

CITIZENS & NORTHERN CORP  
Form 8-K  
October 14, 2011

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) October 14, 2011

CITIZENS & NORTHERN CORPORATION  
(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| Pennsylvania<br>(State or other jurisdiction of<br>incorporation) | 0-16084<br>(Commission<br>File Number) | 23-2451943<br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

|   |                     |
|---|---------------------|
| 90-92 Main Street, Wellsboro, PA<br>(Address of Principal Executive Office) | 16901<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code (570) 724-3411

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 obligation 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))
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ITEM 2.02. Results of Operations and Financial Condition

Citizens & Northern Corporation announced unaudited, consolidated financial results for the three-month and nine-month periods ended September 30, 2011. On October 14, 2011, Citizens & Northern Corporation issued a press release titled “C&N Announces Third Quarter 2011 Unaudited Financial Results,” a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. Citizens & Northern Corporation’s “Quarterly Report,” a report that includes unaudited financial information, will be mailed to shareholders on or about October 21, 2011. A copy of the Quarterly Report is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference. Also, supplemental, unaudited financial information is furnished as Exhibit 99.3 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 9.01. Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

Exhibit 99.1: Press Release issued by Citizens & Northern Corporation dated October 14, 2011, titled “C&N Announces Third Quarter 2011 Unaudited Financial Results.”

Exhibit 99.2: Quarterly Report, which includes unaudited financial information.

Exhibit 99.3: Supplemental, unaudited financial information.

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

CITIZENS & NORTHERN CORPORATION

Date: 10/14/11

By: /s/ Mark A. Hughes  
Treasurer and Chief Financial Officer