Bancorp common stock. See Proposal 1 Approval of the Plan of Conversion and Reorganization Share Exchange Ratio for Current Stockholders for a discussion of the exchange ratio. Based on the \$33.57 per share closing price of Eagle Bancorp common stock as of the last trading day prior to the date of this proxy statement/prospectus, unless at least 2,177,018 shares of Eagle Montana common stock are sold in the offering (which is between the minimum and midpoint of the offering range), the initial value of the Eagle Montana common stock you receive in the share exchange would be less than the market value of the Eagle Bancorp common stock you currently own. See Risk Factors The market value of Eagle Montana common stock received in the share exchange may be less than the market value of Eagle Bancorp common stock exchanged.

Concurrently with the exchange offer, we are offering up to 2,760,000 shares of common stock of Eagle Montana, representing the 60.4% ownership interest of Eagle Financial MHC in Eagle Bancorp, for sale to eligible depositors, certain borrowers and to the public at a price of \$10.00 per share. The conversion of Eagle Financial MHC and the offering and exchange of common stock by Eagle Montana is referred to herein as the conversion and offering. After the conversion and offering are completed, American Federal Savings Bank will be a wholly-owned subsidiary of Eagle Montana, and 100% of the common stock of Eagle Montana will be owned by public stockholders. As a result of the conversion and offering, Eagle Bancorp and Eagle Financial MHC will cease to exist.

Eagle Bancorp's common stock is currently traded on the Over-the-Counter Bulletin Board under the symbol EBMT. We have applied to list Eagle Montana's common stock on the Nasdaq Global Market under the trading symbol EBMT. However, for the first 20 trading days, Eagle Montana common stock will trade with the symbol EBMTD.

The conversion and offering cannot be completed unless the stockholders of Eagle Bancorp approve the Amended and Restated Plan of Conversion and Reorganization of Eagle Financial MHC, referred to herein as the plan of conversion. Eagle Bancorp is holding a special meeting of stockholders at the main office of American Federal Savings Bank, located at 1400 Prospect Avenue, Helena, Montana, on March 30, 2010, at 10:00 a.m., local time, to consider and vote upon the plan of conversion. **Eagle Bancorp's board of directors unanimously recommends that stockholders vote FOR the plan of conversion.**

This document serves as the proxy statement for the special meeting of stockholders of Eagle Bancorp and the prospectus for the shares of Eagle Montana common stock to be issued in exchange for shares of Eagle Bancorp common stock. We urge you to read this entire document carefully. You can also obtain information about us from documents that we have filed with the Securities and Exchange Commission and the Office of Thrift Supervision. This document does not serve as the prospectus relating to the offering by Eagle Montana of its shares of common stock in the offering, which will be made pursuant to a separate prospectus.

This proxy statement/prospectus contains information that you should consider in evaluating the plan of conversion. **In particular, you should carefully read the section captioned Risk Factors beginning on page 12 for a discussion of certain risk factors relating to the conversion and offering.**

These securities are not deposits or savings accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

None of the Securities and Exchange Commission, the Office of Thrift Supervision, the Federal Deposit Insurance Corporation or any state securities regulator has approved or disapproved of these securities or determined if this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

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For answers to your questions, please read this proxy statement/prospectus, including the Questions and Answers section, beginning on page 1. Questions about voting on the plan of conversion and related documents may be directed to our proxy information agent Laurel Hill Advisory Group, LLC at 1-888-742-1305, Monday through Friday from 8:00 a.m. to 3:00 p.m., Mountain Time.

The date of this proxy statement/prospectus is February 16, 2010, and is first being mailed to stockholders of Eagle Bancorp on or about February 23, 2010.

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EAGLE BANCORP

1400 Prospect Avenue

Helena, Montana 59601

(406) 442-3080

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

On March 30, 2010, Eagle Bancorp will hold a special meeting of stockholders at the main office of American Federal Savings Bank, located at 1400 Prospect Avenue, Helena, Montana. The meeting will begin at 10:00 a.m., local time. At the meeting, stockholders will consider and act on the following:

