

CITIZENS & NORTHERN CORP

Form POS AM

May 23, 2007

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-4**  
**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  
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(717) 233-5731

Charles C. Cohen, Esquire  
Michael D. Winterhalter, Esquire  
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11 Stanwix Street, 15<sup>th</sup> Floor  
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(412) 297-4900

Pursuant to Registration Statement No. 333-140619 on Form S-4, as amended, Citizens & Northern Corporation, a Pennsylvania business corporation and parent company of Citizens & Northern Bank and First State Bank, Canistota, N.Y., registered 637,658 shares of its common stock, \$1.00 par value, issuable pursuant to an Agreement and Plan of Merger dated December 21, 2006, by and between Citizens & Northern Corporation and Citizens Bancorp, Inc., a Pennsylvania business corporation and parent company of Citizens Trust Company. The Agreement provided for the merger of Citizens Bancorp, Inc. with and into Citizens & Northern Corporation, with Citizens & Northern Corporation surviving the merger. The Registrant hereby removes from registration 691 shares of its common stock that remain unissued after completion of the merger on May 1, 2007.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to Form S-4 to be signed on its behalf by the undersigned thereunto duly authorized.

Citizens & Northern Corporation

Date: May 23, 2007

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

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-4 Registration Statement has been signed below 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) | May 23, 2007 |
| Craig G. Litchfield      |   |              |
| /s/ Mark A. Hughes       | Treasurer (Principal Accounting Officer)  | May 23, 2007 |
| Mark A. Hughes           |   |              |
| /s/ Dennis F. Beardslee* | Director  | May 23, 2007 |
| Dennis F. Beardslee      |   |              |
| /s/ R. Robert DeCamp*    | Director  | May 23, 2007 |
| R. Robert DeCamp         |   |              |

| Signature                  | Capacity | Date            |
|----------------------------|----------|-----------------|
| /s/ Jan E. Fisher*         | Director | May 23,<br>2007 |
| Jan E. Fisher              |          |                 |
| /s/ R. Bruce Haner*        | Director | May 23,<br>2007 |
| R. Bruce Haner             |          |                 |
| /s/ Susan E. Hartley*      | Director | May 23,<br>2007 |
| Susan E. Hartley           |          |                 |
| /s/ Karl W. Kroeck*        | Director | May 23,<br>2007 |
| Karl W. Kroeck             |          |                 |
| /s/ Leo F. Lambert*        | Director | May 23,<br>2007 |
| Leo F. Lambert             |          |                 |
| /s/ Edward L. Learn*       | Director | May 23,<br>2007 |
| Edward L. Learn            |          |                 |
| /s/ Edward H. Owlett, III* | Director | May 23,<br>2007 |
| Edward H. Owlett, III      |          |                 |
| /s/ Leonard Simpson*       | Director | May 23,<br>2007 |
| Leonard Simpson            |          |                 |
| /s/ James E. Towner*       | Director | May 23,<br>2007 |
| James E. Towner            |          |                 |
| /s/ Ann M. Tyler*          | Director | May 23,<br>2007 |
| Ann M. Tyler               |          |                 |

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

