

NORWOOD FINANCIAL CORP
Form 8-K
April 27, 2018

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 24, 2018

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

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

717 Main Street, Honesdale, Pennsylvania 18431
(Address of principal executive offices) (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))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



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 24, 2018, 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 |
|-----------------------|-----------|----------|-----------------|
| Lewis J. Critelli | 3,746,595 | 38,568 | 1,477,426 |
| William W. Davis, Jr. | 3,471,015 | 314,148 | 1,477,426 |
| Meg L. Hungerford | 3,737,355 | 47,808 | 1,477,426 |

There were no abstentions in the election of directors.

(2) Approval of an amendment to the Company's 2014 Equity Incentive Plan.

| For | Against | Abstain | Broker Non-Vote |
|-----------|---------|---------|-----------------|
| 3,554,672 | 189,708 | 40,783 | 1,477,426 |

(3) Ratification of appointment of S.R. Snodgrass, P.C. as independent auditors for the fiscal year ending December 31, 2018.

| For | Against | Abstain |
|-----------|---------|---------|
| 5,203,316 | 50,667 | 8,606 |

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

For further information, reference is made to the Registrant's press release dated April 27, 2017, which is filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

99.1 Press Release, dated April 27, 2018

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.

By: /s/ Lewis J. Critelli

Date: April 27, 2018

Lewis J. Critelli
President and Chief Executive Officer
(Duly Authorized Representative)