

Item 2.02 Results of Operation and Financial Condition.

On July 21, 2016, Penns Woods Bancorp, Inc. (the "Company") distributed a press release announcing its earnings for the period ended June 30, 2016. The press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

99.1 Press release, dated July 21, 2016, of Penns Woods Bancorp, Inc. announcing earnings for the period ended June 30, 2016.

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.

PENNS WOODS
BANCORP, INC.

Dated: July 21, 2016

By: /s/ Brian L. Knepp
Brian L. Knepp
Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
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