

FRAME CLARK S

Form 3

April 08, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â FRAME CLARK S

(Last) (First) (Middle)

1204 BUCKS ROAD

(Street)

PERKASIE,Â PAÂ 18944

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/01/2019

3. Issuer Name and Ticker or Trading Symbol

CITIZENS & NORTHERN CORP [CZNC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

113,000 (1)

D Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Shares

(I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRAME CLARK S 1204 BUCKS ROAD PERKASIE, PA 18944	X			

Signatures

/s/ Amy B Wherley POA for Clark S Frame,
3-21-2019

04/08/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Mr. Frame was appointed to the Citizens & Northern Corporation ("C&N") Board of Directors, effective April 1, 2019, pursuant to an Agreement and Plan of Merger between C&N and Monument Bancorp, Inc. ("Monument") that was completed April 1, 2019. C&N is the surviving entity. This Form 3 reflects an estimate of the C&N number of shares beneficially owned. The aggregate consideration for the merger is structured such that Monument shareholders will receive 80% of the consideration in C&N stock and 20% in cash. The election and pro-rata process will be completed on April 24, 2019. Mr. Frame will file an amended Form 3 with the actual number of shares held upon completion of the merger exchange.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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