

CNB FINANCIAL CORP/PA  
Form 10-K  
March 04, 2016  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
**FORM 10 K**  
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015

Commission File Number 0-13396

**CNB FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

Pennsylvania  
(State or other jurisdiction of  
incorporation or organization)

25-1450605  
(I.R.S. Employer Identification No.)

1 South Second Street

P.O. Box 42

Clearfield, Pennsylvania 16830

(Address of principal executive office)

Registrant's telephone number, including area code (814) 765-9621

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

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
Common Stock, no par value per share	The NASDAQ Stock Market LLC (NASDAQ Global Select Market)

Securities registered pursuant to Section 12 (g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

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Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes  No

Aggregate market value of the common stock held by non-affiliates of the registrant as of June 30, 2015:

\$244,571,015

The number of shares outstanding of the registrant's common stock as of March 1, 2016:

14,458,430 shares

### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the proxy statement for the annual shareholders' meeting to be held on April 19, 2016 are incorporated by reference into Part III.

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**PART I.**

**ITEM 1. BUSINESS**

CNB Financial Corporation (the Corporation) is a financial holding company registered under the Bank Holding Company Act of 1956, as amended (the BHC Act). It was incorporated under the laws of the Commonwealth of Pennsylvania in 1983 for the purpose of engaging in the business of a financial holding company. On April 26, 1984, the Corporation acquired all of the outstanding capital stock of County National Bank, a national banking chartered institution. In December 2006, County National Bank changed its name to CNB Bank, referred to herein as the Bank, and became a state bank chartered in Pennsylvania and subject to regulation by the Pennsylvania Department of Banking and the Federal Deposit Insurance Corporation. In October 2013, the Corporation acquired FC Banc Corp. and its subsidiary, The Farmers Citizens Bank. As previously announced, on December 29, 2015 the Corporation and the Bank entered into a definitive merger agreement with Lake National Bank, a privately held financial institution headquartered in Mentor, Ohio, pursuant to which the Corporation will acquire Lake National Bank for \$22.50 per share in cash, or approximately \$24.75 million in the aggregate. The completion of this transaction is subject to customary closing conditions, including the receipt of certain regulatory approvals and the approval of Lake National Bank's shareholders.

In addition to the Bank, the Corporation has three other subsidiaries. CNB Securities Corporation is incorporated in Delaware and currently maintains investments in debt and equity securities. CNB Insurance Agency, incorporated in Pennsylvania, provides for the sale of nonproprietary annuities and other insurance products. Holiday Financial Services Corporation, incorporated in Pennsylvania, offers small balance unsecured loans and secured loans, primarily collateralized by automobiles and equipment, to borrowers with higher risk characteristics.

**CNB Bank**

CNB Bank (the Bank) was incorporated in 1934 and is chartered in the Commonwealth of Pennsylvania. ERIEBANK, a division of CNB Bank, began operations in 2005. In October 2013, the Corporation acquired FC Banc Corp. and its subsidiary, Farmers Citizens Bank. Farmers Citizens Bank served the central Ohio markets of Bucyrus, Cardington, Fredericktown, Mount Hope and Shiloh, as well as the markets of Worthington and Upper Arlington in the greater Columbus, Ohio area, with 8 branch locations. The Corporation is continuing to operate these 8 branch locations as FCBank, a division of CNB Bank, with local decision making and oversight. An additional FCBank full service branch location was opened in 2014 in Dublin, Ohio.

The Bank has 38 full service branch offices and two loan production offices located in various communities in its market area. CNB Bank's primary market area includes the Pennsylvania counties of Cambria, Cameron, Centre, Clearfield, Crawford, Elk, Indiana, Jefferson, and McKean. As ERIEBANK, a division of CNB Bank, the Bank operates in the Pennsylvania counties of Crawford, Erie, and Warren. As FCBank, a division of CNB Bank, the Bank operates in the Ohio counties of Crawford, Richland, Ashland, Wayne, Marion, Morrow, Knox, Holmes, Delaware, and Franklin.

The Bank is a full service bank engaging in a full range of banking activities and services for individual, business, governmental and institutional customers. These activities and services principally include checking, savings, and time deposit accounts; real estate, commercial, industrial, residential and consumer loans; and a variety of other specialized financial services. The Bank's Wealth & Asset Management Services division offers a full range of client services.

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### **Holiday Financial Services Corporation**

In 2005, the Corporation entered the consumer discount loan and finance business, which is conducted through a wholly owned subsidiary, Holiday Financial Services Corporation. Holiday currently has twelve offices within the Corporation's footprint. Management believes that it has made the necessary investments in experienced personnel and technology which has helped facilitate the growth of Holiday into a successful and profitable subsidiary.

### **Competition**

The financial services industry in the Corporation's service area continues to be extremely competitive, both among commercial banks and with other financial service providers such as consumer finance companies, thrifts, investment firms, mutual funds and credit unions. The increased competition has resulted from changes in the legal and regulatory guidelines as well as from economic conditions. Mortgage banking firms, leasing companies, financial affiliates of industrial companies, brokerage firms, retirement fund management firms, and even government agencies provide additional competition for loans and other financial services. Some of the financial service providers operating in the Corporation's market area operate on a large-scale regional or national basis and possess resources greater than those of the Corporation. The Corporation is generally competitive with all competing financial institutions in its service area with respect to interest rates paid on time and savings deposits, service charges on deposit accounts and interest rates charged on loans.

