

CITIZENS & NORTHERN CORP  
Form SC 13D  
December 04, 2009

OMB APPROVAL  
OMB Number: 3235-0145  
Expires: October 31, 1997  
Estimated average burden  
Hours per response 14.90

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. )\***

**Citizens & Northern Corporation**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**172922106**

**(CUSIP Number)**

**Mr. Terry Maltese, Sandler O Neill Asset Management LLC,**

**780 Third Avenue, 5<sup>th</sup> Floor, New York, NY 10017 (212) 486-7300**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**November 25, 2009**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

## Edgar Filing: CITIZENS & NORTHERN CORP - Form SC 13D

**Note:** Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 17 pages.

Exhibit Index located on Page 17

SEC 1746 (12-91)

SCHEDULE 13D

CUSIP No. 172922106

Page 2 of 17 Pages

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Sandler O'Neill Asset Management, LLC

2. Check the Appropriate Box if a Member of a Group\*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds\*

00

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

New York

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

1,100,000

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

1,100,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: CITIZENS & NORTHERN CORP - Form SC 13D

1,100,000

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

13. Percent of Class Represented by Amount in Row (11)

9.37%

14. Type of Reporting Person\*

00

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

**INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7**

**(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.**

**SCHEDULE 13D**

CUSIP No. 172922106

Page 3 of 17 Pages

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

**SOAM Holdings, LLC**

2. Check the Appropriate Box if a Member of a Group\*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds\*

00

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

683,500

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

683,500

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: CITIZENS & NORTHERN CORP - Form SC 13D

683,500

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

13. Percent of Class Represented by Amount in Row (11)

5.82%

14. Type of Reporting Person\*

00

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

**INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7**

**(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.**

SCHEDULE 13D

CUSIP No. 172922106

Page 4 of 17 Pages

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Malta Partners, L.P.

2. Check the Appropriate Box if a Member of a Group\*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds\*

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

20,400

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

20,400

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: CITIZENS & NORTHERN CORP - Form SC 13D

20,400

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

13. Percent of Class Represented by Amount in Row (11)

0.17%

14. Type of Reporting Person\*

PN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

**INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7**

**(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.**



SCHEDULE 13D

CUSIP No. 172922106

Page 5 of 17 Pages

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Malta Hedge Fund, L.P.

2. Check the Appropriate Box if a Member of a Group\*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds\*

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

63,500

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

63,500

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: CITIZENS & NORTHERN CORP - Form SC 13D

63,500

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

13. Percent of Class Represented by Amount in Row (11)

0.54%

14. Type of Reporting Person\*

PN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

**INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7**

**(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.**

**SCHEDULE 13D**

CUSIP No. 172922106

Page 6 of 17 Pages

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Malta Hedge Fund II, L.P.

2. Check the Appropriate Box if a Member of a Group\*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds\*

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

Delaware

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

319,300

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

319,300

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: CITIZENS & NORTHERN CORP - Form SC 13D

319,300

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

13. Percent of Class Represented by Amount in Row (11)

2.72%

14. Type of Reporting Person\*

PN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

**INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7**

**(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.**

**SCHEDULE 13D**

CUSIP No. 172922106

Page 7 of 17 Pages

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Malta Offshore, Ltd

2. Check the Appropriate Box if a Member of a Group\*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds\*

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

Cayman Islands

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

115,200

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

115,200

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: CITIZENS & NORTHERN CORP - Form SC 13D

115,200

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

13. Percent of Class Represented by Amount in Row (11)

0.98%

14. Type of Reporting Person\*

CO

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

**INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7**

**(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.**

**SCHEDULE 13D**

CUSIP No. 172922106

Page 8 of 17 Pages

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Malta MLC Fund, LP

2. Check the Appropriate Box if a Member of a Group\*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds\*

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

Cayman Islands

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

280,300

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

280,300

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: CITIZENS & NORTHERN CORP - Form SC 13D

