

FRAME CLARK S
Form 3/A
May 02, 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â FRAME CLARK S | | | (Month/Day/Year) | CITIZENS & NORTHERN CORP [CZNC] | |
| (Last) | (First) | (Middle) | 04/01/2019 | 4. Relationship of Reporting Person(s) to Issuer | |
| 1204 BUCKS ROAD | | | | (Check all applicable) | |
| (Street) | | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | |
| PERKASIE, Â PA Â 18944 | | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other | |
| (City) | (State) | (Zip) | | (give title below) (specify below) | |
| | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | | 04/08/2019 | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | | <input type="checkbox"/> 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 | 82,843 ⁽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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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

05/02/2019

__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).

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 (1) surviving entity. The aggregate consideration for the merger was structured such that Monument shareholders would receive 80% of the consideration in C&N stock and 20% in cash. The election and pro-ration process has now been completed. This amended Form 3 is being filed to report Mr. Frame's 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.