
Section 1: 8-K (8-K)

**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): August 16, 2018

CODORUS VALLEY BANCORP, INC.

(Exact name of registrant as specified in its charter)

PENNSYLVANIA

(State or other jurisdiction of incorporation)

0-15536

(Commission file number)

23-2428543

(IRS employer ID)

105 Leader Heights Road

PO Box 2887

York, Pennsylvania

(Address of principal executive office)

17405-2887

(Zip Code)

Registrant's telephone number, including area code – 717-747-1519

N/A

(Former name, address and fiscal year, 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 checkmark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2)

Emerging growth company

If an emerging growth company, indicate by checkmark 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At its regularly scheduled board meeting on August 14, 2018, the Board of Directors of Codorus Valley Bancorp, Inc. (the "Company") approved a grant of 1,609 shares of Company restricted stock to Craig L. Kauffman, the recently appointed Executive Vice President and Chief Operating Officer of the Company and President and Chief Executive Officer of PeoplesBank, a Codorus Valley Company, the Company's wholly-owned bank subsidiary, effective August 16, 2018. The restricted shares will vest ratably over a three (3) year period. A copy of the Restricted Stock Grant Agreement, dated August 16, 2018, is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>No.</u>	<u>Description</u>
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10.1	Restricted Stock Grant Agreement, dated August 16, 2018, between Codorus Valley Bancorp, Inc. and Craig L. Kauffman.
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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

CODORUS VALLEY BANCORP, INC.

Date: August 16, 2018

By: /s/ Larry J. Miller
Larry J. Miller
Chairman, President and
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
10.1	Restricted Stock Grant Agreement between Codorus Valley Bancorp, Inc. and Craig L. Kauffman.

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Section 2: EX-10.1 (RESTRICTED STOCK GRANT AGREEMENT BETWEEN CODORUS VALLEY BANCORP, INC. AND CRAIG L. KAUFFMAN)

Exhibit 10.1

**CODORUS VALLEY BANCORP, INC.
2007 LONG-TERM INCENTIVE PLAN**

RESTRICTED STOCK AGREEMENT

The Grantee identified below has been granted an Award under the Restricted Stock provisions of the 2007 Long-Term Incentive Plan of Codorus Valley Bancorp, Inc. (the "Plan"). The purpose of this Agreement is to communicate to the Grantee the specific terms of that Award, to serve as evidence of the Plan rights that have been awarded, and to obtain the Grantee's acknowledgment of the Award and agreement to be bound by the Plan's provisions. This Agreement is to be interpreted and applied in conjunction with the provisions of the Plan which is incorporated by reference herein.

I.	Name of Grantee:	Craig L. Kauffman
II.	Date of Grant:	August 16, 2018
III.	Total Number of Shares Covered by the Restricted Stock Award:	1609
IV.	Restriction Period Start and End Dates (the Restricted Stock shall vest as follows: 1/3 will vest August 16, 2019 1/3 will vest August 16, 2020 1/3 will vest August 16, 2021	Start: August 16, 2018 End: August 16, 2021
V.	Consequences of Termination of Employment During the Restriction Period:	As provided in the Plan

All dividends paid in respect of shares of Restricted Stock shall be reinvested in shares of the Company's common stock, which shall be similarly restricted.

The foregoing Award was duly made by the Board of Directors of Codorus Valley Bancorp, Inc. pursuant to the terms of the Plan, effective as of the date of grant indicated above.

CODORUS VALLEY BANCORP, INC.

By: /s/ Larry J. Miller
Title: Chairman of the Board of Directors

Grantee's Receipt and Acknowledgment

By signing below, the Grantee hereby acknowledges receipt of a copy of this Agreement and the Plan and agrees to be subject to the terms and conditions of this Agreement and the Plan.

Date: _____

/s/ Craig L. Kauffman
Name: Craig L. Kauffman
TIN: ###-##-####

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