### **Supervision and Regulation**

The Corporation is a bank holding company and a financial holding company and the Bank is a Pennsylvania state-chartered bank that is not a member of the Federal Reserve System. Accordingly, the Corporation is subject to the oversight of the Board of Governors of the Federal Reserve System (Federal Reserve Board) and the Pennsylvania Department of Banking, and the Bank is subject to the oversight of the Pennsylvania Department of Banking and Federal Deposit Insurance Corporation ( FDIC ). The Corporation and Bank are also subject to various requirements and restrictions under federal and state law, such as requirements to maintain reserves against deposits, restrictions on the types, amounts and terms and conditions of loans that may be granted, and limitations on the types of investments that may be made and the types of services that may be offered. Various consumer financial protection laws and regulations also affect the operation of the Bank and, pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act ), the Bureau of Consumer Financial Protection ( CFPB ) is authorized to write rules on consumer financial products which could affect the operations of the Bank. In addition to the impact of regulation, commercial banks are affected significantly by the actions of the Federal Reserve Board, including actions taken with respect to interest rates, as the Federal Reserve Board attempts to control the money supply and credit availability in the U.S. in order to influence the economy.

The following summary sets forth certain of the material elements of the regulatory framework applicable to bank holding companies and their subsidiaries and provides certain specific information about us and our subsidiaries. It does not describe all of the provisions of the statutes, regulations and policies that are identified. To the extent that the following information describes statutory and regulatory provisions, it is qualified in its entirety by express reference to each of the particular statutory and regulatory provisions. A change in applicable statutes, regulations or regulatory policy may have a material effect on our business.

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*Bank Holding Company Regulation*

As a bank holding company that controls a Pennsylvania state-chartered bank, the Corporation is subject to regulation and examination by the Pennsylvania Department of Banking and the Federal Reserve Board. We are required to file with the Federal Reserve Board an annual report and such additional information as the Federal Reserve Board may require pursuant to the BHC Act, and applicable regulations. For instance, the BHC Act requires each bank holding company to obtain the approval of the Federal Reserve Board before it may acquire substantially all the assets of any bank, or before it may acquire ownership or control of any voting shares of any bank if, after such acquisition, it would own or control, directly or indirectly, more than five percent of any class of voting shares of such bank. Such a transaction may also require approval of the Pennsylvania Department of Banking.

Pursuant to provisions of the BHC Act and regulations promulgated by the Federal Reserve Board thereunder, the Corporation may only engage in, or own companies that engage in, activities deemed by the Federal Reserve Board to be permissible for bank holding companies or financial holding companies. Activities permissible for bank holding companies are those that are so closely related to the business of banking or managing or controlling banks as to be a proper incident thereto. Permissible activities for financial holding companies include those so closely related to banking as well as certain additional activities deemed financial in nature. The Corporation must obtain permission from or provide notice to the Federal Reserve Board prior to engaging in most new business activities.

Under Federal Reserve Board regulations, a bank holding company is required to serve as a source of financial and managerial strength to its subsidiary banks and may not conduct its operations in an unsafe or unsound manner. In addition, it is the Federal Reserve Board's policy that in serving as a source of strength to its subsidiary banks, a bank holding company should stand ready to use available resources to provide adequate capital funds to its subsidiary banks during periods of financial stress or adversity and should maintain the financial flexibility and capital-raising capacity to obtain additional resources for assisting its subsidiary banks. A bank holding company's failure to meet its obligations to serve as a source of strength to its subsidiary banks will generally be considered by the Federal Reserve Board to be an unsafe and unsound banking practice or a violation of the Federal Reserve Board regulations or both. This doctrine is commonly known as the source of strength doctrine.

In May 2013, the Securities and Exchange Commission and the Commodity Futures Trading Commission (together, the Commissions) jointly issued final rules and guidelines to require certain regulated entities to establish programs to address risks of identity theft. The rules and guidelines implement provisions of the Dodd-Frank Act. These provisions amend Section 615(e) of the Fair Credit Reporting Act and directed the Commissions to adopt rules requiring entities that are subject to the Commissions' jurisdiction to address identity theft in two ways. First, the rules require financial institutions and creditors to develop and implement a written identity theft prevention program that is designed to detect, prevent, and mitigate identity theft in connection with certain existing accounts or the opening of new accounts. The rules include guidelines to assist entities in the formulation and maintenance of programs that would satisfy the requirements of the rules. Second, the rules establish special requirements for any credit and debit card issuers that are subject to the Commissions' jurisdiction, to assess the validity of notifications of changes of address under certain circumstances.

On July 2, 2013, the Federal Reserve Board issued final rules, and on July 9, 2013, the FDIC issued interim final rules that revise existing regulatory capital requirements to incorporate certain revisions to

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the Basel capital framework, including Basel III, and to implement certain provisions of the Dodd-Frank Act. The final rules seek to strengthen the components of regulatory capital, increase risk-based capital requirements, and make selected changes to the calculation of risk-weighted assets.

The final rules, among other things:

revise minimum capital requirements and adjust prompt corrective action thresholds;

revise the components of regulatory capital, add a new minimum common equity Tier 1 capital ratio of 4.5% of risk-weighted assets, increase the minimum Tier 1 capital ratio requirement from 4% to 6%;

retain the existing risk-based capital treatment for 1-4 family residential mortgage exposures;

permit most banking organizations, including the Corporation, to retain, through a one-time permanent election, the existing capital treatment for accumulated other comprehensive income;

implement a new capital conservation buffer of common equity Tier 1 capital equal to 2.5% of risk-weighted assets, which will be in addition to the 4.5% common equity Tier 1 capital ratio and be phased in over a three year period beginning January 1, 2016 which buffer is generally required to make capital distributions and pay executive bonuses;

require a minimum leverage ratio of 4%;

require a total capital ratio of 8%;

increase capital requirements for past-due loans, high volatility commercial real estate exposures, and certain short-term loan commitments;

require the deduction of mortgage servicing assets and deferred tax assets that exceed 10% of common equity Tier 1 capital in each category and 15% of common equity Tier 1 capital in the aggregate; and

remove references to credit ratings consistent with Dodd-Frank and establish due diligence requirements for securitization exposures.