280,300

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

13. Percent of Class Represented by Amount in Row (11)

2.39%

14. Type of Reporting Person\*

CO

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

**INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7**

**(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.**



**SCHEDULE 13D**

CUSIP No. 172922106

Page 9 of 17 Pages

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Malta MLC Offshore, Ltd

2. Check the Appropriate Box if a Member of a Group\*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds\*

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

Cayman Islands

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

101,300

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

101,300

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: CITIZENS & NORTHERN CORP - Form SC 13D

101,300

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

13. Percent of Class Represented by Amount in Row (11)

0.86%

14. Type of Reporting Person\*

CO

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

**INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7**

**(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.**

**SCHEDULE 13D**

CUSIP No. 172922106

Page 10 of 17 Pages

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

**SOAM Capital Partners, L.P.**

2. Check the Appropriate Box if a Member of a Group\*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds\*

**WC**

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

**Delaware**

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

**200,000**

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

**200,000**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: CITIZENS & NORTHERN CORP - Form SC 13D

200,000

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

13. Percent of Class Represented by Amount in Row (11)

1.70%

14. Type of Reporting Person\*

CO

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

**INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7**

**(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.**

**SCHEDULE 13D**

CUSIP No. 172922106

Page 11 of 17 Pages

1. Name of Reporting Person

S.S. or I.R.S. Identification No. of above person

Terry Maltese

2. Check the Appropriate Box if a Member of a Group\*

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds\*

00

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizen or Place of Organization

USA

7. Sole Voting Power

NUMBER OF

SHARES

8. Shared Voting Power

BENEFICIALLY

OWNED BY

1,100,000

EACH

9. Sole Dispositive Power

REPORTING

10. Shared Dispositive Power

PERSON

WITH

1,100,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: CITIZENS & NORTHERN CORP - Form SC 13D

1,100,000

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*

13. Percent of Class Represented by Amount in Row (11)

9.37%

14. Type of Reporting Person\*

IN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

**INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7**

**(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.**

**Item 1. Security and Issuer.**

The class of equity securities to which this statement relates is the common stock, par value \$0.01 per share ( Common Stock ), of Citizens & Northern Corporation. (the Issuer ), a company incorporated in Pennsylvania, with its principal office at 90-92 Main Street, Wellsboro, PA 16901.

**Item 2. Identity and Background.**

(a) This statement is being filed by (i) Sandler O'Neill Asset Management LLC, a New York limited liability company ( SOAM ), with respect to shares of Common Stock beneficially owned by Malta Partners, L.P., a Delaware limited partnership ( MP ), Malta Hedge Fund, L.P., a Delaware limited partnership ( MHF ), Malta Hedge Fund II, L.P., a Delaware limited partnership ( MHFII ) Malta Offshore, Ltd., a Cayman Islands company ( MO ), Malta MLC Fund, L.P., a Delaware limited partnership ( MLC ), and Malta MLC Offshore, Ltd., a Cayman Islands company ( MLCO ) (ii) SOAM Holdings, LLC, a Delaware limited liability company ( Holdings ), with respect to shares of Common Stock beneficially owned by MP, MHF, MHFII, and MLC (iii) MP, with respect to shares of Common Stock beneficially owned by it, (iv) MHF, with respect to shares of Common Stock beneficially owned by it, (v) MHFII, with respect to shares of Common Stock beneficially owned by it, (vi) MO, with respect to shares of Common Stock beneficially owned by it, (vii) MLC, with respect to shares of Common Stock beneficially owned by it, (viii) MLCO, with respect to shares of Common Stock beneficially owned by it, (ix) Terry Maltese, with respect to shares of Common Stock beneficially owned by MP, MHF, MHFII., MO, MLC, and MLCO; and as managing member of SOAM Ventures, LLC ( Ventures ), a Delaware limited liability company, with respect to shares of Common Stock beneficially owned by SOAM Capital Partners, L.P. ( SCP ), a Delaware limited partnership of which Ventures is the management company. The foregoing persons are hereinafter sometimes referred to collectively as the Reporting Persons and MP, MHF, MHFII, and MLC are sometimes collectively referred to herein as the Partnerships. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The sole general partner of each of the Partnerships is Holdings, and administrative and management services for the Partnerships are provided by SOAM. SOAM also provides management services to MO and MLCO. The managing member and President of Holdings and SOAM is Mr. Maltese. In his capacity as President and managing member of Holdings, Ventures, and SOAM, Mr. Maltese exercises voting and dispositive power over all shares of Common Stock beneficially owned by MP, MHF, MHFII, SCP, MO, MLC, MLCO, SOAM, and Holdings. The non-managing member of Holdings and SOAM is Sandler O'Neill Holdings, LLC, a New York limited liability company ( S.O. Holdings ).

