

PENNS WOODS BANCORP INC  
Form 8-K  
November 29, 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**

**November 22, 2011**

Date of Report (Date of earliest event reported)

**PENNS WOODS BANCORP, INC.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction  
of incorporation)

**000-17077**  
(Commission  
File Number)

**23-2226454**  
(IRS Employer  
Ident. No.)

**300 Market Street, P.O. Box 967, Williamsport, Pennsylvania**  
(Address of principal executive offices)

**17703-0967**  
(Zip Code)

**(570) 322-1111**

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Registrant's telephone number, including area code

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 5.03            Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On November 22, 2011, the Board of Directors of Penns Woods Bancorp, Inc. amended Section 2.04 of the Corporation's bylaws, which relates to director eligibility and mandatory retirement. Section 2.04 of the revised Bylaws provides that directors are not eligible to continue to serve as such beyond the date of the annual meeting of shareholders of the Corporation immediately following attainment of age seventy-five (75), and any director attaining age seventy-five (75) must resign effective as of the date of the immediately following annual meeting of shareholders. Prior to the amendment, Section 2.04 provided that directors were not eligible for re-election to the board of directors after attaining age seventy (70). A copy of Section 2.04 of the Bylaws as amended is attached hereto as Exhibit 3.2.

**Item 9.01            Financial Statements and Exhibits.**

(c)            Exhibits:

The following exhibit is filed herewith:

3(ii)        Section 2.04 of Bylaws of Penns Woods Bancorp, Inc., as amended.

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.

PENNS WOODS BANCORP, INC.

Dated: November 29, 2011

By: */s/ Brian L. Knepp*  
Brian L. Knepp  
Chief Financial Officer