

NORWOOD FINANCIAL CORP  
Form 8-K  
January 25, 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)  
January 25, 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.)
---	--	--

717 Main Street, Honesdale, Pennsylvania (Address of principal executive offices)	18431 (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)).

---

---

NORWOOD FINANCIAL CORP.

INFORMATION TO BE INCLUDED IN THE REPORT

Item 2.02. Results of Operations and Financial Condition

On January 25, 2011, the Registrant issued a press release announcing its earnings for the quarter and year ended December 31, 2010. A copy of the press release is furnished with this report as exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

99.1 Press Release, dated January 25, 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: January 25, 2011 By: /s/ Lewis J. Critelli  
Lewis J. Critelli  
President and Chief Executive  
Officer  
(Duly Authorized Representative)

---