

ORRSTOWN FINANCIAL SERVICES INC

Form 8-K

February 11, 2010

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): February 11, 2010 (February 9, 2010)

ORRSTOWN FINANCIAL SERVICES, INC.

(Exact name of registrant as specified in its charter)

PENNSYLVANIA

(State or other jurisdiction of incorporation)

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001-34292
(Commission file number)

23-2530374
(IRS employer ID)

77 East King Street, Shippensburg Pennsylvania
(Address of principal executive office)

17257
(Zip Code)

Registrant's telephone number, including area code - (717) 532-6114

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 8.01. Other Events.

On February 9, 2010, Orrstown Financial Services, Inc. (the Company) announced that it had filed a shelf registration statement on Form S-3 with the Securities and Exchange Commission (the SEC). When declared effective by the SEC, the shelf registration statement will allow the Company to raise capital from time to time, up to an aggregate of \$80 million, through the sale of the Company s common stock, preferred stock, debt securities, warrants and other securities. Specific terms and prices will be determined at the time of any offering under a separate prospectus supplement to be filed with the SEC at such time. A copy of the Company s press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press release dated February 9, 2010 issued by Orrstown Financial Services, Inc. |

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.

Orrstown Financial Services, Inc.

Date: February 11, 2010

By: /s/ Thomas R. Quinn, Jr.
Thomas R. Quinn, Jr.
President and Chief Executive Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--------------------------------------|
| 99.1 | Press Release dated February 9, 2010 |