

NORWOOD FINANCIAL CORP
Form 10-Q/A
September 05, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A
(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-28364

Norwood Financial Corp.
(Exact name of Registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
Incorporation or organization)

23-2828306
(I.R.S. employer identification no.)

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

18431
(Zip Code)

(570) 253-1455
(Registrant's telephone number, including area code)

NA
(Former name, former address and former fiscal year, if changed since last report))

Indicate by check (x) whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class | Outstanding as of August 1, 2012 |
|--|----------------------------------|
| Common stock, par value \$0.10 per share | 3,277,607 |

Explanatory Note

The purpose of this Amendment No. 1 to our Quarterly Report Form 10-Q for the period ended June, 30, 2012 (“Form 10-Q”), as filed with the Securities and Exchange Commission on August 8, 2012, is to furnish Exhibit 101 to the Form 10-Q, which provides certain items from our Form 10-Q formatted in Extensible Business Reporting Language (“XBRL”).

No other changes have been made to the Form 10-Q other than the furnishing of the exhibit described above. This Amendment No. 1 does not reflect subsequent events occurring after the original date of the Form 10-Q or modify or update in any way disclosures made in the Form 10-Q.

Pursuant to Rule 406T of Regulations S-T, the Interactive Data Files in Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

Item 6. Exhibits

| No. | Description |
|---------|--|
| 3(i) | Articles of Incorporation of Norwood Financial Corp.(1) |
| 3(ii) | Bylaws of Norwood Financial Corp. (2) |
| 4.0 | Specimen Stock Certificate of Norwood Financial Corp. (1) |
| 10.1 | Employment Agreement with Lewis J. Critelli (2) |
| 10.2 | Change in Control Severance Agreement with William S. Lance(2) |
| 10.3 | Norwood Financial Corp. Stock Option Plan (4) |
| 10.4 | Salary Continuation Agreement between the Bank and William W. Davis, Jr. (3) |
| 10.5 | Salary Continuation Agreement between the Bank and Lewis J. Critelli (3) |
| 10.7 | 1999 Directors Stock Compensation Plan (3) |
| 10.8 | Salary Continuation Agreement between the Bank and Joseph A. Kneller (5) |
| 10.9 | Salary Continuation Agreement between the Bank and John H. Sanders (5) |
| 10.10 | 2006 Stock Option Plan (6) |
| 10.11 | First and Second Amendments to Salary Continuation Agreement with William W. Davis, Jr. (7) |
| 10.12 | First and Second Amendments to Salary Continuation Agreement with Lewis J. Critelli (7) |
| 10.14 | First and Second Amendments to Salary Continuation Agreement with Joseph A. Kneller (7) |
| 10.15 | First and Second Amendments to Salary Continuation Agreement with John H. Sanders (7) |
| 31 | Rule 13a-14(a)/15d-14(a) Certification of CEO and CFO * |
| 32 | Certification pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of Sarbanes Oxley Act of 2002 * |
| 101.INS | XBRL Instance Document ** |
| 101.SCH | XBRL Schema Document ** |
| 101.CAL | XBRL Calculation Linkbase Document ** |
| 101.LAB | XBRL Labels Linkbase Document ** |
| 101.PRE | XBRL Presentation Linkbase Document ** |

101.DEF XBRL Definition Linkbase Document **

* Previously filed with Norwood Financial Corp.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 (filed on August 8, 2012).

** Attached as Exhibits 101 to this Form 10-Q/A Amendment No. 1 are documents formatted in XBRL (Extensible Business Reporting Language). Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

- (1) Incorporated herein by reference into this document from the Exhibits to Form 10, Registration Statement initially filed with the Commission on April 29, 1996, Registration No. 0-28364
- (2) Incorporated by reference into this document from the identically numbered exhibits to the Registrant's Form 10-K filed with the Commission on March 15, 2010.
- (3) Incorporated herein by reference to the identically numbered exhibits of the Registrant's Form 10-K filed with the Commission on March 23, 2000.
- (4) Incorporated by reference into this document from the Exhibits to Form S-8 filed with the Commission on August 14, 1998, File No. 333-61487.
- (5) Incorporated herein by reference to the identically numbered exhibit to the Registrant's Form 10-K filed with the Commission on March 22, 2004.
- (6) Incorporated by reference to this document from Exhibit 4.1 to Registrant's Registration Statement on Form S-8 (File No. 333-134831) filed with the Commission on June 8, 2006.
- (7) Incorporated herein by reference from the Exhibits to the Registrant's Current Report on Form 8-K filed on April 4, 2006.

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 thereunto duly authorized.

NORWOOD FINANCIAL CORP.

Date: September 5, 2012

By: /s/ Lewis J. Critelli
Lewis J. Critelli
President and Chief Executive Officer
(Principal Executive Officer)

Date: September 5, 2012

By: /s/ William S. Lance
William S. Lance
Executive Vice President, and Chief Financial
Officer
(Principal Financial Officer)