

CNB FINANCIAL CORP/PA  
Form POS AM  
October 21, 2013

As filed with the Securities and Exchange Commission on October 21, 2013

Registration No. 333-189177

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-4**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**CNB Financial Corporation**

**(Exact name of registrant as specified in its charter)**

**Pennsylvania**  
**(State or other jurisdiction of**

**6022**  
**(Primary Standard Industrial**

**25-1450605**  
**(I.R.S. Employer**

**incorporation or organization)**

**Classification Code Number)  
CNB Financial Corporation**

**Identification Number)**

**1 South Second Street**

**PO Box 42**

**Clearfield, Pennsylvania 16830**

**(814) 765-9621**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Joseph B. Bower, Jr.**

**President and Chief Executive Officer**

**CNB Financial Corporation**

**1 South Second Street**

**PO Box 42**

**Clearfield, Pennsylvania 16830**

**(814) 765-9621**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*With copies to:*

**Richard A. Schaberg, Esq.**

**Gregory F. Parisi, Esq.**

**Hogan Lovells US LLP**

**555 Thirteenth Street, NW**

**Columbia Square**

**Washington, D.C. 20004**

**(202) 637-5910**

**Kimberly J. Schaefer, Esq.**

**Vorys, Sater, Seymour and Pease LLP**

**301 East Fourth Street, Suite 3500**

**Great American Tower**

**Cincinnati, Ohio 45202**

**(513) 723-4068**

Approximate date of commencement of proposed sale of the securities to the public: Not applicable.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)



**EXPLANATORY STATEMENT: DEREGISTRATION OF SECURITIES**

CNB Financial Corporation ( CNB ) filed a Registration Statement on Form S-4 (File No. 333-189177) with the Securities and Exchange Commission on June 7, 2013 (as subsequently amended, the Registration Statement ), which registered an aggregate of 2,339,497 shares of CNB s common stock, no par value per share, in connection with CNB s acquisition of FC Banc Corp,. CNB issued a total of 1,873,879 shares of its common stock pursuant to the Registration Statement in connection with the transaction.

Following the completion of the transaction, CNB terminated the offering of its shares of common stock registered on the Registration Statement. In accordance with the undertaking made by CNB in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities registered on the Registration Statement which remain unsold at the termination of the offering, CNB hereby deregisters 465,618 shares of CNB common stock which remain unsold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Clearfield, Pennsylvania, on October 21, 2013.

CNB FINANCIAL CORPORATION

By: /s/ Joseph B. Bower, Jr.  
Name: Joseph B. Bower, Jr.  
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on October 21, 2013.

<b>Name</b>	<b>Title</b>
/s/ Joseph B. Bower, Jr.	President and Chief Executive Officer
Joseph B. Bower, Jr.	
/s/ Brian W. Wingard	Treasurer and Principal Financial Officer
Brian W. Wingard	
*	Controller
Timothy Bracken	
*	Chairman of the Board of Directors
Dennis L. Merrey	
*	Director
William F. Falger	
*	Director
Richard L. Greslick, Jr.	
*	Director
R. Duane Hord	
*	Director

Robert W. Montler

\*

Director

Joel E. Peterson

Director

Deborah Dick Pontzer

\* Director

Jeffrey S. Powell

\* Director

Charles H. Reams

\* Director

James B. Ryan

\* Director

Nick Scott, Jr.

\* Director

Richard B. Seager

\* Director

Peter F. Smith

\* By: /s/ Joseph B. Bower, Jr.  
Joseph B. Bower, Jr.

Attorney-in-Fact