

NORWOOD FINANCIAL CORP  
Form 8-K  
April 23, 2009

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, 2009**

**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)).
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NORWOOD FINANCIAL CORP.

**INFORMATION TO BE INCLUDED IN REPORT**

**Item 2.02. Results of Operations and Financial Condition**

On April 23, 2009, the Registrant issued a press release announcing its earnings for the quarter ended March 31, 2009. 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 April 23, 2009

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**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 23, 2009

By: /s/ William W. Davis, Jr.  
William W. Davis, Jr.

President and Chief Executive Officer

(Duly Authorized Representative)