1. The approval of a plan of conversion and reorganization pursuant to which: (a) Eagle Financial MHC, which currently owns approximately 60.4% of the common stock of Eagle Bancorp, will merge with and into Eagle Bancorp, with Eagle Bancorp being the surviving entity, (b) Eagle Bancorp will merge with and into Eagle Bancorp Montana, Inc., a Delaware corporation recently formed to be the holding company for American Federal Savings Bank, with Eagle Montana being the surviving entity, (c) the outstanding shares of Eagle Bancorp, other than those held by Eagle Financial MHC, will be converted into shares of common stock of Eagle Montana, and (d) Eagle Montana will offer shares of its common stock for sale in a subscription offering and community offering, and, if necessary, a syndicated community offering;
2. The approval of the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion and reorganization;
3. The following informational proposals:
 - 3a. Approval of a provision in Eagle Montana's certificate of incorporation to limit the ability of stockholders to remove directors;
 - 3b. Approval of a provision in Eagle Montana's certificate of incorporation to limit business combinations with interested stockholders;
 - 3c. Approval of a provision in Eagle Montana's certificate of incorporation requiring a super-majority vote to approve certain amendments to Eagle Montana's certificate of incorporation;
 - 3d. Approval of a provision in Eagle Montana's certificate of incorporation requiring a super-majority vote of stockholders to approve stockholder proposed amendments to Eagle Montana's bylaws;
 - 3e. Approval of a provision in Eagle Montana's certificate of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of Eagle Montana's outstanding voting stock; and
4. Such other business that may properly come before the meeting.

NOTE: The board of directors is not aware of any other business to come before the meeting.

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The provisions of Eagle Montana's certificate of incorporation which are summarized as informational proposals 3a through 3e were approved as part of the process in which our boards of directors approved the amended and restated plan of conversion and reorganization (referred to herein as the plan of conversion). These proposals are informational in nature only, because the Office of Thrift Supervision's regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals.

The board of directors has fixed February 8, 2010, as the record date for the determination of stockholders entitled to notice of and to vote at the special meeting and at an adjournment or postponement thereof.

Upon written request addressed to the Corporate Secretary of Eagle Bancorp at the address given above, stockholders may obtain an additional copy of this proxy statement/prospectus and/or a copy of the plan of conversion. In order to assure timely receipt of the additional copy of the proxy statement/prospectus and/or the plan of conversion, the written request should be received by Eagle Bancorp by March 19, 2010.

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Please complete and sign the enclosed proxy card, which is solicited by the board of directors, and mail it promptly in the enclosed envelope. If you prefer, you may vote by using the telephone or Internet, according to the instructions on the proxy card. The proxy will not be used if you attend the meeting and vote in person.

BY ORDER OF THE BOARD OF DIRECTORS

Peter J. Johnson
President and CEO

Helena, Montana

February 23, 2010

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QUESTIONS AND ANSWERS

FOR STOCKHOLDERS OF EAGLE BANCORP

REGARDING THE PLAN OF CONVERSION AND REORGANIZATION

You should read this document for more information about the conversion and reorganization. The amended and restated plan of conversion and reorganization described herein (referred to as the plan of conversion), has been conditionally approved by Eagle Bancorp's primary federal regulator, the Office of Thrift Supervision; however, such approval does not constitute a recommendation or endorsement of the plan of conversion by that agency.

Q. WHAT ARE STOCKHOLDERS BEING ASKED TO APPROVE?

- A.** Eagle Bancorp stockholders as of February 8, 2010 are being asked to vote on the plan of conversion of Eagle Financial MHC. Pursuant to the plan of conversion, Eagle Financial MHC will convert from the mutual holding company form to the stock form of organization. As part of the conversion, our newly formed Delaware corporation, Eagle Bancorp Montana, Inc. is currently conducting an offering of common stock to eligible depositors and certain borrowers of American Federal Savings Bank, eligible Eagle Bancorp stockholders and to the public. The shares offered represent Eagle Financial MHC's current 60.4% ownership interest in Eagle Bancorp. Voting for approval of the plan of conversion will also include approval of the exchange ratio, the certificate of incorporation and bylaws of Eagle Montana (including the anti-takeover provisions and provisions limiting stockholder rights) and the amendments to American Federal Savings Bank's charter. Your vote is important. **Without sufficient votes FOR its adoption, we cannot implement the plan of conversion.** In addition, Eagle Bancorp stockholders are being asked to approve the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion.

Stockholders also are asked to vote on the following informational proposals with respect to the certificate of incorporation of Eagle Montana:

Approval of a provision in Eagle Montana's certificate of incorporation to limit the ability of stockholders to remove directors;

Approval of a provision in Eagle Montana's certificate of incorporation to limit business combinations with interested stockholders;

Approval of a provision in Eagle Montana's certificate of incorporation requiring a super-majority vote to approve certain amendments to Eagle Montana's certificate of incorporation;

Approval of a provision in Eagle Montana's certificate of incorporation requiring a super-majority vote of stockholders to approve stockholder proposed amendments to Eagle Montana's bylaws; and

Approval of a provision in Eagle Montana's certificate of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of Eagle Montana's outstanding voting stock.