Under the interim and final rules, compliance is required beginning January 1, 2015, for most banking organizations including the Corporation, subject to a transition period for several aspects of the final rules, including the new minimum capital ratio requirements, the capital conservation buffer, and the regulatory capital adjustments and deductions. The Corporation adopted Basel III on January 1, 2015 and continues to exceed all estimated well-capitalized regulatory requirements on a fully phased-in basis.

### *Regulation of CNB Bank*

CNB Bank is a Pennsylvania-chartered bank and is subject to regulation, supervision and regular examination by the Pennsylvania Department of Banking and the FDIC. Federal and state banking laws and regulations govern, among other things, the scope of a bank's business, the investments a bank may make, the reserves against deposits a bank must maintain, the loans a bank makes and collateral it takes, the activities of

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a bank with respect to mergers and acquisitions, the establishment of branches, management practices, and numerous other aspects of banking operations.



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*Legislation*

The Dodd-Frank Act, enacted into law on July 21, 2010, includes numerous provisions designed to strengthen the financial industry, enhance consumer financial protection, expand disclosures and provide for transparency, and significantly changed the bank regulatory structure and affected and will continue to affect the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies. The Dodd-Frank Act also created the CFPB, which is authorized to write rules on a number of consumer financial products, and the Financial Stability Oversight Council, which is empowered to determine which entities are systematically significant and require tougher regulations.

It is difficult to predict at this time what specific impact certain provisions of the Dodd-Frank Act and the implementing rules and regulations, many which have yet to be written, will have on the Corporation, including regulations promulgated by the CFPB. The legislation and any implementing rules that are ultimately issued could have adverse implications on the financial industry, the competitive environment, and the Corporation's ability to conduct business. The Corporation is applying resources to ensure that it is in compliance with all applicable provisions of the Dodd-Frank Act and any implementing rules, which may increase its costs of operations and adversely impact its earnings.

*Dividend Restrictions*

The Corporation is a legal entity separate and distinct from the Bank. Declaration and payment of cash dividends depends upon cash dividend payments to the Corporation by the Bank, which is our primary source of revenue and cash flow. Accordingly, the right of the Corporation, and consequently the right of our creditors and shareholders, to participate in any distribution of the assets or earnings of any subsidiary is necessarily subject to the prior claims of creditors of the subsidiary, except to the extent that claims of the Corporation in its capacity as a creditor may be recognized.

As a Pennsylvania state-chartered bank, the Bank is subject to regulatory restrictions on the payment and amounts of dividends under the Pennsylvania Banking Code. Further, the ability of banking subsidiaries to pay dividends is also subject to their profitability, financial condition, capital expenditures and other cash flow requirements.

The payment of dividends by the Bank and the Corporation may also be affected by other factors, such as the requirement to maintain adequate capital above regulatory requirements. The federal banking agencies have indicated that paying dividends that deplete a depository institution's capital base to an inadequate level would be an unsafe and unsound banking practice. A depository institution may not pay any dividend if payment would cause it to become undercapitalized or if it already is undercapitalized. Moreover, the federal agencies have issued policy statements that provide that bank holding companies and insured banks should generally only pay dividends out of current operating earnings. Federal banking regulators have the authority to prohibit banks and bank holding companies from paying a dividend if the regulators deem such payment to be an unsafe or unsound practice.

*Capital Adequacy and Operations*

Under applicable prompt corrective action (PCA) statutes and regulations, depository institutions are placed into one of five capital categories, ranging from well capitalized to critically undercapitalized. The FDIC, in the case of the Bank, is required to take certain, and is authorized to

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take other, supervisory action against a depository institution that falls below certain of these levels. The PCA statute and regulations provide for progressively more stringent supervisory measures as a depository institution's capital category declines. An institution that is not well capitalized is generally prohibited from accepting brokered deposits and offering interest rates on deposits higher than the prevailing rate in its market. An undercapitalized depository institution must submit an acceptable capital restoration plan to the appropriate federal bank regulatory agency. One requisite element of such a plan is that the institution's parent holding company must guarantee compliance by the institution with the plan, subject to certain limitations.

At December 31, 2015, the Bank qualified as well capitalized under applicable regulatory capital standards.

### *Community Reinvestment Act*

Under the Community Reinvestment Act of 1977 (CRA), the FDIC is required to assess the record of all financial institutions regulated by it to determine if these institutions are meeting the credit needs of the community (including low and moderate income neighborhoods) which they serve. CRA performance evaluations are based on a four-tiered rating system: Outstanding, Satisfactory, Needs to Improve and Substantial Noncompliance. CRA performance evaluations are considered in evaluating applications for such things as mergers, acquisitions and applications to open branches. The Bank received a CRA rating of Satisfactory at its most current CRA exam.

### *Restrictions on Transactions with Affiliates and Insiders*

The Bank and Corporation also are subject to the restrictions of Sections 23A and 23B of the Federal Reserve Act, and their implementing Regulation W, issued by the Federal Reserve Board. Section 23A requires that loans or extensions of credit by the Bank to an affiliate, purchases of securities by the Bank issued by an affiliate, purchases of assets by the Bank from an affiliate (except as may be exempted by order or regulation), the acceptance by the Bank of securities issued by an affiliate as collateral and the issuance by the Bank of a guarantee, acceptance by the Bank of letters of credit on behalf of an affiliate (collectively, Covered Transactions) be on terms and conditions consistent with safe and sound banking practices. Section 23A also imposes quantitative restrictions on the amount of and collateralization requirements on such transactions. Section 23B requires that all Covered Transactions and certain other transactions, including the sale of securities or other assets by the Bank to an affiliate and the payment of money or the furnishing of services by the Bank to an affiliate, be on terms comparable to those prevailing for similar transactions with non-affiliates.

