

CITIZENS & NORTHERN CORP

Form 8-K

July 16, 2012

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) July 16, 2012

CITIZENS & NORTHERN CORPORATION

(Exact name of registrant as specified in its charter)

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

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

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

N/A

(Former name or former address, if changed since last report)

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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))

**ITEM 2.02. Results of Operations and Financial Condition**

Citizens & Northern Corporation announced unaudited, consolidated financial results for the three-month and six-month periods ended June 30, 2012. On July 16, 2012, Citizens & Northern Corporation issued a press release titled "C&N Announces Second Quarter 2012 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 July 20, 2012. 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 July 16, 2012, titled "C&N Announces Second Quarter 2012 Unaudited Financial Results."

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

Exhibit 99.3: Supplemental, unaudited financial information.

**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: 7/16/12 By: /s/ /s/ Mark A. Hughes  
Treasurer and Chief Financial Officer