The provisions of Eagle Montana's certificate of incorporation that are included as informational proposals were approved as part of the process in which our boards of directors approved the plan of conversion. These proposals are informational in nature only, because the Office of Thrift Supervision's regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of Eagle Montana's certificate of incorporation which are summarized above as informational

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proposals may have the effect of deterring, or rendering more difficult, attempts by third parties to obtain control of Eagle Montana if such attempts are not approved by the board of directors, or may make the removal of the board of directors or management, or the appointment of new directors, more difficult.

Your vote is important. Without sufficient votes FOR adoption of the plan of conversion, we cannot implement the plan of conversion and complete the related stock offering.

Q. WHAT ARE THE REASONS FOR THE CONVERSION AND RELATED OFFERING?

- A.** Our primary reasons for converting and raising additional capital through the offering are: (1) to support internal growth through lending in the communities we serve; (2) to improve our capital position during a period of significant economic uncertainty, especially for the financial industry (as of September 30, 2009, American Federal Savings Bank was considered well capitalized for regulatory purposes and is not subject to any directive or a recommendation from the Office of Thrift Supervision to raise capital); (3) to finance the acquisition of financial institutions or other financial service companies primarily in, or adjacent to south central Montana, although we do not currently have any understandings or agreements regarding any specific acquisition transaction; (4) to finance the acquisition of branches from other financial institutions primarily in, or adjacent to south central Montana, although we do not currently have any agreements or understandings regarding any specific branch acquisition transaction; (5) to enhance existing products and services, and support the

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development of new products and services by investing; (6) to improve the liquidity of our shares of common stock and enhance stockholder returns through higher earnings and more flexible capital management strategies; and (7) to use the additional capital for other general corporate purposes.

In addition, we believe that the additional capital raised in the offering may enable us to take advantage of business opportunities that may not otherwise be available to us.

Q. WHAT WILL STOCKHOLDERS RECEIVE FOR THEIR EXISTING EAGLE BANCORP SHARES?

- A. As more fully described in Proposal 1 Approval of the Plan of Conversion and Reorganization Share Exchange Ratio, depending on the number of shares sold in the offering, each share of common stock that you own at the time of the completion of the conversion will be exchanged for between 3.1458 shares at the minimum and 4.8944 shares at the adjusted maximum of the offering range of Eagle Montana common stock (cash will be paid in lieu of any fractional exchange shares). For example, if you own 100 shares of Eagle Bancorp common stock, and the exchange ratio is 3.7009 (at the midpoint of the offering range), after the conversion you will receive 370 shares of Eagle Bancorp common stock, based on the \$10.00 per share purchase price of stock in the offering.

Stockholders who hold shares in street-name at a brokerage firm do not need to take any action to exchange their shares of common stock. Your shares will be automatically exchanged within your brokerage account. Stockholders with stock certificates will receive a transmittal form with instructions on how to surrender stock certificates after completion of the conversion. You should not submit a stock certificate until you receive a transmittal form.

Q. WHY WILL THE SHARES THAT I RECEIVE BE BASED ON A PRICE OF \$10.00 PER SHARE RATHER THAN THE TRADING PRICE OF THE COMMON STOCK PRIOR TO COMPLETION OF THE CONVERSION?

- A. The \$10.00 per share price was selected primarily because it is a commonly selected per share price for mutual-to-stock conversion offerings. The amount of common stock Eagle Montana will issue in the offering and the exchange is based on an independent appraisal of the estimated market value of Eagle Montana, assuming the conversion and offering are completed. Feldman Financial Advisors, Inc., an appraisal firm experienced in appraisal of financial institutions, has estimated that, as of December 3, 2009, this market value ranged from \$33.8 million to \$45.7 million, with a midpoint of \$39.8 million. Based on this valuation, the number of shares of common stock of Eagle Montana that existing public stockholders of Eagle Bancorp will receive in exchange for their shares of Eagle Bancorp common stock will range from approximately 1.34 million to 1.81 million, with a midpoint of 1.58 million (with a value of approximately \$13.4 million to \$18.1 million, with a midpoint of \$15.8 million, at \$10.00 per share). The number of shares received by the existing public stockholders of Eagle Bancorp is intended to maintain their existing 39.6% ownership in our organization (excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares). The independent appraisal is based in part on Eagle Bancorp's financial condition and results of operations, the pro forma impact of the additional capital raised by the sale of shares of common stock in the offering, and an analysis of a peer group of ten publicly traded savings bank and thrift holding companies that Feldman Financial Advisors, Inc. considered comparable to Eagle Bancorp.

