

NORWOOD FINANCIAL CORP
Form 425
December 15, 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) December 14, 2010

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

| | | |
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| 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) |
|--|---------------------|

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):

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- 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)).
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NORWOOD FINANCIAL CORP.

INFORMATION TO BE INCLUDED IN THE REPORT

Item 8.01. Other Events

On December 14, 2010, the Registrant entered into a definitive agreement to acquire North Penn Bancorp, Inc. (“North Penn”) through the merger of North Penn with and into the Registrant with the Registrant as the surviving corporation. For additional information, reference is made to the joint press release of the Registrant and North Penn which is filed as Exhibit 99.1 hereto and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

- 99.1 Joint Press Release, dated December 15, 2010
- 99.2 Norwood Financial Corp. Investor Presentation

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: December 15, 2010 By: /s/ Lewis J. Critelli
Lewis J. Critelli
President and Chief Executive
Officer
(Duly Authorized Representative)