

Bank of Marin Bancorp  
Form DEFA14A  
October 25, 2017

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) October 20, 2017

Commission File Number 001-33572

Bank of Marin Bancorp  
(Exact name of Registrant as specified in its charter)  
California 20-8859754  
(State or other jurisdiction of incorporation) (IRS 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))

Indicate by check mark whether  
the registrant is an emerging  
growth company as defined in  
Rule 405 of the Securities Act of  
1933 or Rule 12b-2 of the

Securities Exchange Act of 1934.

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.

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Explanatory Note:

This Form DEFA14A is filed to correct the filing type error of the DEF 14A dated October 23, 2017. The filing type should have been DEFA14A instead of DEF 14A.

Section 2 - Financial Information

Item 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On October 23, 2017, Bank of Marin Bancorp released its financial results for the quarter ended September 30, 2017. A copy of the press release is included as Exhibit 99.1.

Section 8 - Other Events

Item 8.01 Other Events

In the press release, Bank of Marin Bancorp also announced that on October 20, 2017, its Board of Directors approved a quarterly cash dividend of \$0.29 per share. The cash dividend is payable to shareholders of record at the close of business on November 3, 2017 and will be payable on November 10, 2017. A copy of the press release is attached to this report as Exhibit 99.1.

Section 9 - Financial Statements and Exhibits

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

99.1 Press Release dated October 23, 2017.

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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.

Dated: October 25, 2017 BANK OF MARIN BANCORP

by: /s/ Tani Girton\_\_\_\_\_  
Tani Girton  
Executive Vice President and  
Chief Financial Officer

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EXHIBIT INDEX

| Exhibit No. | Description                                 | Page Number |
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| 99.1        | <u>Press Release dated October 23, 2017</u> | 1-10        |