The Bank is also subject to Sections 22(g) and 22(h) of the Federal Reserve Act, and their implementing Regulation O issued by the Federal Reserve Board. These provisions impose limitations on loans and extensions of credit by the Bank to its executive officers, directors and principal shareholders and their related interests as well as to the Corporation and any subsidiary of the Corporation. The limitations restrict the terms and aggregate amount of such transactions. Regulation O also imposes certain recordkeeping and reporting requirements.

### *Deposit Insurance and Premiums*

The deposits of the Bank are insured up to applicable limits per insured depositor by the FDIC. The Dodd-Frank Act has permanently increased the standard maximum deposit insurance amount to \$250,000 per depositor per insured depository institution, retroactive to January 1, 2008.

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The Dodd-Frank Act also broadens the base for FDIC insurance assessments. Assessments will now be based on the average consolidated total assets less tangible equity capital of a financial institution.

### *Other Federal Laws and Regulations*

State usury and other credit laws limit the amount of interest and various other charges collected or contracted by a bank on loans. The Bank is also subject to lending limits on loans to one borrower and regulatory guidance on concentrations of credit. The Bank's loans and other products and services are also subject to numerous federal and state consumer financial protection laws, including, but not limited to, the following:

Truth-In-Lending Act, which governs disclosures of credit terms to consumer borrowers;

Truth-in-Savings Act, which governs disclosures of the terms of deposit accounts to consumers;

Home Mortgage Disclosure Act, requiring financial institutions to provide information to regulators to enable determinations as to whether financial institutions are fulfilling their obligations to meet the home lending needs of the communities they serve and not discriminating in their lending practices;

Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, sex or other prohibited factors in extending credit;

Real Estate Settlement Procedures Act, which imposes requirements relating to real estate settlements, including requiring lenders to disclose certain information regarding the nature and cost of real estate settlement services;

Fair Credit Reporting Act, covering numerous areas relating to certain types of consumer information and identity theft;

Privacy provisions of the Gramm-Leach-Bliley Act and related regulations, which require that financial institutions provide privacy policies to consumers, to allow customers to opt out of certain sharing of their nonpublic personal information, and to safeguard sensitive and confidential customer information.

Electronic Fund Transfer Act, which is a consumer protection law regarding electronic fund transfers;

The Bank Secrecy Act and USA Patriot Act, which require financial institutions to take certain actions to help prevent, detect and prosecute money laundering and the financing of terrorism; and

Numerous other federal and state laws and regulations, including those related to consumer protection and bank operations.

### *Sarbanes-Oxley Act of 2002*

The Sarbanes-Oxley Act of 2002 was enacted on July 30, 2002 and represented a comprehensive revision of laws affecting corporate governance, accounting obligations and corporate reporting. The Sarbanes-Oxley Act is applicable to all companies with equity securities registered or that file reports under the Securities Exchange Act of 1934, as amended, including publicly-held financial holding companies such as the Corporation. In particular, the Sarbanes-Oxley Act establishes: (i) requirements for audit committees, including independence, expertise, and responsibilities; (ii) additional



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responsibilities regarding financial statements for the Chief Executive Officer and Chief Financial Officer of the reporting company; (iii) standards for auditors and regulation of audits; (iv) increased disclosure and reporting obligations for the reporting company and its directors and executive officers; and (v) new and increased civil and criminal penalties for violations of the securities laws.

### *Governmental Policies*

Our earnings are significantly affected by the monetary and fiscal policies of governmental authorities, including the Federal Reserve Board. Among the instruments of monetary policy used by the Federal Reserve Board to implement these objectives are open-market operations in U.S. Government securities and federal funds, changes in the discount rate on member bank borrowings and changes in reserve requirements against member bank deposits. These instruments of monetary policy are used in varying combinations to influence the overall level of bank loans, investments and deposits, and the interest rates charged on loans and paid for deposits. The Federal Reserve Board frequently uses these instruments of monetary policy, especially its open-market operations and the discount rate, to influence the level of interest rates and to affect the strength of the economy, the level of inflation or the price of the dollar in foreign exchange markets. The monetary policies of the Federal Reserve Board have had a significant effect on the operating results of banking institutions in the past and are expected to continue to do so in the future. It is not possible to predict the nature of future changes in monetary and fiscal policies, or the effect which they may have on our business and earnings.

### *Other Legislative Initiatives*

Proposals may be introduced in the United States Congress, in the Pennsylvania Legislature, and/or by various bank regulatory authorities that could alter the powers of, and restrictions on, different types of banking organizations and which could restructure part or all of the existing regulatory framework for banks, bank and financial holding companies and other providers of financial services. Moreover, other bills may be introduced in Congress which would further regulate, deregulate or restructure the financial services industry, including proposals to substantially reform the regulatory framework. It is not possible to predict whether any such proposals will be enacted into law or, even if enacted, the effect which they may have on our business and earnings.

## **Employees**

As of December 31, 2015, the Corporation had a total of 454 employees of which 402 were full time and 52 were part time.

**Table of Contents****Executive Officers**

The Corporation's named executive officers, their ages, and their principal occupations are as follows:

Name	Age	Principal Occupation
Joseph B. Bower, Jr.	52	President and Chief Executive Officer, CNB Bank and CNB Financial Corporation, since January 1, 2010; and previously, Secretary, CNB Financial Corporation and Executive Vice President and Chief Operating Officer, CNB Bank.
Richard L. Greslick, Jr.	39	Senior Executive Vice President/Chief Operating Officer, CNB Bank since December 2012 and Secretary, CNB Financial Corporation, since July 2010; previously, Senior Vice President/Administration since July 2010; Vice President/Operations since 2007; and previously Controller, CNB Bank and CNB Financial Corporation.
Mark D. Breakey	57	Senior Executive Vice President and Chief Credit Officer, CNB Bank since 2003.
Joseph E. Dell, Jr.	59	Executive Vice President and Chief Commercial Banking Officer, CNB Bank since December 31, 2013; previously, Senior Vice President and Senior Commercial Lending Officer since February 2013; previously, Chief Lending Officer and Commercial Line of Business Manager for First Security Group, Inc. and FSG Bank, N.A. from 2011 to February 2013; and previously served in various executive level positions with First Commonwealth Bank, including Chief Lending Officer and Commercial Line of Business Leader since 2008.
Brian W. Wingard	41	Treasurer, Principal Financial Officer and Principal Accounting Officer, CNB Financial Corporation, since March 2012; Executive Vice President/Chief Financial Officer, CNB Bank, since March 2012; previously Controller, CNB Bank and CNB Financial Corporation, since 2007; and previously a Certified Public Accountant in public practice.

