

BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
WASHINGTON, D.C. 20551

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): February 17, 2011

John Marshall Bank
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

N/A
(Commission file number)

74-3125891
(IRS Employer
Number)

6601 Little River Turnpike, Suite 400, Alexandria, Virginia
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: 703-584-0840

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- 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))

Item 2.02 Results of Operations and Financial Condition

Item 7.01 Regulation FD Disclosure

On February 17, 2011, John Marshall Bank issued the press release attached as exhibit 99.

Item 9.01 Financial Statements and Exhibits

- (a) Financial Statements of Business Acquired. Not applicable.
- (b) Pro Forma Financial Information. Not applicable.
- (c) Shell Company Transactions. Not applicable.
- (d) Exhibits.

99 Press Release dated February 17, 2011

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.

JOHN MARSHALL BANK

By: _____/s/
Carl E. Dodson
Chief Operating Officer and Principal
Financial Officer

Dated: February 17, 2011



**PRESS RELEASE
FOR IMMEDIATE RELEASE**

CONTACT: John Maxwell, Chief Executive Officer

TELEPHONE: (703) 584-0840

**JOHN MARSHALL BANK ANNOUNCES
PLANNED OFFERING OF COMMON STOCK
TO SHAREHOLDERS AND GENERAL PUBLIC**

February 17, 2011, Alexandria, Virginia. John Marshall Bank (the “Bank”) announced today that it intends to conduct an offering of up to one million newly issued shares of its common stock, \$5.00 par value, to existing shareholders and to members of the general public, for a total offering price of up to approximately \$10.6 million. The offering will be effected by the Bank primarily through its directors and officers, and will not be underwritten.

The offering will be in two parts. In the first part of the offering, 741,542 shares will be offered to shareholders of record of the Bank’s common stock as of February 28, 2011, on a preemptive rights basis, at a price of \$10.50 per share, with the right to oversubscribe for any shares not purchased by other shareholders. Shareholders will have a basic right to subscribe to two-tenths (0.2) of a share of common stock for each share owned on the record date. Any shares not subscribed for by existing shareholders, plus an additional 258,458 shares, will be offered to members of the general public at a price of \$11.00 per share.

The proceeds of the offering would be used to support growth, to increase the capital position of the Bank and for other corporate purposes.

The offering is expected to commence on or about March 15, 2011 and to be completed by June 15, 2011, subject to extension. The Board of Directors reserves the right to change the terms of the proposed offering or to cancel the offering at any time.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any jurisdiction in which such an offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Caution about Forward-Looking Statements. This press release contains forward-looking statements within the meaning of the Securities and Exchange Act of 1934, as amended. These forward-looking statements are based on current expectations that involve risks, uncertainties, and assumptions. Because of these uncertainties and the assumptions on which the forward-looking statements are based, actual future operations and results in the future may differ materially from those indicated herein. Readers are cautioned against placing undue reliance on any such forward-looking statements. For details on factors that could affect these expectations, see the risk factors and other cautionary language included in the Bank’s Annual Report on Form 10-K for the year ended December 31, 2009, and other filings under the 1934 Act filed with the Board of Governors of the Federal Reserve System. Except as required by law, the Bank does not undertake to update forward-looking statements contained in this release.