Q. DOES THE EXCHANGE RATIO DEPEND ON THE TRADING PRICE OF EAGLE BANCORP COMMON STOCK?

- A. No, the exchange ratio will not be based on the market price of Eagle Bancorp common stock. Therefore, changes in the price of Eagle Bancorp common stock between now and the completion of the conversion and offering will not affect the calculation of the exchange ratio.

Q. WHY DOESN'T EAGLE BANCORP WAIT TO CONDUCT THE CONVERSION AND OFFERING UNTIL THE STOCK MARKET IMPROVES SO THAT CURRENT STOCKHOLDERS CAN RECEIVE A HIGHER EXCHANGE RATIO?

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- A.** The board of directors believes that because the stock holding company form of organization offers important advantages, it is in the best interest of our stockholders to complete the conversion and offering sooner rather than later. There is no way to know when market conditions will change or how they might change, or how changes in market conditions might affect stock prices for financial institutions. The board of directors concluded that it would be better to complete the conversion and offering now, under a valuation that offers a fair exchange ratio to existing stockholders and an attractive price to new investors, rather than wait an indefinite amount of time for market conditions that would result in a higher exchange ratio but a less attractive valuation for new investors.

Q. SHOULD I SUBMIT MY STOCK CERTIFICATES NOW?

- A.** No. If you hold stock certificate(s), instructions for exchanging the shares will be sent to you *after* completion of the conversion. If your shares are held in street name (*e.g.*, in a brokerage account) rather than in certificate form, the share exchange will be reflected automatically in your account upon completion of the conversion.

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Q. HOW DO I VOTE?

- A. Mark your vote, sign each proxy card enclosed and return the card(s) to us, in the enclosed proxy reply envelope. If you prefer, you may vote by telephone or Internet, in accordance with instructions on the proxy card. **YOUR VOTE IS IMPORTANT. PLEASE VOTE PROMPTLY.**

Q. IF MY SHARES ARE HELD IN STREET NAME, WILL MY BROKER AUTOMATICALLY VOTE ON THE PLAN ON MY BEHALF?

- A. No. Your broker will not be able to vote your shares without instructions from you. You should instruct your broker to vote your shares, using the directions that your broker provides to you.

Q. WHAT HAPPENS IF I DO NOT VOTE?

- A. Your vote is very important. Not voting all the proxy card(s) you receive will have the same effect as voting *against* the plan of conversion. Without sufficient favorable votes *for* the plan of conversion, we will not proceed with the conversion and offering.

Q. WHAT IF I DO NOT GIVE VOTING INSTRUCTIONS TO MY BROKER?

- A. Your vote is important. If you do not instruct your broker to vote your shares, the unvoted proxy will have the same effect as a vote *against* the plan of conversion.

Q. MAY I PLACE AN ORDER TO PURCHASE SHARES IN THE OFFERING, IN ADDITION TO THE SHARES THAT I WILL RECEIVE IN THE EXCHANGE?

- A. Yes. Eligible depositors and certain borrowers of American Federal Savings Bank have priority subscription rights allowing them to purchase common stock in a subscription offering. Shares not purchased in the subscription offering may be available for sale to the public, including Eagle Bancorp stockholders, in a community offering, as described herein. In the event orders for Eagle Montana common stock in a community offering exceed the number of shares available for sale, shares may be allocated (to the extent shares remain available) first to cover orders of natural persons residing in the State of Montana, next to cover orders of Eagle Bancorp stockholders as of February 8, 2010, and thereafter to cover orders of other members of the general public. Stockholders of Eagle Bancorp are subject to an ownership limitation. Shares of common stock that you purchase in the offering individually and together with associates and persons acting in concert, plus any shares you and they receive in exchange for existing shares of Eagle Bancorp common stock, may not exceed 5% of the total shares of common stock to be issued and outstanding after the completion of the conversion and offering. **If you would like to receive a prospectus and stock order form, you must call our Stock Information Center at 1-(877) 821-5778, Monday through Friday between 9:00 a.m. and 3:00 p.m., Mountain Time. The Stock Information Center is closed weekends and bank holidays. Please note that properly completed and signed stock order forms, with full payment, must be received (not postmarked) no later than 12:00 noon, Mountain Time on March 18, 2010.**

Q. WILL THE CONVERSION HAVE ANY EFFECT ON DEPOSIT AND LOAN ACCOUNTS AT AMERICAN FEDERAL SAVINGS BANK?

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- A. No. The account number, amount, interest rate and withdrawal rights of deposit accounts will remain unchanged. Deposits will continue to be federally insured by the Federal Deposit Insurance Corporation up to the legal limit. Loans and rights of borrowers will not be affected. Depositors and borrowers will no longer have voting rights in Eagle Financial MHC, which will cease to exist, after the conversion and offering. Only stockholders of Eagle Montana will have voting rights after the conversion and offering.

