

FRAME CLARK S  
Form 3  
April 08, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol      |  |
| Â FRAME CLARK S                           |         | (Month/Day/Year)                     | CITIZENS & NORTHERN CORP [CZNC]                  |  |
| (Last)                                    | (First) | 04/01/2019                           |  |  |
| 1204 BUCKS ROAD                           |         |                                      | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                  |         |                                      |  |  |
| PERKASIE,Â PAÂ 18944                      |         |                                      |  |  |
| (City)                                    | (State) | (Zip)                                |  |  |

(Check all applicable)

|  |                                    |
|--|------------------------------------|
| <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| <input type="checkbox"/> Officer             | <input type="checkbox"/> Other     |
| (give title below) (specify below)           |                                    |

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 113,000 <sup>(1)</sup>                                | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Title   | Amount or Number of                                    |  |   |

Shares (I)  
(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FRAME CLARK S<br>1204 BUCKS ROAD<br>PERKASIE, PA 18944 | X             |           |         |       |

## Signatures

/s/ Amy B Wherley POA for Clark S Frame,  
3-21-2019

04/08/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Mr. Frame was appointed to the Citizens & Northern Corporation ("C&N") Board of Directors, effective April 1, 2019, pursuant to an Agreement and Plan of Merger between C&N and Monument Bancorp, Inc. ("Monument") that was completed April 1, 2019. C&N is the surviving entity. This Form 3 reflects an estimate of the C&N number of shares beneficially owned. The aggregate consideration for the merger is structured such that Monument shareholders will receive 80% of the consideration in C&N stock and 20% in cash. The election and pro-rata process will be completed on April 24, 2019. Mr. Frame will file an amended Form 3 with the actual number of shares held upon completion of the merger exchange.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.