

CITIZENS & NORTHERN CORP  
Form 8-K  
July 28, 2010

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) July 27, 2010

CITIZENS & NORTHERN CORPORATION  
(Exact name of registrant as specified in its charter)

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

|   |                     |
|---|---------------------|
| 90-92 Main Street, Wellsboro, PA<br>(Address of Principal Executive Office) | 16901<br>(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))
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ITEM 8.01. Other Events

On July 28, 2010, Citizens & Northern Corporation issued a press release announcing that it has received final regulatory approval to repurchase all the preferred stock sold to the U.S. Department of the Treasury. A copy of the press release is attached to this Form 8-K as Exhibit 99.1 and is incorporated herein by reference. Also, on July 28, 2010, Citizens & Northern Corporation issued a letter to shareholders from Charles H. Updegraff, Jr., President and Chief Executive Officer. A copy of the letter to shareholders is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 9.01. Financial Statements and Exhibits

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|-----|-----------------|
| (a) | Not applicable. |
| (b) | Not applicable. |
| (c) | Not applicable. |
| (d) | Exhibits.       |

Exhibit 99.1: Press Release issued by Citizens & Northern Corporation dated July 28, 2010, titled "Citizens & Northern Announces Treasury Approval to Repay TARP Funds."

Exhibit 99.2: Letter to shareholders dated July 28, 2010 from Charles H. Updegraff, Jr., Citizens & Northern Corporation's President and Chief Executive Officer.

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: 7/28/10

By: /s/ Mark A. Hughes.  
Name  
Treasurer and Chief Financial  
Officer