

CODORUS VALLEY BANCORP INC  
Form 8-K  
March 31, 2015

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) – **March 31, 2015**

**CODORUS VALLEY BANCORP, INC.**

(Exact name of registrant as specified in its charter)

<b>Pennsylvania</b> (State or other jurisdiction of incorporation)	<b>0-15536</b> (Commission File (IRS Employer Number)	<b>23-2428543</b> (Number)
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<b>105 Leader Heights Road</b> <b>P.O. Box 2887</b> <b>York, Pennsylvania</b> (Address of principal executive offices)	<b>17405-2887</b> (Zip code)
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**717-747-1519**

(Registrant's telephone number including area code)

N/A

(Former name or 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:

Written communications pursuant to Rule 425 under Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under 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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**Item**    **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;**  
**5.02**    **Compensatory Arrangements of Certain Officers**

On March 31, 2015, Michael F. Allen, Vice President and Chief Operating Officer of Codorus Valley Bancorp, Inc. (the “Corporation”), and Executive Vice President and Chief Operating Officer of its wholly-owned subsidiary, PeoplesBank, a Codorus Valley Company (the “Bank”), notified the Corporation of his resignation as an officer and employee of the Corporation and Bank, effective the close of business on March 31, 2015. In connection with Mr. Allen’s resignation, the Bank will compensate him in accordance with Section 3(c) of his employment agreement, which was described in the Corporation’s Current Report on Form 8-K filed on July 25, 2012 and was attached as Exhibit 10.1 to the Corporation’s Form 8-K/A filed on March 19, 2013.

**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.

Codorus Valley Bancorp, Inc.

Date: March 31, 2015 /s/ Larry J. Miller  
Larry J. Miller  
President and Chief Executive Officer