

CITIZENS & NORTHERN CORP

Form POS AM

May 23, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-4
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
CITIZENS & NORTHERN CORPORATION
(Exact Name of Registrant as specified in its Charter)

Pennsylvania

6021

23-2951943

(State or other jurisdiction of
incorporation or organization)

(Primary Standard Industrial
Classification Code Number)

(I.R.S. Employer
Identification No.)

90-92 Main Street
Wellsboro, Pennsylvania 16901
(570) 724-3411

(Address, Including Zip Code, and Telephone Number, Including
Area Code, of Registrant's Principal Executive Offices)

CRAIG G. LITCHFIELD

Chairman, President and Chief Executive Officer
Citizens & Northern Corporation

90-92 Main Street
Wellsboro, Pennsylvania 16901
(570) 724-3411

(Name, Address, Including Zip Code, and Telephone
Number, Including Area Code, of Agent for Service)

Copies to:

Charles J. Ferry, Esquire
Carl D. Lundblad, Esquire
Rhoads & Sinon LLP
One South Market Square, 12th Floor
Harrisburg, Pennsylvania 17108-1146
(717) 233-5731

Charles C. Cohen, Esquire
Michael D. Winterhalter, Esquire
Cohen & Grigsby
11 Stanwix Street, 15th Floor
Pittsburgh, PA 15222-1319
(412) 297-4900

Pursuant to Registration Statement No. 333-140619 on Form S-4, as amended, Citizens & Northern Corporation, a Pennsylvania business corporation and parent company of Citizens & Northern Bank and First State Bank, Canistota, N.Y., registered 637,658 shares of its common stock, \$1.00 par value, issuable pursuant to an Agreement and Plan of Merger dated December 21, 2006, by and between Citizens & Northern Corporation and Citizens Bancorp, Inc., a Pennsylvania business corporation and parent company of Citizens Trust Company. The Agreement provided for the merger of Citizens Bancorp, Inc. with and into Citizens & Northern Corporation, with Citizens & Northern Corporation surviving the merger. The Registrant hereby removes from registration 691 shares of its common stock that remain unissued after completion of the merger on May 1, 2007.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Form S-4 to be signed on its behalf by the undersigned thereunto duly authorized.

Citizens & Northern Corporation

Date: May 23, 2007

/s/ Craig G. Litchfield
 Craig G. Litchfield, Chairman, President
 and
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-4 Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ Craig G. Litchfield Craig G. Litchfield	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	May 23, 2007
/s/ Mark A. Hughes Mark A. Hughes	Treasurer (Principal Accounting Officer)	May 23, 2007
/s/ Dennis F. Beardslee* Dennis F. Beardslee	Director	May 23, 2007
/s/ R. Robert DeCamp* R. Robert DeCamp	Director	May 23, 2007

Signature	Capacity	Date
/s/ Jan E. Fisher*	Director	May 23, 2007
Jan E. Fisher		
/s/ R. Bruce Haner*	Director	May 23, 2007
R. Bruce Haner		
/s/ Susan E. Hartley*	Director	May 23, 2007
Susan E. Hartley		
/s/ Karl W. Kroeck*	Director	May 23, 2007
Karl W. Kroeck		
/s/ Leo F. Lambert*	Director	May 23, 2007
Leo F. Lambert		
/s/ Edward L. Learn*	Director	May 23, 2007
Edward L. Learn		
/s/ Edward H. Owlett, III*	Director	May 23, 2007
Edward H. Owlett, III		
/s/ Leonard Simpson*	Director	May 23, 2007
Leonard Simpson		
/s/ James E. Towner*	Director	May 23, 2007
James E. Towner		
/s/ Ann M. Tyler*	Director	May 23, 2007
Ann M. Tyler		

By: */s/ Craig G. Litchfield
Craig G. Litchfield
Attorney-in-Fact Pursuant to Power
of Attorney

