

CITIZENS & NORTHERN CORP  
Form 8-K  
January 14, 2013

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 14, 2013

CITIZENS & NORTHERN CORPORATION

(Exact name of registrant as specified in its charter)

Pennsylvania                      0-16084                      23-2451943  
(State or other jurisdiction of    (Commission (I.R.S. Employer  
incorporation)                      File Number) Identification No.)

90-92 Main Street, Wellsboro, PA                      16901  
(Address of Principal Executive Office)                      (Zip Code)

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

N/A

(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 2.02. Results of Operations and Financial Condition**

Citizens & Northern Corporation announced unaudited, consolidated financial results for the three-month and annual periods ended December 31, 2012. On January 14, 2013, Citizens & Northern Corporation issued a press release titled “C&N Announces Fourth Quarter 2012 Unaudited Financial Results,” a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. Citizens & Northern Corporation’s “Quarterly Report,” a report that includes unaudited financial information, will be mailed to shareholders on or about January 21, 2013. A copy of the Quarterly Report is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference. Also, supplemental, unaudited financial information is furnished as Exhibit 99.3 to this Current Report on Form 8-K and is incorporated herein by reference.

**ITEM 9.01. Financial Statements and Exhibits**

(a) Not applicable.

(b) Not applicable.

(c)

(d)

Not applicable.

Exhibits.

Exhibit 99.1: Press Release issued by Citizens & Northern Corporation dated January 14, 2013, titled “C&N Announces Fourth Quarter 2012 Unaudited Financial Results.”

Exhibit 99.2: Quarterly Report, which includes unaudited financial information.

Exhibit 99.3: Supplemental, unaudited financial information.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

CITIZENS & NORTHERN CORPORATION

Date: 1/14/13 By: /s/ Mark A. Hughes  
Treasurer and Chief Financial Officer