

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): June 24, 2011

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

Maryland  
(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 3.02 Unregistered Sales of equity Securities.****Item 7.01 Regulation FD Disclosure**

On June 24, 2011, John Marshall Bank (the "Bank") announced that it had closed on the sale of 1,000,000 shares of its common stock, \$5.00 per share, sold pursuant the Offering Circular dated as of March 18, 2011. An aggregate of 760,881 shares were sold to existing shareholders pursuant to the exercise of their basic subscription rights and oversubscription privilege, and to Bank employees, at a price of \$10.50 per share; and 239,119 shares were sold in the general public portion of the offering, at a price of \$11.00 per share, for gross offering proceeds of approximately \$10.6 million. Following completion of the offering, the Bank had 4,707,710 shares of common stock outstanding.

A copy of the press release issued on June 24, 2011 announcing the closing is 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.

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, EVP & Chief Operating Officer

Dated: June 24, 2011



For Immediate Release  
June 24, 2011

Contact: John R. Maxwell  
(703) 584-0840

## John Marshall Bank Completes \$10.6 Million Capital Raise

Alexandria, VA – John Marshall Bank (the “Bank”) announced today that it successfully completed a private offering of its common stock that raised \$10.6 million in gross proceeds. All one million shares being offered by the Bank were sold – 760,881 shares were sold to existing shareholders in a rights offering, and to Bank employees, at a price of \$10.50 per share; and 239,119 shares were sold in a public offering at \$11.00 per share.

“We are very pleased with the response we received from existing and new shareholders to the offering, which will provide us with the capital we need to continue our expansion,” said John R. Maxwell, Chairman and Chief Executive Officer.

John Marshall Bank is headquartered in Alexandria, Virginia and has four full-service branches located in Falls Church, Virginia, Leesburg, Virginia, Arlington, Virginia, and Rockville, Maryland. The Bank also has a limited service commercial branch located in Washington, DC, and loan production offices located in Alexandria, Virginia and Fairfax, Virginia. Further information on the Bank can be obtained by visiting its website at [www.johnmarshallbank.com](http://www.johnmarshallbank.com).

*This press release contains forward-looking statements within the meaning of the Securities and Exchange Act of 1934, as amended, including statements of goals, intentions, and expectations as to future trends, plans, events or results of Bank operations and policies and regarding general economic conditions. In some cases, forward-looking statements can be identified by use of words such as “may,” “will,” “anticipates,” “believes,” “expects,” “plans,” “estimates,” “potential,” “continue,” “should,” and similar words or phrases. These statements are based upon current and anticipated economic conditions, nationally and in the Bank’s market, interest rates and interest rate policy, competitive factors, and other conditions which by their nature, are not susceptible to accurate forecast, and are subject to significant uncertainty. Because of these uncertainties and the assumptions on which this discussion and the forward-looking statements are based, actual future operations and results may differ materially from those indicated herein. Readers are cautioned against placing undue reliance on any such forward-looking statements. The Bank’s past results are not necessarily indicative of future performance.*