Other Questions?

For answers to other questions, please read the proxy statement/prospectus. Questions about voting on the plan of conversion may be directed to our proxy information agent, Laurel Hill Advisory Group, LLC, at 1-888-742-1305, Monday through Friday between 8:00 a.m. and 3:00 p.m., Mountain Time. Questions about the stock offering may be directed to our Stock Information Center at 1-(877) 821-5778, Monday through Friday between 9:00 a.m. and 3:00 p.m., Mountain Time. The Stock Information Center is closed weekends and bank holidays.

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SUMMARY

This summary highlights material information from this proxy statement/prospectus and may not contain all the information that is important to you. To understand the conversion and other proposals fully, you should read this entire document carefully, including the sections entitled Risk Factors, Proposal 1 Approval of The Plan of Conversion and Reorganization, Proposal 2 Adjournment of the Special Meeting, Proposals 3a through 3e Informational Proposals Related to the Certificate of Incorporation of Eagle Bancorp Montana, Inc. and the consolidated financial statements and the notes to the consolidated financial statements.

The Eagle Bancorp Special Meeting

Date, Time and Place. Eagle Bancorp will hold its special meeting of stockholders to consider and vote on the plan of conversion at the main office of American Federal Savings Bank, located at 1400 Prospect Avenue, Helena, Montana, on March 30, 2010, at 10:00 a.m., Mountain Time.

The Proposals. Stockholders will be voting on the following proposals at the special meeting:

1. The approval of a plan of conversion and reorganization pursuant to which: (a) Eagle Financial MHC, which currently owns approximately 60.4% of the common stock of Eagle Bancorp, will merge with and into Eagle Bancorp, with Eagle Bancorp being the surviving entity, (b) Eagle Bancorp will merge with and into Eagle Bancorp Montana, Inc., a Delaware corporation recently formed to be the holding company for American Federal Savings Bank, with Eagle Montana being the surviving entity, (c) the outstanding shares of Eagle Bancorp, other than those held by Eagle Financial MHC, will be converted into shares of common stock of Eagle Montana, and (d) Eagle Montana will offer shares of its common stock for sale in a subscription offering and community offering, and, if necessary, a syndicated community offering;
2. The approval of the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion and reorganization; and
3. The following informational proposals:
 - 3a. Approval of a provision in Eagle Montana's certificate of incorporation to limit the ability of stockholders to remove directors;
 - 3b. Approval of a provision in Eagle Montana's certificate of incorporation to limit business combinations with interested stockholders;
 - 3c. Approval of a provision in Eagle Montana's certificate of incorporation requiring a super-majority vote to approve certain amendments to Eagle Montana's certificate of incorporation;
 - 3d. Approval of a Provision in Eagle Montana's certificate of incorporation requiring a super-majority vote of stockholders to approve stockholder proposed amendments to Eagle Montana's bylaws;
 - 3e. Approval of a provision in Eagle Montana's certificate of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of Eagle Montana's outstanding voting stock; and

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4. Such other business that may properly come before the meeting.

The provisions of Eagle Montana's certificate of incorporation which are summarized as informational proposals 3a through 3e were approved as part of the process in which our boards of directors approved the plan of conversion. These proposals are informational in nature only, because the Office of Thrift Supervision's regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of Eagle Montana's certificate of incorporation which are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of Eagle Montana, if such attempts are not approved by the board of directors, or may make the removal of the board of directors or management, or the appointment of new directors, more difficult.

Vote Required for Approval of Proposals by the Stockholders of Eagle Bancorp.

Proposal 1: Approval of the Plan of Conversion and Reorganization. We must obtain the affirmative vote of the holders of (i) at least a majority of the outstanding shares of common stock of Eagle Bancorp as of February 8, 2010, other than shares held by Eagle Financial MHC, and (ii) at least two-thirds of the outstanding shares of common stock of Eagle Bancorp as of February 8, 2010, including shares held by Eagle Financial MHC.

Proposal 2: Approval of the adjournment of the special meeting. We must obtain the affirmative vote of at least a majority of the votes cast by the holders of outstanding shares of Eagle Bancorp as of February 8, 2010, to adjourn the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the proposal to approve the plan of conversion.

