

CITIZENS & NORTHERN CORP  
Form 8-K  
April 19, 2012

**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): April 19, 2012

CITIZENS & NORTHERN CORPORATION

(Exact name of registrant as specified in its charter)

PENNSYLVANIA

(State or other jurisdiction of incorporation)

000-16084 J3-2951943

(Commission file number) (IRS employer ID)

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000-16084

(Commission file number)

23-2951943

(IRS employer  
ID)

90-92 Main Street, Wellsboro Pennsylvania

(Address of principal executive office)

16901

(Zip Code)

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

N/A

(Former name, address and fiscal year, 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)

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))

Item 5.07 Submission of Matters of a Vote of Security Holders

The Annual Meeting of Shareholders of Citizens & Northern Corporation was held on Tuesday, April 17, 2012. The Board of Directors fixed the close of business on February 21, 2012 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting and at any adjournment thereof. On this record date, there were outstanding and entitled to vote 12,216,834 shares of Common Stock with two issues proposed for vote by the stockholders. A total of 9,178,609 shares of Common Stock were present or represented by proxy at the meeting. This represented approximately 75% of the Corporation's outstanding Common Stock.

Proposal I- Election of Class I Directors

Voting for the Class I Directors elected to serve for a term of three years is summarized as follows:

|                                |  |           |
|--------------------------------|--|-----------|
| Raymond R. Mattie              |  |           |
| Total Votes in Favor           |  | 7,168,133 |
| Total Votes Withheld / Against |  | 219,938   |
| Broker Non-Votes               |  | 1,790,538 |
| Edward H. Owlett, III          |  |           |
| Total Votes in Favor           |  | 6,745,723 |
| Total Votes Withheld / Against |  | 642,348   |
| Broker Non-Votes               |  | 1,790,538 |
| James E. Towner                |  |           |
| Total Votes in Favor           |  | 7,029,799 |
| Total Votes Withheld / Against |  | 358,273   |
| Broker Non-Votes               |  | 1,790,537 |
| Charles H. Updegraff, Jr.      |  |           |
| Total Votes in Favor           |  | 7,201,349 |
| Total Votes Withheld / Against |  | 186,723   |
| Broker Non-Votes               |  | 1,790,537 |

Proposal II – Ratification and Approval of the appointment of the firm of ParenteBeard LLC as independent auditors of the Corporation.

Voting on the requested ratification and approval of the appointment of the firm of ParenteBeard LLC as independent auditors of the Corporation was as follows:

|                      |           |
|----------------------|-----------|
| Total Votes in Favor | 9,024,975 |
| Total Votes Against  | 74,377    |
| Total Abstained      | 79,256    |
| Broker Non-Votes     | 0         |

**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 thereunto duly authorized.

**Citizens & Northern  
Corporation**

Date: April 19, 2012 By: /s/ Mark A. Hughes  
Mark A. Hughes, Treasurer