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# Section 1: 8-K (DNB FINANCIAL CORPORATION FORM 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):

May 23, 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.

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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

On May 23, 2018, as part of an internal restructuring, DNB Financial Corporation (the "Company") eliminated the position of Chief Banking Officer of the Company and of the Company's wholly-owned subsidiary, DNB First, N.A. (the "Bank"). Effective May 23, 2018, Mr. Vince Liuzzi, who held the position of Executive Vice President and Chief Banking Officer, is no longer with the Company or the Bank. As a result of the restructuring, Christopher P. McGill, Executive Vice President and Chief Commercial Lending Officer, will assume responsibility for Consumer and Mortgage Lending. The Bank's retail operations, including branch banking, will report directly to the CEO and President, William J. Hieb.

Mr. Liuzzi's employment termination did not arise or result from any disagreement with the Company or the Bank on any matters relating to the Company's or the Bank's operations, policies or practices.

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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.

May 23, 2018

DNB Financial Corporation

By: /s/ Gerald F. Sopp

*Name: Gerald F. Sopp*

*Title: Chief Financial Officer and Executive Vice  
President*

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