Officers are elected annually at the reorganization meeting of the Board of Directors. There are no arrangements or understandings between any officer and any other persons pursuant to which he was selected as an officer.

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**Available Information**

The Corporation makes available free of charge on its website ([www.cnbbank.bank](http://www.cnbbank.bank)) its Annual Report on Form 10-K, its quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as practicable after it electronically files such material with, or furnishes it to, the Securities and Exchange Commission, the SEC. Information on the Corporation's website is not incorporated by reference into this report.

Shareholders may obtain a copy of the Corporation's Annual Report on Form 10-K free of charge by writing to: CNB Financial Corporation, 1 South Second Street, PO Box 42, Clearfield, PA 16830, Attn: Shareholder Relations.

Interested persons may also read and copy materials the Corporation files with, or furnishes to, the SEC at the SEC's Public Reference Room at 100 F Street, NE Washington, DC 20549. Information concerning the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains an internet site that contains reports, proxy statements and other information about electronic filers such as the Corporation. The site is available at <http://www.sec.gov>.

**Statistical Disclosure**

The following tables set forth statistical information relating to the Corporation and its wholly owned subsidiaries. The tables should be read in conjunction with the consolidated financial statements of the Corporation.

**Table of Contents****Average Balances and Net Interest Margin****(Dollars in thousands)**

	December 31, 2015			December 31, 2014			December 31, 2013		
	Average Balance	Annual Rate	Interest Inc./Exp.	Average Balance	Annual Rate	Interest Inc./Exp.	Average Balance	Annual Rate	Interest Inc./Exp.
<b>Assets</b>									
Securities:									
Taxable (1)	\$ 485,792	2.29%	\$ 10,977	\$ 565,859	2.34%	\$ 13,257	\$ 607,224	2.25%	\$ 13,456
Tax-Exempt (1, 2)	133,789	4.32%	5,680	131,551	4.38%	5,590	129,858	4.52%	5,743
Equity Securities (1, 2)	14,108	5.84%	824	10,925	4.96%	542	3,262	8.49%	277
Total Securities	633,689	2.80%	17,481	708,335	2.75%	19,389	740,344	2.67%	19,476
<b>Loans</b>									
Commercial (2)	449,970	4.78%	21,507	420,737	5.39%	22,679	311,914	4.86%	15,151
Mortgage (2)	937,978	4.62%	43,341	827,520	4.87%	40,274	675,408	4.77%	32,215
Consumer	72,215	10.68%	7,714	68,488	10.52%	7,207	65,107	10.93%	7,119
Total Loans (3)	1,460,163	4.97%	72,562	1,316,745	5.33%	70,160	1,052,429	5.18%	54,485
Total earning assets	2,093,852	4.32%	\$ 90,043	2,025,080	4.43%	\$ 89,549	1,792,773	4.15%	\$ 73,961
<b>Non Interest Earning Assets</b>									
Cash & Due From Banks	26,787			28,701			26,710		
Premises & Equipment	37,683			33,177			26,475		
Other Assets	91,046			91,452			64,399		
Allowance for Loan Losses	(17,487)			(17,334)			(15,496)		
Total Non Interest Earning Assets	138,029			135,996			102,088		
<b>Total Assets</b>	<b>\$ 2,231,881</b>			<b>\$ 2,161,076</b>			<b>\$ 1,894,861</b>		
<b>Liabilities and Shareholders Equity</b>									
<b>Interest-Bearing Deposits</b>									
Demand interest-bearing	\$ 451,784	0.35%	\$ 1,602	\$ 451,873	0.36%	\$ 1,616	\$ 388,237	0.38%	\$ 1,468
Savings	942,916	0.50%	4,734	958,574	0.48%	4,587	819,774	0.47%	3,885
Time	196,661	1.10%	2,162	203,885	1.03%	2,097	219,791	1.20%	2,642
Total interest-bearing deposits	1,591,361	0.53%	8,498	1,614,332	0.51%	8,300	1,427,802	0.56%	7,995
Short-term borrowings	62,136	0.26%	161	20,316	0.20%	41	21,602	0.27%	58
Long-term borrowings	77,874	3.93%	3,061	75,668	4.23%	3,200	75,018	4.52%	3,389
Subordinated Debentures	20,620	3.64%	751	20,620	3.62%	746	20,620	3.73%	770
Total interest-bearing liabilities	1,751,991	0.71%	\$ 12,471	1,730,936	0.71%	\$ 12,287	1,545,042	0.79%	\$ 12,212
Demand non-interest-bearing	257,842			229,144			186,180		
Other liabilities	24,361			20,220			17,076		
Total Liabilities	2,034,194			1,980,300			1,748,298		
Shareholders Equity	197,687			180,776			146,563		
<b>Total Liabilities and Shareholders Equity</b>	<b>\$ 2,231,881</b>			<b>\$ 2,161,076</b>			<b>\$ 1,894,861</b>		