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Informational Proposals 3a through 3e. The provisions of Eagle Montana's certificate of incorporation which are summarized as informational proposals were approved as part of the process in which the board of directors of Eagle Bancorp approved the plan of conversion. These proposals are informational in nature only, because the Office of Thrift Supervision's regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of Eagle Montana's certificate of incorporation which are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of Eagle Montana, if such attempts are not approved by the board of directors, or may make the removal of the board of directors or management, or the appointment of new directors, more difficult.

Other Matters. We must obtain the affirmative vote of the majority of the votes cast by holders of outstanding shares of common stock of Eagle Bancorp.

Management anticipates that Eagle Financial MHC our majority stockholder, will vote all of its shares of common stock in favor of all the matters set forth above. If Eagle Financial MHC votes all of its shares in favor of each proposal, the approval of the adjournment of the special meeting if necessary, would be assured.

As of February 8, 2010 the directors and executive officers of Eagle Bancorp beneficially owned 74,379 shares, or approximately 6.92% of the outstanding shares of Eagle Bancorp common stock and Eagle Financial MHC owned 648,493 shares, or approximately 60.4% of the outstanding shares of Eagle Bancorp common stock.

Your board of directors unanimously recommends that you vote FOR the plan of conversion, FOR the adjournment of the special meeting and FOR the Informational Proposals 3a through 3e.

The Companies

Eagle Bancorp Montana, Inc.

Eagle Bancorp Montana, Inc., or Eagle Montana, is a newly-formed Delaware corporation that was incorporated in December 2009 to be the successor corporation to Eagle Bancorp upon completion of the conversion. Eagle Montana will own all of the outstanding shares of common stock of American Federal Savings Bank upon completion of the conversion.

Eagle Montana's executive offices are located at 1400 Prospect Avenue, Helena, Montana 59601. Our telephone number at this address is (406) 442-3080.

Eagle Financial MHC

Eagle Financial MHC is the federally-chartered mutual holding company that was created on April 4, 2000 upon the conversion of American Federal Savings Bank to a federal stock savings bank. Eagle Financial MHC's principal business activity is the ownership of 648,493 shares of common stock of Eagle Bancorp, or 60.4% of the outstanding shares as of September 30, 2009. After the completion of the conversion, Eagle Financial MHC will cease to exist.

Eagle Bancorp

Eagle Bancorp is a federally-chartered stock holding company that owns all of the outstanding common stock of American Federal Savings Bank. Eagle Bancorp's charter was approved on April 4, 2000, when it became the mid-tier stock holding company of American Federal Savings Bank. At September 30, 2009, Eagle Bancorp had consolidated assets of \$300.7 million, deposits of \$195.1 million and shareholders' equity of \$30.4 million. As of September 30, 2009, Eagle Bancorp had 1,074,507 shares of common stock outstanding, of which 648,493 shares were owned by Eagle Financial MHC and the remaining 426,014 shares were held by the public.

American Federal Savings Bank

American Federal Savings Bank is a federally-chartered savings bank headquartered in Helena, Montana. It was originally founded in 1922 as a Montana-chartered building and loan association. In 1975, it adopted a federal thrift charter and, in 2000, converted from the mutual (meaning no stockholders) structure into the mutual holding company structure.

Plan of Conversion and Reorganization

The Boards of Directors of Eagle Bancorp, Eagle Financial MHC, American Federal Savings Bank and Eagle Montana have adopted an amended and restated plan of conversion and reorganization, referred to herein as the plan of conversion, pursuant to which American Federal Savings Bank will reorganize from a mutual holding company structure to a stock form holding company structure. Public stockholders of Eagle Bancorp will receive shares in Eagle Montana in exchange for their shares of Eagle Bancorp common stock based on an exchange ratio. This conversion to a stock holding company structure also includes the offering by Eagle Montana of shares of its common stock to eligible depositors and borrowers of American Federal Savings Bank in a subscription offering and, if necessary, to the public in a community offering and syndicated community offering. Following the conversion and offering, Eagle Financial MHC and Eagle Bancorp will no longer exist, and Eagle Montana will be the parent company of American Federal Savings Bank.

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The conversion and offering cannot be completed unless the stockholders of Eagle Bancorp approve the plan of conversion. Eagle Bancorp's stockholders will vote on the plan of conversion at Eagle Bancorp's special meeting. This document is the proxy statement used by Eagle Bancorp's board of directors to solicit proxies for the special meeting. It is also the prospectus of Eagle Montana regarding the shares of Eagle Montana common stock to be issued to Eagle Bancorp's stockholders in the share exchange. This document does not serve as the prospectus relating to the offering by Eagle Montana of its shares of common stock in the subscription offering and any community offering, syndicated community offering or firm commitment offering, which are made pursuant to a separate prospectus.

