

NORWOOD FINANCIAL CORP  
Form 8-K  
November 16, 2007

**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)

**November 13, 2007**

**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)

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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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On November 13, 2007, the Registrant's Board of Directors approved amendments to the Registrant's Bylaws to allow the issuance of uncertificated shares. The text of the amendments is filed with this report as Exhibit 3.2.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits:

3.2 Amendments to Bylaws

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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: November 16, 2007

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

Executive Vice President and Chief Financial  
Officer

(Duly Authorized Representative)