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Interest Income/Earning Assets	4.32%	\$ 90,043	4.43%	\$ 89,549	4.15%	\$ 73,961
Interest Expense/Interest Bearing Liabilities	0.71%	12,471	0.71%	12,287	0.79%	12,212
<b>Net Interest Spread</b>	<b>3.61%</b>	<b>\$ 77,572</b>	<b>3.72%</b>	<b>\$ 77,262</b>	<b>3.36%</b>	<b>\$ 61,749</b>
Interest Income/Earning Assets	4.32%	\$ 90,043	4.43%	\$ 89,549	4.15%	\$ 73,961
Interest Expense/Earning Assets	0.59%	12,471	0.61%	12,287	0.68%	12,212
<b>Net Interest Margin</b>	<b>3.73%</b>	<b>\$ 77,572</b>	<b>3.82%</b>	<b>\$ 77,262</b>	<b>3.47%</b>	<b>\$ 61,749</b>

1. Includes unamortized discounts and premiums. Average balance is computed using the amortized cost of securities. The average yield has been computed using the historical amortized cost average balance for available for sale securities.
2. Average yields and interest income are stated on a fully taxable equivalent basis using the Corporation's marginal federal income tax rate of 35%. Interest income has been increased by \$2,865, \$2,667, and \$2,544 for the years ended December 31, 2015, 2014, and 2013, respectively, as a result of the effect of tax-exempt interest and dividends earned by the Corporation.
3. Average outstanding includes the average balance outstanding of all non-accrual loans. Loans consist of the average of total loans less average unearned income. Included in loan interest income is loan fees of \$2,447, \$2,338, and \$1,732 for the years ended December 31, 2015, 2014, and 2013, respectively.

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Net Interest Income	For Twelve Months Ended December 31, 2015 over (under) 2014			For Twelve Months Ended December 31, 2014 over (under) 2013		
	Due to Change In (1)			Due to Change In (1)		
Rate-Volume Variance	Volume	Rate	Net	Volume	Rate	Net
(Dollars in thousands)						
<b>Assets</b>						
Securities:						
Taxable	\$ (2,061)	\$ (219)	\$ (2,280)	\$ (2,093)	\$ (2,280)	\$ (4,373)
Tax-Exempt (2)	165	(75)	90	23	90	113
Equity Securities (2)	158	124	282	282	282	564
Total Securities	(1,738)	(170)	(1,908)	(1,788)	(1,908)	(3,696)
<b>Loans</b>						
Commercial (2)	1,574	(2,746)	(1,172)	(1,171)	(1,172)	(2,343)
Mortgage (2)	5,406	(2,339)	3,067	3,041	3,067	6,108
Consumer	390	117	507	509	507	1,016
Total Loans	7,370	(4,968)	2,402	2,379	2,402	4,781
<b>Total Earning Assets</b>	\$ 5,632	\$ (5,138)	\$ 494	\$ 591	\$ 494	\$ 1,085
<b>Liabilities and Shareholders Equity</b>						
<b>Interest-Bearing Deposits</b>						
Demand Interest-Bearing	\$ 10	\$ (24)	\$ (14)	\$ (25)	\$ (14)	\$ (39)
Savings	(61)	208	147	133	147	280
Time	(71)	136	65	62	65	127
Total Interest-Bearing Deposits	(122)	320	198	170	198	368
Short-Term Borrowings	83	37	120	120	120	240
Long-Term Borrowings	94	(233)	(139)	(140)	(139)	(279)
Subordinated Debentures	-	4	4	5	4	9
<b>Total Interest-Bearing Liabilities</b>	\$ 55	\$ 126	\$ 184	\$ 155	\$ 182	\$ 338
<b>Change in Net Interest Income</b>	\$ 5,577	\$ (5,264)	\$ 310	\$ 436	\$ 312	\$ 747

1. The change in interest due to both volume and rate have been allocated entirely to volume changes.
2. Changes in interest income on tax-exempt securities and loans are presented on a fully taxable-equivalent basis, using the Corporation's marginal federal income tax rate of 35%.

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**Securities**

(Dollars In Thousands)

	December 31, 2015				December 31, 2014				December 31, 2013			
	Amortized	Unrealized		Market	Amortized	Unrealized		Market	Amortized	Unrealized		Market
	Cost	Gains	Losses	Value	Cost	Gains	Losses	Value	Cost	Gains	Losses	Value
<b>Securities Available for Sale</b>												
U.S. Government Sponsored Entities	\$141,300	\$1,579	\$(1,128)	\$141,751	\$155,482	\$2,301	\$(2,219)	\$155,564	\$185,205	\$2,894	\$(6,474)	\$181,625
State and Political Subdivisions	165,828	6,234	(243)	171,819	174,600	6,804	(402)	181,002	176,490	3,770	(2,317)	177,943
Residential and multi-family mortgage	160,316	1,060	(3,394)	157,982	265,678	2,291	(2,805)	265,164	248,017	2,410	(7,820)	242,607
Commercial mortgage	-	-	-	-	-	-	-	-	385	-	(11)	374
Corporate notes and bonds	19,794	165	(1,271)	18,688	20,791	139	(1,500)	19,430	15,744	65	(1,734)	14,075
Pooled trust preferred	800	2,613	-	3,413	800	105	-	905	800	-	(139)	661
Pooled SBA	51,556	760	(907)	51,409	63,139	1,074	(1,560)	62,653	70,077	688	(3,044)	67,721
Other securities	1,020	-	(39)	981	1,020	-	(18)	1,002	1,020	-	(35)	985
	\$540,614	\$12,411	\$(6,982)	\$546,043	\$681,510	\$12,714	\$(8,504)	\$685,720	\$697,738	\$9,827	\$(21,574)	\$685,991

**Maturity Distribution of Investment Securities**

(Dollars In Thousands)

