

CITIZENS & NORTHERN CORP

Form S-3DPOS

July 22, 2009

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As filed with the Securities and Exchange Commission on July 22, 2009

Registration Statement No. 333-149513

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
CITIZENS & NORTHERN CORPORATION
(Exact Name of Registrant as specified in its Charter)**

Pennsylvania

6021

23-2951943

(State or other jurisdiction of incorporation or organization)

(Primary Standard Industrial Classification Code Number)

(I.R.S. Employer Identification No.)

90-92 Main Street

Wellsboro, Pennsylvania 16901

(570) 724-3411

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

CRAIG G. LITCHFIELD

Chairman, President and Chief Executive Officer

Citizens & Northern Corporation

90-92 Main Street

Wellsboro, Pennsylvania 16901

(570) 724-3411

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Charles J. Ferry, Esquire

Paul F. Wessell, Esquire

Rhoads & Sinon LLP

One South Market Square, 12th Floor

Harrisburg, Pennsylvania 17108-1146

(717) 233-5731

Approximate date of commencement of proposed sale to the public: Citizen & Northern Corporation is hereby amending this registration statement to deregister 903,165 shares of its common stock (\$1.00 par value).

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 (Check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
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DEREGISTRATION OF SECURITIES

The Registrant is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (File No. 333-149513) solely to deregister 903,165 shares of its common stock, par value \$1.00 per share, which remain unsold at the termination of the offering under the Registration Statement.

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SIGNATURES

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Wellsboro, Pennsylvania, on this 21st day of July, 2009.

**CITIZENS & NORTHERN
CORPORATION**

(Registrant)

By: /s/ Craig G. Litchfield
Craig G. Litchfield, Chairman,
President and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ Craig G. Litchfield	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	July 21, 2009
Craig G. Litchfield		
/s/ Mark A. Hughes	Treasurer (Principal Accounting Officer)	July 21, 2009
Mark A. Hughes		
*	Director	July 21, 2009
Dennis F. Beardslee		
*	Director	July 21, 2009
Jan E. Fisher		
*	Director	July 21, 2009
R. Bruce Haner		
*	Director	July 21, 2009
Susan E. Hartley		
*	Director	July 21, 2009
Leo F. Lambert		
*	Director	July 21, 2009
Edward L. Learn		
*	Director	July 21, 2009
Raymond R. Mattie		
*	Director	July 21, 2009
Edward H. Owlett, III		

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Signature		Capacity	Date
	*	Director	July 21, 2009
Leonard Simpson			
	*	Director	July 21, 2009
James E. Towner			
	*	Director	July 21, 2009
Ann M. Tyler			
	*	Director	July 21, 2009
Charles H. Updegraff, Jr.			

*By: /s/ Craig G. Litchfield
Craig G. Litchfield
Attorney-in-Fact Pursuant to Power of
Attorney