

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):

January 24, 2018

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark 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 Principal Officers; Election of Directors; Appointment of Principal Officers

On January 24, 2018, the Board of Directors elected Peter R. Barsz as director of DNB Financial Corporation and its subsidiary, DNB First, National Association. Mr. Barsz will serve in the class of directors whose term expires in 2018.

Peter Barsz, CPA is a Partner with the Media, Pennsylvania based Certified Public Accounting firm of Barsz Gowie Amon Fultz.

There are no arrangements or understandings between Mr. Barsz and any other person or persons pursuant to which Mr. Barsz was elected as Director, and there is no family relationship between Mr. Barsz and any other director or executive officer of the Company or any person nominated or chosen by the Company to become a director or executive officer. There are no transactions between the Company and Mr. Barsz that are reportable pursuant to Item 404(a) of Regulation S-K. The Company did not enter into or materially amend any material plan, contract or arrangement with Mr. Barsz in connection with his election as Director. Mr. Barsz will be eligible to receive director fees and participate in any Company plans available to a director.

A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

Item 8.01 Other Events

The information provided above in response to Item 5.02 of this Current Report on Form 8-K is also responsive to Item 8.01 of this Current Report on Form 8-K and is hereby incorporated by reference into this Item 8.01.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits. The following exhibit is furnished herewith:

[99.1 Press Release, dated January 29, 2018 of DNB Financial Corporation](#)

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.

January 29, 2018

DNB Financial Corporation

By: /s/ Gerald F. Sopp

Name: Gerald F. Sopp

*Title: Chief Financial Officer and Executive
Vice President*

Exhibit No.	Description
99.1	Press Release, dated January 29, 2018 of DNB Financial Corporation

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Section 2: EX-99.1 (EX-99.1)

DNB Financial Corporation



For further information, please contact:
Gerald F. Sopp CFO/Executive Vice-President
484.359.3138
gsopp@dnbfirst.com

FOR IMMEDIATE RELEASE
(NasdaqCM: DNBF)

Peter Barsz Appointed to DNB Financial Corporation Board of Directors

Downingtown PA., January 29, 2018 (GLOBE NEWSWIRE) – DNB Financial Corporation (Nasdaq: DNBF) announced today that its Board of Directors has appointed Peter R. Barsz as a director of the company.

Mr. Barsz is a Partner in the accounting firm Barsz Gowie Amon & Fultz, LLC, which serves municipal entities, businesses, and individuals throughout Pennsylvania and the Greater Delaware Valley. He has extensive experience providing management and financial consulting services to governmental and non-profit entities, and serves as the appointed Treasurer or Finance Director for several townships in Chester and Delaware counties.

He is currently serving as Chairman of the Pennsylvania State Tax Equalization Board, an independent agency of the Commonwealth, tasked with obtaining information on real estate sales throughout the state. Mr. Barsz also received an appointment by the Pennsylvania Legislature and is currently serving as a public member on the Legislative Audit Advisory Committee for the 2017-18 Legislative Sessions of the General Assembly. He currently serves as Treasurer of the Foundation of the Delaware County Chamber of Commerce.

Peter Barsz is a Certified Public Accountant in the Commonwealth of Pennsylvania and the State of New Jersey, and is a member of the American Institute of Certified Public Accountants and the Pennsylvania Institute of Certified Public Accountants. He is a 1979 graduate of Villanova University with a Bachelor of Science, Accounting degree.

“We are extremely pleased to welcome Peter Barsz to our Board,” said James H. Thornton, Chairman of the Board. “Peter’s management perspective, financial knowledge and deep community engagement, which includes over a decade on the Bank’s Advisory Board, will be of tremendous value to the Board and our management team.”

About DNB Financial Corporation

DNB Financial Corporation is a bank holding company whose bank subsidiary, DNB First, National Association, is a community bank headquartered in Downingtown, Pennsylvania with 15 locations. DNB First, which was founded in 1860, provides a broad array of consumer and business banking products, and offers brokerage and insurance services through DNB Investments & Insurance, and investment management services through DNB Investment Management & Trust. DNB Financial Corporation's shares are traded on NASDAQ's Capital Market under the symbol: DNBF. We invite our customers and shareholders to visit our website at <https://www.dnbfirst.com>. DNB's Investor Relations site can be found at <http://investors.dnbfirst.com/>.

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