

CITIZENS & NORTHERN CORP  
Form 8-K  
May 14, 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): May 14, 2012

CITIZENS & NORTHERN CORPORATION

(Exact name of registrant as specified in its charter)

PENNSYLVANIA

(State or other jurisdiction of incorporation)

000-16084 J3-2951943

(Commission file number) (IRS employer ID)

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000-16084  
(Commission file number)

23-2951943  
(IRS employer  
ID)

90-92 Main Street, Wellsboro Pennsylvania  
(Address of principal executive office)

16901  
(Zip Code)

Registrant's telephone number, including area code - (570) 724-3411

N/A

(Former name, address and fiscal year, 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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers

On May 14, 2012, Edward L. Learn, a director of Citizens & Northern Corporation (the “Company”) and its wholly owned banking subsidiary, Citizens & Northern Bank (the “Bank”), communicated to the Board of Directors of the Company his intent to resign as a director of the Company and the Bank effective July 1, 2012. Mr. Learn’s decision to resign was not the result of a disagreement with the Company on any matter relating to the Company’s or the Bank’s operations, policies or practices.

**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 thereunto duly authorized.

Citizens & Northern  
Corporation

Date: May 14, 2012 By: /s/ Mark A. Hughes  
Mark A. Hughes, Treasurer