



DIVISION OF  
CORPORATION FINANCE

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

September 29, 2025

James O. Donnelly  
Chief Executive Officer  
Norwood Financial Corp.  
717 Main Street  
Honesdale, Pennsylvania 18431

**Re: Norwood Financial Corp.  
Registration Statement on Form S-4  
Filed September 19, 2025  
File No. 333-290392**

Dear James O. Donnelly:

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 Aisha Adegbuyi at 202-551-8754 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Finance

cc: John J. Spidi, Esq.