In addition, informational proposals relating to Eagle Montana's certificate of incorporation are also described in this proxy statement/prospectus. These proposals are informational in nature only, because the Office of Thrift Supervision's regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals.

Our Current Organizational Structure

In 2000, Eagle Bancorp became the mid-tier stock holding company of American Federal Savings Bank, owning 100% of its stock, and conducted an initial public offering by selling a minority of its common stock to the public. The majority of the outstanding shares of common stock of Eagle Bancorp are owned by Eagle Financial MHC, which is a federally-chartered mutual (meaning no stockholders) holding company.

Pursuant to the terms of Eagle Financial MHC's plan of conversion and reorganization, we are offering for sale in a subscription offering, and possibly in a community and/or a syndicated community offering, shares of common stock that represent the majority ownership interest in Eagle Bancorp that is currently held by Eagle Financial MHC. Upon the completion of the offering, Eagle Bancorp and Eagle Financial MHC will cease to exist, and we will complete the transition from partial to full public stock ownership. Upon completion of the conversion, existing public stockholders of Eagle Bancorp will receive shares of common stock of Eagle Montana in exchange for their shares of Eagle Bancorp common stock in order to maintain the public stockholders' existing percentage ownership in our organization (excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares).

The following diagram shows our current organizational structure:

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Our Organizational Structure Following the Conversion

After the conversion and offering are completed, we will be organized as a fully public stock holding company, as follows:

Reasons for the Conversion and the Offering

Our primary reasons for converting to the stock holding company structure and raising additional capital through the offering are:

to support internal growth through lending in the communities we serve;

to improve our capital position during a period of significant economic uncertainty, especially for the financial services industry (as of September 30, 2009, American Federal Savings Bank was considered well capitalized for regulatory purposes and is not subject to any directive or recommendation from the Office of Thrift Supervision or the Federal Deposit Insurance Corporation to raise capital);

to finance, where opportunities are presented, the acquisition of financial institutions, branches of financial institutions or other financial service companies primarily in, or adjacent to, south central Montana, although we do not currently have any understandings or agreements regarding any specific acquisition transaction;

to enhance existing products and services, and support the development of new products and services by investing, for example, in technology to support growth and enhanced customer service;

to improve the liquidity of our shares of common stock and stockholder returns through higher earnings and more flexible capital management strategies; and

to use the additional capital for other general corporate purposes.

Conditions to Completion of the Conversion

The Office of Thrift Supervision has conditionally approved the plan of conversion and reorganization; however, such approval does not constitute a recommendation or endorsement of the plan of conversion and reorganization by that agency.

We cannot complete the conversion unless:

The plan of conversion and reorganization is approved by at least *a majority of votes eligible* to be cast by members of Eagle Financial MHC as of February 3, 2010 (comprised of American Federal Savings Bank depositors as of February 3, 2010 and borrowers as of April 4, 2000 whose borrowings remain outstanding as of February 3, 2010);

The plan of conversion and reorganization is approved by a vote of at least *two-thirds of the outstanding shares* of common stock of Eagle Bancorp as of February 8, 2010, including shares held by Eagle Financial MHC (because Eagle Financial MHC owns 60.4% of the outstanding shares of Eagle Bancorp common stock, we expect that Eagle Financial MHC and our directors and executive officers will control the outcome of this vote.);

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The plan of conversion and reorganization is approved by a vote of at least *a majority of the outstanding shares* of common stock of Eagle Bancorp as of February 8, 2010, excluding those shares held by Eagle Financial MHC;

We sell at least the minimum number of shares of common stock offered; and

We receive the final approval of the Office of Thrift Supervision to complete the conversion; however, such approval does not constitute a recommendation or endorsement of the plan of conversion and reorganization by that agency.

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Eagle Financial MHC intends to vote its ownership interest in favor of the plan of conversion and reorganization. At February 8, 2010, Eagle Financial MHC owned 60.4% of the outstanding shares of common stock of Eagle Bancorp. The directors and executive officers of Eagle Bancorp and their affiliates owned 74,379 shares of Eagle Bancorp, or 6.92% of the outstanding shares of common stock as of February 8, 2010. They have indicated their intention to vote those shares in favor of the plan of conversion and reorganization.

