

Bank of Marin Bancorp
Form 8-K
November 12, 2014

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) December 19, 2013

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 December 19, 2013, Bank of Marin Bancorp's wholly owned subsidiary, Bank of Marin, entered into identical change in control agreements (Agreement) with the following executive officers. The seniority factors described on the Agreement in the exhibit is shown in the table.

| Executive | Title | Seniority Factor |
|----------------------|--|------------------|
| Tani Girton | Executive Vice President and Chief Financial Officer | 1.50 |
| Elizabeth H. Reizman | Executive Vice President and Chief Credit Officer | 1.50 |

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

- 10.2 Form of change in control agreement entered into with Tani Girton
- 10.3 Form of change in control agreement entered into with Elizabeth H. Reizman

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: November 12, 2014

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

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
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