December 31, 2015

	Maturity Distribution								Pooled SBA, Residential and Multi-Family Mortgage and Commercial Mortgage	
	Within One Year		After One But Within Five Years		After Five But Within Ten Years		After Ten Years			
	\$ Amt.	Yield (1)	\$ Amt.	Yield (1)	\$ Amt.	Yield (1)	\$ Amt.	Yield (1)	\$ Amt.	Yield (1)
<b>Securities Available for Sale (2)</b>										
U.S. Government Sponsored Entities	\$6,100	2.56%	\$95,564	1.70%	\$40,087	2.06%				
State and Political Subdivisions	13,692	4.47%	94,648	4.06%	46,223	4.54%	\$17,256	4.86%		
Corporate notes and bonds	1,600	0.58%	6,913	2.80%	2,029	1.82%	8,146	1.54%		
Pooled trust preferred							3,413	3.28%		
Pooled SBA									\$51,409	2.64%
Residential and multi-family mortgage									157,982	2.26%
<b>TOTAL</b>	\$21,392	3.63%	\$197,125	2.87%	\$88,339	3.35%	\$28,815	3.73%	\$209,391	2.35%

- (1) The weighted average yields are based on market value and effective yields weighted for the scheduled maturity with tax-exempt securities adjusted to a taxable-equivalent basis using a tax rate of 35%.
- (2) The portfolio contains no holdings of a single issuer that exceeds 10% of shareholders' equity other than the US Treasury and governmental sponsored entities.

**Table of Contents****LOAN PORTFOLIO**

(Dollars in thousands)

**A. TYPE OF LOAN**

	2015	2014	2013	2012	2011
Commercial, industrial and agricultural	\$ 475,364	\$ 428,458	\$ 427,715	\$ 257,091	\$ 253,324
Commercial mortgages	448,179	352,752	343,465	261,791	242,511
Residential real estate	574,225	502,317	459,114	347,904	298,628
Consumer	78,345	69,648	63,491	58,668	53,471
Credit cards	5,201	5,233	5,065	4,800	4,412
Overdrafts	1,040	1,188	409	971	423
Gross loans	1,582,354	1,359,596	1,299,259	931,225	852,769
Less: unearned income	4,556	4,307	3,896	3,401	2,886
Total loans net of unearned	\$ 1,577,798	\$ 1,355,289	\$ 1,295,363	\$ 927,824	\$ 849,883

**B. LOAN MATURITIES AND INTEREST SENSITIVITY**

	December 31, 2015			Total Gross Loans
	One Year or Less	One Through Five Years	Over Five Years	
<u>Commercial, industrial and agricultural</u>				
Loans With Fixed Interest Rate	\$ 80,206	\$ 74,473	\$ 56,360	\$ 211,039
Loans With Floating Interest Rate	84,802	82,515	97,008	264,325
	\$ 165,008	\$ 156,988	\$ 153,368	\$ 475,364

**C. RISK ELEMENTS**

	2015	2014	2013	2012	2011
Loans on non-accrual basis	\$ 12,159	\$ 9,190	\$ 11,573	\$ 14,445	\$ 16,567
Accruing loans which are contractually past due 90 days or more as to interest or principal payment	105	213	344	357	441
Performing troubled debt restructurings	9,304	14,771	8,006	9,961	7,688
	\$ 21,568	\$ 24,174	\$ 19,923	\$ 24,763	\$ 24,696

Interest income recorded on the non-accrual loans for the year ended December 31, 2015 was \$86. Additional interest income which would have been recorded on non-accrual loans had they been on accrual status was \$470 for the year ended December 31, 2015.

Loans are placed in non-accrual status when the interest or principal is 90 days past due, unless the loan is in collection, well secured and it is believed that there will be no loss of interest or principal.

At December 31, 2015, there were \$6,484 in special mention loans, \$42,091 in substandard loans, and \$649 in doubtful loans which are considered problem loans. These loans are not included in the table above. In the opinion of management, these loans are adequately secured and

losses are believed to be minimal.

**Table of Contents****SUMMARY OF LOAN LOSS EXPERIENCE**

(Dollars in Thousands)

Analysis of the Allowance for Loan Losses Years Ended December 31,	2015	2014	2013	2012	2011
Balance at beginning of Period	\$ 17,373	\$ 16,234	\$ 14,060	\$ 12,615	\$ 10,820
Charge-Offs:					
Commercial, industrial and agricultural	307	618	958	2,871	1,796
Commercial mortgages	486	50	1,931	401	175
Residential real estate	632	436	467	304	217
Consumer	1,956	1,744	1,919	1,279	907
Credit cards	116	78	97	78	39
Overdrafts	221	256	258	257	222
	3,718	3,182	5,630	5,190	3,356
Recoveries:					
Commercial, industrial and agricultural	267	1	7	45	9
Commercial mortgages	52	210	1,430	-	-
Residential real estate	8	41	5	1	13
Consumer	96	93	114	91	88
Credit cards	14	25	16	18	10
Overdrafts	85	111	94	99	94
	522	481	1,666	254	214
Net charge-offs	(3,196)	(2,701)	(3,964)	(4,936)	(3,142)
Provision for loan losses	2,560	3,840	6,138	6,381	4,937
Balance at end of period	\$ 16,737	\$ 17,373	\$ 16,234	\$ 14,060	\$ 12,615
Percentage of net charge-offs during the period to average loans outstanding	0.22%	0.21%	0.38%	0.55%	0.38%

The provision for loan losses reflects the amount deemed appropriate by management to establish an adequate reserve provide for probable incurred losses. Management's judgment is based on the evaluation of individual loans, the overall risk characteristics of various portfolio segments, past experience with losses, the impact of economic conditions on borrowers, and other relevant factors.

