

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 16, 2019

CAPITAL BANCORP, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

001-38671
(Commission file number)

52-2083046
(IRS Employer
Identification No.)

2275 Research Boulevard, Suite 600, Rockville, Maryland 20850
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (301) 468-8848

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, par value \$0.01 per share	CBNK	NASDAQ Stock Market

Item 7.01 Regulation FD Disclosure

On December 16, 2019, Capital Bancorp, Inc. (the “Company”), the holding company of Capital Bank, N.A. (the “Bank”), issued a press release announcing that Steven J. Schwartz has been elected as Chairman of the Board of Directors of the Company, effective as of January 1, 2020. Outgoing Chairman Stephen N. Ashman will remain a member of the Company’s Board of Directors and will continue to serve as the Lead Director of the Bank. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished under Item 7.01 and Item 9.01 of this Current Report on Form 8-K, including Exhibit 99.1 to this Current Report on Form 8-K, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities under that Section, nor shall such information and Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits

99.1 [Press Release, dated December 16 2019](#)

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.

CAPITAL BANCORP, INC.

Dated: December 16, 2019

By: /s/ Edward F. Barry

Edward F. Barry
Chief Executive Officer

Capital Bancorp, Inc. Names New Chairman

Rockville, MD, December 16, 2019 – Capital Bancorp, Inc. (NASDAQ: CBNK), the holding company for Capital Bank, N.A., is pleased to announce that Steven J. Schwartz will take on the role as Chairman of the Board of Directors, effective January 1, 2020. In this planned transition, Mr. Schwartz will take over the reins from Stephen N. Ashman, who held the position since 2002.

“Over the course of 17-plus years, Steven Schwartz has been instrumental in helping Capital Bank become — and remain — a leading bank in the greater D.C. metropolitan area,” says Edward Barry, Chief Executive Officer of the Company and the Bank. “We’re especially excited about the leadership he will bring to the Bank in his new capacity as chairman of the holding company.”

Mr. Schwartz’s “resume” is as diverse as it is robust. Mr. Schwartz is an attorney and certified public accountant, with more than 35 years’ experience as a chief financial officer and general counsel. He is the founder and Portfolio Manager of Prudent Capital, a mezzanine debt provider with a mission to provide profitable, later stage operating businesses with cost-effective capital. Since 2002, Mr. Schwartz has served on the Board of Directors for the Bank and is the Chairman of the Finance Committee, as well as a member of the Executive and Loan Committees. Mr. Schwartz is also a member of the Company’s Audit, Executive, Compensation and Governance Committees.

Outgoing chairman Stephen N. Ashman will remain a member of the Company’s Board of Directors and will continue to serve as Lead Director of the Bank. “We’re very fortunate to have had Stephen Ashman as chairman for nearly a decade,” said Mr. Barry. “His influence can be felt in both the customer experience as well as in the day-to-day operations of the Bank. We’re pleased that he will continue to be a part of Capital Bank’s legacy on the board and as Lead Director.”

ABOUT CAPITAL BANCORP, INC.

Capital Bancorp, Inc., located in Rockville, Maryland, is a registered bank holding company incorporated under the laws of Maryland. The Company’s wholly-owned subsidiary, Capital Bank, N.A., is the eighth largest bank headquartered in Maryland. Capital Bancorp has been providing financial services since 1999 and now operates bank branches in five locations in the greater Washington, D.C. and Baltimore, Maryland markets. Capital Bancorp had assets of approximately \$1.3 billion at September 30, 2019 and its common stock is traded in the NASDAQ Global Market under the symbol “CBNK.” More information can be found at the Company’s website www.CapitalBankMD.com under its investor relations page.

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MEDIA CONTACT: Ed Barry (240) 283-1912

WEB SITE: www.CapitalBankMD.com