

Bank of Marin Bancorp
Form 8-K
June 02, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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) May 28, 2015

Bank of Marin Bancorp
(Exact name of Registrant as specified in its charter)

| | | |
|--|---------------|--------------------------------------|
| California | 001-33572 | 20-8859754 |
| (State or other jurisdiction of incorporation) | (File number) | (I.R.S. Employer Identification No.) |
| 504 Redwood Blvd., Suite 100, Novato, CA | 94947 | |
| (Address of principal executive office) | (Zip Code) | |

Registrant's telephone number, including area code: (415) 763-4520

Not Applicable
(Former name or former address, if changes since last report)

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

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

Section 5 – Corporate Governance and Management

Item 5.02(e) Compensatory Arrangement of Certain Officers

On May 28, 2015, Bank of Marin Bancorp's wholly owned subsidiary, Bank of Marin, entered into a change in control agreement ("Agreement") with Timothy Myers. The seniority factor described on the Agreement in the exhibit is shown in the table.

| Executive | Title | Seniority Factor |
|---------------|---|------------------|
| Timothy Myers | Executive Vice President and Commercial Banking Manager | 1.50 |

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

10.4 Form of change in control agreement entered into with Timothy Myers

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.

Date: June 2, 2015

BANK OF MARIN BANCORP
By: /s/ Tani Girton
Tani Girton
Executive Vice President
and Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| 10.4 | Form of change in control agreement entered into with Timothy Myers |