How We Determined the Offering Range, the Exchange Ratio and the \$10.00 Per Share Stock Price

The offering range and exchange ratio are based on an independent appraisal of the estimated market value of Eagle Montana, assuming the conversion, the exchange and the offering are completed. Feldman Financial Advisors, Inc., an appraisal firm experienced in appraisals of financial institutions, has estimated that, as of December 3, 2009, this estimated pro forma market value ranged from \$33.8 million to \$45.7 million, with a midpoint of \$39.8 million. Based on this valuation, the 60.4% ownership interest of Eagle Financial MHC being sold in the offering and the \$10.00 per share price, the number of shares of common stock being offered for sale by Eagle Montana will range from 2,040,000 shares to 2,760,000 shares. The \$10.00 per share price was selected primarily because it is the price most commonly used in mutual-to-stock conversions of financial institutions. The exchange ratio will range from 3.1458 shares at the minimum of the offering range to 4.2560 shares at the maximum of the offering range in order to preserve the existing percentage ownership of public stockholders of Eagle Bancorp (excluding any new shares purchased by them in the offering and their receipt of cash in lieu of fractional exchange shares). If market conditions warrant or there is excess demand for the shares, the appraisal can be increased by 15%. At this adjusted maximum of the offering range, the pro forma market value is \$52.6 million, the number of shares of common stock offered for sale will be 3,174,000 and the exchange ratio will be 4.8944 shares.

The independent appraisal is based in part on Eagle Bancorp's financial condition and results of operations, the pro forma impact of the additional capital raised by the sale of shares of common stock in the offering, and an analysis of a peer group of 10 publicly traded savings bank and thrift holding companies that Feldman Financial Advisors, Inc. considered comparable to Eagle Bancorp.

The appraisal peer group consists of the following companies. Total assets are as of September 30, 2009.

Company Name and Ticker Symbol		Exchange	Headquarters	Total Assets (in thousands)
Elmira Savings Bank, FSB	ESBK	NASDAQ	Elmira, NY	\$ 505,896
Home Bancorp, Inc.	HBCP	NASDAQ	Lafayette, LA	\$ 533,410
Home Federal Bancorp, Inc.	HOME	NASDAQ	Nampa, ID	\$ 827,899
Liberty Bancorp, Inc.	LBCP	NASDAQ	Liberty, MO	\$ 384,243
Louisiana Bancorp, Inc.	LABC	NASDAQ	Metairie, LA	\$ 332,237
LSB Corporation	LSBX	NASDAQ	North Andover, MA	\$ 806,953
Rome Bancorp, Inc.	ROME	NASDAQ	Rome, NY	\$ 338,035
Teche Holding Company	TSH	NYSE Amex	New Iberia, LA	\$ 765,071
TF Financial Corporation	THRD	NASDAQ	Newtown, PA	\$ 711,849
WVS Financial Corp.	WVFC	NASDAQ	Pittsburgh, PA	\$ 369,989

The independent appraisal does not indicate actual market value. Do not assume or expect that the estimated valuation as indicated above means that, after the offering, the shares of our common stock will trade at or above the \$10.00 purchase price.

The following table presents a summary of selected pricing ratios for the peer group companies and Eagle Montana (on a pro forma basis). The pricing ratios are based on earnings and other information as of and for the twelve months ended September 30, 2009 and stock price information as of December 3, 2009, as reflected in Feldman Financial Advisors, Inc.'s appraisal report, dated December 3, 2009. Compared to the average pricing of the peer group, our pro forma pricing ratios at the maximum of the offering range indicated a premium of 1.4% on a price-to-book value basis, a discount of 5.2% on a price-to-tangible book value basis, and a discount of 6.4% on a price-to-core earnings basis.

Eagle Montana (on a pro forma basis, assuming completion of the conversion)	Price-to-core earnings multiple (1)	Price-to-book value ratio	Price-to-tangible book value ratio
Minimum	9.8x	72.31%	72.31%
Midpoint	11.6x	79.93%	79.93%

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Maximum	13.5x	86.66%	86.66%
Maximum, as adjusted	15.6x	93.55%	93.55%

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Eagle Montana (on a pro forma basis, assuming completion of the conversion)	Price-to-core earnings multiple (1)	Price-to-book value ratio	Price-to-tangible book value ratio
Valuation of peer group companies, as of			
December 3, 2009			
Averages	14.4x	85.48%	91.38%
Medians	13.3x	88.71%	94.00%

- (1) Information derived from the Feldman Financial Advisors, Inc. appraisal report and are based upon estimated core earnings for the twelve months ended September 30, 2009. These ratios are different than the Pro Forma Data.