

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:

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Carl D. Lundblad, 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  
Pittsburgh, PA 15222-1319  
(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 Craig G. Litchfield	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	May 23, 2007
/s/ Mark A. Hughes Mark A. Hughes	Treasurer (Principal Accounting Officer)	May 23, 2007
/s/ Dennis F. Beardslee* Dennis F. Beardslee	Director	May 23, 2007
/s/ R. Robert DeCamp* R. Robert DeCamp	Director	May 23, 2007

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

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

