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## 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): December 21, 2016

## DNB Financial Corporation

(Exact name of registrant as specified in its charter)

Pennsylvania	1-34242	23-2222567
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

4 Brandywine Avenue, Downingtown, Pennsylvania	19335
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (610) 269-1040

Not Applicable

Former name or former address, 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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

At a special meeting on December 21, 2016 the Benefits and Compensation Committee (the "Committee") of the Board of Directors of DNB Financial Corporation (the "Registrant" or "Company") approved a Restricted Stock Award effective December 21, 2016, under the DNB Financial Corporation Incentive Equity and Deferred Compensation Plan, for the following members of the Registrant's Board of Directors:

<u>Name</u>	<u>Title</u>	<u>Restricted Shares Awarded</u>	<u>Cliff Vesting Term</u>
James H. Thornton	Chairman of the Board, Director	1,000	3 years
James R. Biery	Director	500	3 years
Thomas A. Fillippo	Director	500	3 years
Gerard F. Griesser	Director	500	3 years
Mildred C. Joyner	Director	500	3 years
James J. Koegel	Director	500	3 years
Mary D. Latoff	Director	500	3 years
John F. McGill	Director	500	3 years
Charles A. Murray	Director	500	3 years
Daniel O'Donnell	Director	500	3 years

Pursuant to the terms of the Restricted Stock Award Agreements between the Registrant and each grantee, grantee shall first be entitled to the Award Shares on a date (the "Vesting Date") that shall be the earlier of the third (3rd) anniversary of the Grant Date, the date of their death, their termination of service as a member of the Board of Directors on account of disability, the date on which a change in control as hereinafter defined of the Company occurs.

The award agreements further provide that, upon vesting and issuance of the plan shares, the grantee may elect to pay withholding taxes on the award in cash or by electing to apply some of the awarded shares at their fair market value, or both. The agreement is in the Company's standard form for restricted stock awards.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits. None

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**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.

DNB Financial Corporation

December 22, 2016

By: /s/ Gerald F. Sopp  
Name: *Gerald F. Sopp*  
Title: *Chief Financial Officer and  
Executive Vice President*

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Exhibit Index

**None**

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