

NORWOOD FINANCIAL CORP
Form 425
April 18, 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 reported)
April 18, 2011

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

Pennsylvania (State or other jurisdiction of incorporation)	0-28364 (Commission File Number)	23-2828306 (IRS Employer Identification No.)
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717 Main Street, Honesdale, Pennsylvania (Address of principal executive offices)	18431 (Zip Code)
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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):

- | | |
|----|--|
| x | 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)).

NORWOOD FINANCIAL CORP.

INFORMATION TO BE INCLUDED IN REPORT

Item 8.01. Other Events

On April 18, 2011, Norwood Financial Corp. (“Norwood”) and North Penn Bancorp, Inc. (“North Penn”) issued a press release announcing the preliminary results of elections made by North Penn stockholders as to the form of merger consideration to be received in the pending acquisition of North Penn by Norwood.

The proposed acquisition of North Penn by Norwood is expected to be completed when all of the conditions to completion contained in the merger agreement are satisfied or waived.

A copy of the press release announcing the preliminary results of the election process is being filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

99.1 Press Release, dated April 18, 2011

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: April 18, 2011

By: /s/ Lewis J. Critelli
Lewis J. Critelli
President and Chief Executive
Officer
(Duly Authorized Representative)