(b) The address of the principal offices of each of MP, MHF, MHFII, SCP, MLC, Holdings and SOAM and the business address of Mr. Maltese is Sandler O'Neill Asset Management LLC, 780 Third Avenue, 5<sup>th</sup> Floor, New York, New York 10017. The address of the principal office of MO and MLCO is c/o BYSIS Hedge Fund Services (Cayman) Limited, P.O. Box 30362 SMB, Harbour Centre, Third Floor, George Town, Grand Cayman, Cayman Islands, British West Indies. The address of the principal office of S.O. Holdings is c/o Sandler O'Neill & Partners, L.P., 919 Third Avenue, 6th Floor, New York, New York 10022.

(c) The principal business of MP, MHF, MHFII, MLC, and SCP is that of private partnerships engaged in investment in securities for its own account. The principal business of MO and MLCO is that of investment in securities for its own account. The principal business of Holdings is that of acting as general partner for the Partnerships. The principal business of SOAM is that of providing administrative and management services to the Partnerships and management services to MO and MLCO. The present principal occupation or employment of Mr. Maltese is President of SOAM and Holdings. The principal business of S.O. Holdings is investing in Holdings and SOAM.

(d) During the last five years, none of MP, MHF, MHFII, SCP MO, MLCO, Holdings, SOAM, S.O. Holdings or Mr. Maltese has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of MP, MHF, MHFII, MO, SCP, MLCO, Holdings, SOAM, S.O. Holdings or Mr. Maltese has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Maltese is a U.S. citizen.

### **Item 3. Source and Amount of Funds.**

The net investment cost (including commissions, if any) of the shares of Common Stock held by MP, MHF, MHFII, MO, SCP, MLC, and MLCO is \$163,200, \$508,000, \$2,554,400, \$921,600, \$1,600,000, \$2,242,400, and \$810,400 respectively. Such shares were purchased with the investment capital of the respective entities.

### **Item 4. Purpose of Transaction.**

The purpose for which the Common Stock was acquired by the Reporting Persons is for investment. As such, in the ordinary course of their business, the Reporting Persons intend to review their investment in the Company on a continuing basis and may engage in discussions with management, the board of directors, other shareholders of the Company and other relevant parties concerning the business, operations, management, governance, strategy and future plans of the Company. Depending on various factors including, without limitation, the Company's financial position and strategic direction, the outcome of the discussions and actions referenced above, actions taken by the board of directors, price levels of the Common Stock, other investment opportunities available to the Reporting Persons, conditions in the securities market and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Company as they deem appropriate including, without limitation, purchasing additional shares of Common Stock or selling some or all of their shares of Common Stock, engaging in short selling of or any hedging or similar transactions with respect to the shares of Common Stock, voting for or against and expressing support for or against the proposals of the board of directors of the Company or other shareholders of the Company and/or otherwise changing their intention with respect to any and all matters referred to in Item 4 of Schedule 13D.

