

ORRSTOWN FINANCIAL SERVICES INC  
Form DEFA14A  
March 30, 2010

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

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14(a)-6(e) (2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Section 240.14a-12

**ORRSTOWN FINANCIAL SERVICES, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

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Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and 0-11.

- (1) Title of each class of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- (2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  
  
  
  
  
  
  
  
- (4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No. :

(3) Filing Party:

(4) Date Filed:

March 30, 2010

Dear Valued Shareholder:

We recently distributed proxy materials in connection with the Annual Meeting of Shareholders of Orrstown Financial Services, Inc. to be held on Tuesday, May 4, 2010, at 9:00 a.m., at the H. Ric Luhrs Performing Arts Center, 1871 Old Main Drive, Shippensburg, Pennsylvania. The proxy card included in those materials inadvertently omitted Proposals 2 and 3 as described in the accompanying proxy statement. Accordingly, we have enclosed herewith a revised proxy card (printed on canary card stock) including Proposals 2 and 3.

**If you have not yet submitted a proxy card, please discard the prior proxy card that you received and use the enclosed revised proxy card to vote your shares. If you have previously submitted your proxy and wish to vote on Proposals 2 and 3 at the Annual Meeting, you will need to resubmit your proxy by using the enclosed revised proxy card. Signing and timely submitting this revised proxy card will revoke any prior proxy in its entirety. Accordingly, if you submit the revised proxy card, you should mark the proxy card in the appropriate place to indicate your vote on all matters covered thereby, even if you previously submitted a proxy.**

As always, you have the right to vote your shares directly by attending the Annual Meeting.

We apologize for any inconvenience. If you have any questions concerning the revised proxy card or about submitting your proxy in general, please call Barbara E. Brobst at 717-530-2517 or toll free at 1-888-677-7869.

Sincerely,

/s/ Kenneth R. Shoemaker  
Kenneth R. Shoemaker, Secretary



