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Item 2.02 Results of Operation and Financial Condition.

On April 18, 2017, Penns Woods Bancorp, Inc. (the "Company") distributed a press release announcing its earnings for the period ended March 31, 2017. The press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

99.1 Press release, dated April 18, 2017, of Penns Woods Bancorp, Inc. announcing earnings for the period ended March 31, 2017.

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.

PENNS WOODS  
BANCORP, INC.

Dated: April 18, 2017

By: /s/ Brian L. Knepp  
Brian L. Knepp  
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
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