NORWOOD FINANCIAL CORP Form 8-K

November 10, 2011

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 November 10, 2011 reported)

Norwood Financial Corp. (Exact name of registrant as specified in its charter)

Pennsylvania 0-28364 23-2828306 (State or other jurisdiction (Commission (IRS Employer of incorporation) File Number) Identification No.)

717 Main Street, Honesdale, Pennsylvania 18431 (Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (570) 253-1455

Not Applicable (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 (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)

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 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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NORWOOD FINANCIAL CORP.

INFORMATION TO BE INCLUDED IN THE REPORT

Item 8.01. Other Events

On November 10, 2011, the Registrant announced that it had increased the number of shares that may be purchased under its previously announced open-market stock repurchase program to 5% of its currently outstanding shares (approximately 164,000 shares). For further information, reference is made to the Registrant's press release, dated November 10, 2011, which is filed as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits

(c) The following exhibits are furnished with this report.

Number Description

99.1 Press Release, dated November 10, 2011

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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.

NORWOOD FINANCIAL CORP.

Date: November 10, 2011 By: /s/ Lewis J. Critelli

Lewis J. Critelli

President and Chief Executive

Officer

(Duly Authorized Representative)