### **Item 5. Interest in Securities of the Issuer.**

(a) Based upon an aggregate of 11,735,611 shares of Common Stock outstanding, as determined by the Issuer's most recently available public information, as of the close of business on November 25, 2009:

- (i) MP beneficially owned 20,400 shares of Common Stock, constituting 0.17% of the shares outstanding.



- (ii) MHF beneficially owned 63,500 shares of Common Stock, constituting approximately 0.54% of the shares outstanding.
  - (iii) MHFII beneficially owned 319,300 shares of Common Stock, constituting approximately 2.72% of the shares outstanding.
  - (iv) MO beneficially owned 115,200 shares of Common Stock, constituting approximately 0.98% of the shares outstanding.
  - (v) MLCO beneficially owned 101,300 shares of Common Stock, constituting approximately 0.86% of the shares outstanding.
  - (vi) MLC beneficially owned 280,300 shares of Common Stock, constituting approximately 2.39% of the shares outstanding.
  - (vii) SCP beneficially owned 200,000 shares of Common Stock, constituting approximately 1.70% of the shares outstanding.
  - (viii) SOAM owned directly no shares of Common Stock. By reason of its position as management company for MP, MHF, MHFII, MO, MLC, MLCO, and SCP under the provisions of Rule 13d-3, SOAM may be deemed to beneficially own the shares of Common Stock held by each, which constitutes approximately 9.37% of the shares outstanding.
  - (ix) Holdings owned directly no shares of Common Stock. By reason of its position as general partner of MP, MHF, MHFII, and MLC under the provisions of Rule 13d-3 of the Securities and Exchange Commission ( Rule 13d-3 ), Holdings may be deemed to beneficially own the shares of Common Stock held by each, which constitutes approximately 5.82% of the shares outstanding.
  - (x) Mr. Maltese directly owned no shares of Common Stock. By reason of his position as President of Holdings and SOAM, Mr. Maltese may be deemed to beneficially own the shares owned by MP, MHF, MHFII, MO, MLC, MLCO, and SCP, which constitutes approximately 9.37% of the shares outstanding.
  - (xi) In the aggregate, the Reporting Persons beneficially own 1,100,000 shares of Common Stock, constituting approximately 9.37% of the shares outstanding.
  - (xii) S.O. Holdings directly owned no shares of Common Stock.
- (b) The Partnerships each have the power to dispose of and to vote the shares of Common Stock beneficially owned by it, which power may be exercised by its general partner, Holdings. Holdings is a party to a management agreement with SOAM

pursuant to which SOAM shares the power to dispose of and to vote the shares of Common Stock beneficially owned by Holdings. MO and MLCO have the power to dispose of and to vote the shares of Common Stock beneficially owned by each. MO and MLCO are each a party to a management agreement with SOAM pursuant to which SOAM shares the power to dispose of and to vote the shares of Common Stock beneficially owned by each. Mr. Maltese, as President and managing member of Holdings, Ventures, and SOAM, shares the power to dispose of and to vote the shares of Common Stock beneficially owned by the other Reporting Persons.

(c) During the sixty days prior November 25, 2009 the Reporting persons effected the following transactions in the Common Stock.

**Transactions by MP last 60 days**

Date	Transaction	Price	Shares
11/25/09	Purchase	8.0000	20,400

**Transactions by MHF last 60 days**

Date	Transaction	Price	Shares
11/25/09	Purchase	8.0000	63,500

**Transactions by MHFII last 60 days**

Date	Transaction	Price	Shares
11/25/09	Purchase	8.0000	319,300

**Transactions by MO last 60 days**

Date	Transaction	Price	Shares
11/25/09	Purchase	8.0000	115,200

**Transactions by MLC last 60 days**

Date	Transaction	Price	Shares
11/25/09	Purchase	8.0000	280,300

**Transactions by MLCO last 60 days**

Date	Transaction	Price	Shares
11/25/09	Purchase	8.0000	101,300

**Transactions by SCP last 60 days**

Date	Transaction	Price	Shares
11/25/09	Purchase	8.0000	200,000

(d) Not applicable.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

## Edgar Filing: CITIZENS & NORTHERN CORP - Form SC 13D

There are no contracts, arrangements, understandings or relationships among the persons named in Item 2 or between such persons and any other person with respect to any securities of the Issuer.

