

Bank of Marin Bancorp
Form 8-K
May 15, 2013

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) May 15, 2013

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

(b) Retirement of Director

In a press release dated May 15, 2013, Bank of Marin Bancorp (“Bancorp”) announced the retirement of Joseph D. Martino from the boards of Bank of Marin Bancorp and Bank of Marin, effective at the Annual Meeting of Shareholders on May 14, 2013. A copy of the press release 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 as of May 15, 2013, of the Bank

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: May 15, 2013

BANK OF MARIN BANCORP
By: /s/ Russell A. Colombo
Russell A. Colombo
President &
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|----------------------------------|
| 99.1 | Press Release dated May 15, 2013 |