



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

DIVISION OF  
CORPORATION FINANCE

March 24, 2020

Lewis J. Critelli  
Chief Executive Officer  
Norwood Financial Corp.  
717 Main Street  
Honesdale, PA 18431

**Re: Norwood Financial Corp.**  
**Registration Statement on Form S-4**  
**Filed March 19, 2020**  
**File No. 333-237277**

Dear Mr. Critelli:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Tonya K. Aldave with any questions.

Sincerely,

Division of Corporation Finance  
Office of Finance

cc: John J. Spidi, Esq.