

NORWOOD FINANCIAL CORP  
Form 425  
May 02, 2011

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) May 2, 2011

Norwood Financial Corp.  
(Exact name of registrant as specified in its charter)

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

- |    |  |
|----|--|
| 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 May 2, 2011, Norwood Financial Corp. (“Norwood”) and North Penn Bancorp, Inc. (“North Penn”) issued a press release announcing the receipt of regulatory approvals and the proposed closing date for the merger of North Penn and Norwood.

A copy of the press release is being filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

99.1 Press Release, dated May 2, 2011

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: May 2, 2011

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