### **Item 7. Material to be Filed as Exhibits.**

Exhibit 1 Written Agreement relating to the filing of joint acquisition statements as required by Rule 13d-1(f)(1) of the Securities and Exchange Commission

Page 15 of 17

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 4, 2009

**MALTA PARTNERS, L.P.**

By: SOAM Holdings, LLC,

the sole general partner

By: /s/ TERRY MALTESE  
Terry Maltese

**President**

**MALTA HEDGE FUND, L.P.**

By: SOAM Holdings, LLC,

the sole general partner

By: /s/ TERRY MALTESE  
Terry Maltese

**President**

**MALTA OFFSHORE, LTD**

By: Sandler O Neill Asset

Management LLC

By: /s/ TERRY MALTESE  
Terry Maltese

**President**

**MALTA HEDGE FUND II, L.P.**

By: SOAM Holdings, LLC,

the sole general partner

By: /s/ TERRY MALTESE  
Terry Maltese

**President**

**SOAM CAPITAL PARTNERS, L.P.**

By: SOAM Venture Holdings

By: /s/ TERRY MALTESE  
Terry Maltese

**Managing Member**

**Sandler O Neill Asset Management LLC**

By: /s/ TERRY MALTESE  
Terry Maltese

**President**

**SOAM Holdings, LLC**

By: /s/ TERRY MALTESE  
Terry Maltese

**President**

**Terry Maltese**

By: /s/ TERRY MALTESE  
Terry Maltese

**Malta MLC Fund, LP**

By: SOAM Holdings, LLC,

the sole general partner

By: /s/ TERRY MALTESE  
Terry Maltese

**Malta MLC Offshore Fund, LTD**

By: /s/ TERRY MALTESE

**Terry Maltese**

**Director**

**Managing Member**

JOINT ACQUISITION STATEMENT PURSUANT TO RULE 13d-1(f)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that it knows or has reason to believe that such information is inaccurate.

Dated: December 4, 2009

**MALTA PARTNERS, L.P.**

By: SOAM Holdings, LLC,  
the sole general partner

By: /s/ TERRY MALTESE  
Terry Maltese  
President

**MALTA HEDGE FUND, L.P.**

By: SOAM Holdings, LLC,  
the sole general partner

By: /s/ TERRY MALTESE  
Terry Maltese  
President

**MALTA OFFSHORE, LTD**

By: Sandler O Neill Asset  
Management LLC

By: /s/ TERRY MALTESE  
Terry Maltese  
President

**MALTA HEDGE FUND II, L.P.**

By: SOAM Holdings, LLC,  
the sole general partner

By: /s/ TERRY MALTESE  
Terry Maltese  
President

**SOAM CAPITAL PARTNERS, L.P.**

By: SOAM Venture Holdings

By: /s/ TERRY MALTESE  
Terry Maltese  
Managing Member

**Sandler O Neill Asset Management LLC**

By: /s/ TERRY MALTESE  
Terry Maltese  
President

**SOAM Holdings, LLC**

By: /s/ TERRY MALTESE  
Terry Maltese  
President

**Terry Maltese**

By: /s/ TERRY MALTESE  
Terry Maltese

**Malta MLC Fund, LP**

By: SOAM Holdings, LLC,

**Malta MLC Offshore Fund, LTD**

By: /s/ TERRY MALTESE

Edgar Filing: CITIZENS & NORTHERN CORP - Form SC 13D

the sole general partner

**Terry Maltese**

**Director**

By:                    /s/ TERRY MALTESE  
                             **Terry Maltese**  
  
                             **Managing Member**

Page 17 of 17