

PEOPLES FINANCIAL SERVICES CORP.  
Form 8-A12B  
April 01, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Peoples Financial Services Corp.**

**(Exact name of registrant as specified in its charter)**

**Pennsylvania**  
**(State of incorporation or organization)**

**23-2391852**  
**(I.R.S. Employer Identification No.)**

**150 North Washington Avenue Scranton, PA**  
**(Address of principal executive offices)**

**18503**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common stock, \$2.00 par value</b>	<b>The Nasdaq Stock Market LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates: Not applicable.**

**Securities to be registered pursuant to Section 12(g) of the Act: None.**

**(Title of class)**

**(Title of class)**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the common stock, \$2.00 par value, of Peoples Financial Services Corp., a Pennsylvania corporation (the Registrant) is set forth under the heading Description of Peoples Common Stock contained in the Registrant's registration statement on Form S-4 (File No. 333-190587) as initially filed with the Securities and Exchange Commission (the Commission) on August 13, 2013, as amended (the Registration Statement), and in the prospectus included in the Registration Statement filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated by reference herein.

**Item 2. Exhibits.**

In accordance with the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Registrant are registered on The Nasdaq Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**PEOPLES FINANCIAL SERVICES CORP.**

Date: April 1, 2014

By: /s/ Scott A. Seasock

Name: Scott A. Seasock

Title: Executive Vice President and Chief Financial  
Officer

(Principal Financial Officer)