

NORWOOD FINANCIAL CORP  
Form 8-K  
April 26, 2019

**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 23, 2019**

**NORWOOD FINANCIAL CORP.**

**(Exact name of registrant as specified in its charter)**

**Pennsylvania**  
**(State or other jurisdiction**

**of incorporation)**

**717 Main Street, Honesdale, Pennsylvania**

**0-28364**  
**(Commission**

**File Number)**

**23-2828306**  
**(IRS Employer**

**Identification No.)**

**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.

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**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 23, 2019, 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

| <b>Nominee</b>    | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Vote</b> |
|-------------------|------------|-----------------|------------------------|
| Andrew A. Forte   | 3,857,031  | 65,527          | 1,428,727              |
| Ralph A. Matergia | 2,987,106  | 925,452         | 1,428,727              |
| Susan Campfield   | 3,815,776  | 106,782         | 1,428,727              |

There were no abstentions in the election of directors.

- (2) Ratification of appointment of S.R. Snodgrass, P.C. as independent auditors for the fiscal year ending December 31, 2019.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 5,303,539  | 28,615         | 19,131         |

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

- (3) Approval of an amendment to the Company's Articles of Incorporation to increase the number of authorized shares of common stock, \$0.10 par value per share, from 10,000,000 to 20,000,000.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 5,016,676  | 302,442        | 32,167         |

There were no broker non-votes on the amendment to the Articles of Incorporation.

For further information, reference is made to the Registrant's press release dated April 26, 2019, which is filed herewith as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

- (d) Exhibits:

99.1 Press Release, dated April 26, 2019

**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: April 26, 2019

By: /s/ Lewis J. Critelli  
Lewis J. Critelli

President and Chief Executive Officer

(Duly Authorized Representative)