

CNB FINANCIAL CORP/PA  
Form 8-K  
April 15, 2010

---

**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): 04/13/2010**

**CNB Financial Corporation**

(Exact name of registrant as specified in its charter)

**Commission File Number: 000-13396**

**Pennsylvania**  
(State or other jurisdiction of  
incorporation)

**25-1450605**  
(IRS Employer  
Identification No.)

**1 South Second Street**  
PO Box 42  
Clearfield, Pennsylvania 16830  
(Address of principal executive offices, including zip code)

**814-765-9621**  
(Registrant's telephone number, including area code)

(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:

- 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 April 13, 2010, William C. Polacek informed the Corporation that he was resigning as a member of the Board of Directors of CNB Financial Corporation and CNB Bank effective immediately. Mr. Polacek stated that his resignation was due to increasing time commitments and responsibilities in his private business ventures.

On April 14, 2010 the Board of Directors of CNB Financial Corporation and CNB Bank held a special meeting and acted to fix the number of directors for the ensuing year at eleven and the number of Class 2 Directors at three.

---

**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.

CNB Financial Corporation

Date: April 15, 2010

By: /s/ Charles R. Guarino

---

Charles R. Guarino  
Treasurer