

JUNIATA VALLEY FINANCIAL CORP

Form 8-K

February 27, 2019

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): **February 19, 2019**

Juniata Valley Financial Corp.

(Exact name of registrant as specified in its charter)

Pennsylvania

(State or other Jurisdiction of Incorporation)

0-13232

(Commission File Number)

23-2235254

(IRS Employer Identification No.)

Bridge and Main Streets, Mifflintown, Pennsylvania

(Address of principal executive offices)

17059

(Zip Code)

Registrant's telephone number, including area code: (717) 436 - 8211

Not Applicable

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(Former name or former 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 the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.03

Amendments to Articles of Incorporation or Bylaws

On February 19, 2019, the Board of Directors of Juniata Valley Financial Corp. amended the Company's By-Laws. Section 8.2 was amended to extend the age limitation of Directors from age seventy-two (72) to age seventy-five (75). The aforementioned amended By-Laws are attached as Exhibit 3.4 to this current report on Form 8-K.

Item 9.01

Financial Statements and Exhibits.

Exhibits. The exhibit listed in the Exhibit Index accompanying this Form 8-K is furnished herewith.

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 thereunto duly authorized.

Juniata Valley Financial Corp.

Date: February 27, 2019 By: /s/ JoAnn McMinn
Name: JoAnn McMinn
Title: EVP, Chief Financial
Officer

Exhibit Index

Exhibit No. Description

3.4 By-Laws of Juniata Valley Financial Corp. (Amended and Restated as of February 19, 2019)