

NORWOOD FINANCIAL CORP  
Form 8-K  
April 24, 2014

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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 22, 2014

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

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

|   |                     |
|---|---------------------|
| 717 Main Street, Honesdale, Pennsylvania<br>3(Address of principal executive offices) | 18431<br>(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):

- 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))

- o 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 5.07. Submission of Matters to a Vote of Security Holders

- (a) On April 22, 2014, the Company held its annual meeting of stockholders.  
 (b) The following is a record of the vote on each matter presented at the annual meeting.

(1) Election of Directors

| Nominee                 | For       | Withheld | Broker Non-Vote |
|-------------------------|-----------|----------|-----------------|
| Kevin M. Lamont         | 2,467,801 | 20,658   | 622,413         |
| Daniel J. O'Neill       | 2,457,365 | 31,094   | 622,413         |
| Dr. Kenneth A. Phillips | 2,459,855 | 28,604   | 622,413         |

There were no abstentions in the election of directors.

(2) Approval of a non-binding resolution on executive compensation.

| For       | Against | Abstain | Broker Non-Vote |
|-----------|---------|---------|-----------------|
| 2,386,569 | 88,771  | 13,119  | 622,413         |

(3) Approval of the Norwood Financial Corp. 2014 Equity Incentive Plan.

| For       | Against | Abstain | Broker Non-Vote |
|-----------|---------|---------|-----------------|
| 2,334,944 | 140,484 | 13,030  | 622,414         |

(4) Ratification of appointment of S.R. Snodgrass, P.C. as independent auditors for the fiscal year ending December 31, 2014.

| For       | Against | Abstain |
|-----------|---------|---------|
| 3,094,706 | 13,111  | 3,055   |

There were no broker non-votes on the ratification of auditors.

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 24, 2014

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

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