

NORWOOD FINANCIAL CORP

Form 8-K

October 18, 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)      October 18, 2012

NORWOOD FINANCIAL CORP.  
(Exact name of registrant as specified in its charter)

|                                                   |                             |                                      |
|---------------------------------------------------|-----------------------------|--------------------------------------|
| Pennsylvania                                      | 0-28364                     | 23-2828306                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

|                                          |            |
|------------------------------------------|------------|
| 717 Main Street, Honesdale, Pennsylvania | 18431      |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number,      (570) 253-1455  
including area code:

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):

..      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 THE REPORT

Item 2.02. Results of Operations and Financial Condition

On October 18, 2012, the Registrant issued a press release announcing its earnings for the quarter and nine months ended September 30, 2012. A copy of the press release is furnished with this report as exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits. The following exhibits are being furnished with this report:

| No.  | Description                           |
|------|---------------------------------------|
| 99.1 | Press Release, dated October 18, 2012 |

---

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: | October 18, 2012 | By: | /s/ Lewis J. Critelli<br>Lewis J. Critelli<br>President and Chief Executive<br>Officer<br>(Duly Authorized Representative) |
|-------|------------------|-----|----------------------------------------------------------------------------------------------------------------------------|