

Bank of Marin Bancorp  
Form 8-K  
June 29, 2016

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) June 24, 2016

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 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers

(b) Retirement of Director

At a company-wide meeting on June 24, 2016, Bank of Marin Bancorp (“Bancorp”) announced the retirement of J. Dietrich Stroeh from the boards of Bank of Marin Bancorp and Bank of Marin, effective July 1, 2016. A copy of the press release dated June 29, 2016, is attached as Exhibit 99.1.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

99.1 Press Release dated June 29, 2016.

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: June 29, 2016 BANK OF MARIN  
BANCORP

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

EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release dated June 29, 2016.