

FIRST KEYSTONE CORP
Form 8-K
August 28, 2018

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): August 28, 2018

First Keystone Corporation

(Exact name of Registrant as specified in its charter)

Pennsylvania 2-88927 23-2249083
(State or other (Commission (IRS Employer

jurisdiction of (File Number) Identification No.)

incorporation)

111 West Front Street, Berwick, Pennsylvania 18603
(Address of principal executive offices) (Zip Code)

(570) 752-3671

(Registrant's telephone number, including area code)

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 (*see* General Instruction A.2. below):

“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. “

CURRENT REPORT ON FORM 8-K

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On August 28, 2018, the board of directors of First Keystone Corporation (the “Corporation”) approved and adopted amendments to its Amended and Restated Articles of Incorporation adding new Article 11 and its Amended and Restated Bylaws amending and restating Article 25 in order to permit the Corporation’s securities to be represented by uncertificated shares. The amendments were effective upon filing of Articles of Amendment with the Pennsylvania Department of State which occurred on August 28, 2018.

The Amended and Restated Articles of Incorporation and Amended and Restated Bylaws reflecting the amendments are attached hereto as Exhibits 3.1 and 3.2 and are incorporated in this Item 5.03 by reference.

Item 9.01

Financial Statements and Exhibits

(d)Exhibits

Exhibit No. Description

3.1 Amended and Restated Articles of Incorporation

3.2 Amended and Restated Bylaws

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.

**FIRST KEYSTONE
CORPORATION**
(Registrant)

Dated: August 28, 2018 /s/ Elaine A. Woodland
Elaine A. Woodland
Interim President and CEO