



Registrant's telephone number, including area code -717-747-1519

N/A

(Former name, address and fiscal year, 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 checkmark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2)

Emerging growth company

If an emerging growth company, indicate by checkmark 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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At its regularly scheduled board meeting on August 14, 2018, the Board of Directors of Codorus Valley Bancorp, Inc. (the "Company") approved a grant of 1,609 shares of Company restricted stock to Craig L. Kauffman, the recently appointed Executive Vice President and Chief Operating Officer of the Company and President and Chief Executive Officer of PeoplesBank, a Codorus Valley Company, the Company's wholly-owned bank subsidiary, effective August 16, 2018. The restricted shares will vest ratably over a three (3) year period. A copy of the Restricted Stock Grant Agreement, dated August 16, 2018, is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

<u>No.</u>	<u>Description</u>
10.1	Restricted Stock Grant Agreement, dated August 16, 2018, between Codorus Valley Bancorp, Inc. and Craig L. Kauffman.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

CODORUS VALLEY  
BANCORP, INC.

Date: August 16, 2018 By: /s/ Larry J. Miller  
Larry J. Miller  
Chairman, President and  
Chief Executive Officer  
(Principal Executive Officer)

**EXHIBIT INDEX**

Exhibit No. Description of Exhibit

10.1 Restricted Stock Grant Agreement between Codorus Valley Bancorp, Inc. and Craig L. Kauffman.

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