**Table of Contents****ALLOCATION OF THE ALLOWANCE FOR LOAN LOSSES**

(Dollars In Thousands)

	2015		2014		2013		2012		2011	
	Amount	% of Loans in each Category	Amount	% of Loans in each Category	Amount	% of Loans in each Category	Amount	% of Loans in each Category	Amount	% of Loans in each Category
Commercial, industrial, and agricultural	\$ 6,035	30.04%	\$ 7,114	31.51%	\$ 8,212	32.92%	\$ 4,940	27.61%	\$ 4,511	29.71%
Commercial mortgages	5,605	28.32%	5,310	25.95%	3,536	26.44%	4,697	28.11%	4,470	28.44%
Residential real estate	2,475	36.29%	2,479	36.95%	2,450	35.34%	2,466	37.36%	1,991	35.02%
Consumer	2,371	4.95%	2,205	5.12%	1,763	4.89%	1,699	6.30%	1,404	6.27%
Credit Cards	90	0.33%	71	0.38%	66	0.39%	83	0.51%	71	0.51%
Overdrafts	161	0.07%	194	0.09%	207	0.03%	175	0.10%	168	0.05%
<b>Total</b>	<b>\$ 16,737</b>	<b>100.00%</b>	<b>\$ 17,373</b>	<b>100.00%</b>	<b>\$ 16,234</b>	<b>100.00%</b>	<b>\$ 14,060</b>	<b>100.00%</b>	<b>\$ 12,615</b>	<b>100.00%</b>

In determining the allocation of the allowance for loan losses, the Corporation considers economic trends, historical patterns and specific credit reviews.

With regard to the credit reviews, a watchlist is evaluated on a monthly basis to determine potential commercial losses. Consumer loans and mortgage loans are allocated using historical loss experience.

**DEPOSITS**

(Dollars In Thousands)

	2015		Year Ended December 31, 2014		2013	
	Average Amount	Annual Rate	Average Amount	Annual Rate	Average Amount	Annual Rate
Demand Non Interest Bearing	\$ 257,842		\$ 229,144		\$ 186,180	
Demand Interest Bearing	451,784	0.35%	451,873	0.36%	388,237	0.38%
Savings Deposits	942,916	0.50%	958,574	0.48%	819,774	0.47%
Time Deposits	196,661	1.10%	203,885	1.03%	219,791	1.20%
<b>TOTAL</b>	<b>\$ 1,849,203</b>		<b>\$ 1,843,476</b>		<b>\$ 1,613,982</b>	

The maturity of certificates of deposits and other time deposits in denominations of \$100,000 or more as of December 31, 2015 is as follows:

Three months or less	\$ 7,728
Greater than three months and through twelve months	11,607
Greater than one year and through three years	47,208
Greater than three years	8,646

\$ 75,189

**RETURN ON EQUITY AND ASSETS**

	Year Ended December 31,		
	2015	2014	2013
Return on average assets	0.99%	1.07%	0.88%
Return on average equity	11.23%	12.76%	11.38%
Dividend payout ratio	42.86%	41.26%	51.40%
Average equity to average assets ratio	8.86%	8.37%	7.73%



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**ITEM 1A. RISK FACTORS**

The Corporation's financial condition and results of operations are subject to various risks inherent in its business. The material risks and uncertainties that management believes affect the Corporation are described below. If any of these risks actually occur, the Corporation's business, financial condition, liquidity, results of operations and prospects could be materially and adversely affected. You should consider all of the following risks together with all of the other information in this Annual Report on Form 10-K.

*The possibility of the economy's return to recessionary conditions and the possibility of further turmoil or volatility in the financial markets would likely have an adverse effect on the Corporation's business, financial position and results of operations.*

The Corporation continues to face risks resulting from the aftermath of the severe recession generally and the moderate pace of the current recovery. A slowing or failure of the economic recovery would likely aggravate the adverse effects of these difficult economic and market conditions on the Corporation and on others in the financial services industry. In particular, the Corporation may face the following risks in connection with the economic or market environment:

The Corporation's and the Bank's ability to borrow from other financial institutions or to access the debt or equity capital markets on favorable terms or at all could be adversely affected by further disruptions in the capital markets or other events, including actions by rating agencies and deteriorating investor expectations.

The Corporation faces increased regulation of the banking and financial services industry. Compliance with such regulation may increase its costs and limit its ability to pursue business opportunities.

Market developments may affect customer confidence levels and may cause increases in loan delinquencies and default rates, which management expects would adversely impact the Bank's charge-offs and provision for loan losses.

Market developments may adversely affect the Bank's securities portfolio by causing other-than-temporary-impairments, prompting write-downs and securities losses.

Competition in banking and financial services industry could intensify as a result of the consolidation of financial services companies in connection with current market conditions.

*The Bank's allowance for loan losses may not be adequate to cover loan losses which could have a material adverse effect on the Corporation's business, financial condition and results of operations.*

A significant source of risk for the Corporation arises from the possibility that losses will be sustained because borrowers, guarantors and related parties may fail to perform in accordance with the terms of their loan agreements. Most loans originated by the Bank are secured, but some loans are unsecured based upon management's evaluation of the creditworthiness of the borrowers. With respect to secured loans, the collateral securing the repayment of these loans principally includes a wide variety of real estate, and to a lesser extent personal property, either of which may be insufficient to cover the obligations owed under such loans.

Collateral values and the financial performance of borrowers may be adversely affected by changes in prevailing economic, environmental and other conditions, including declines in the value of real estate, changes in interest rates and debt service levels, changes in oil and gas prices, changes in monetary and fiscal policies of the federal government, widespread disease, terrorist activity, environmental

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contamination and other external events, which are beyond the control of the Bank. In addition, collateral appraisals that are out of date or that do not meet industry recognized standards might create the impression that a loan is adequately collateralized when in fact it is not. Although the Bank may acquire any real estate or other assets that secure defaulted loans through foreclosures or other similar remedies, the amounts owed under the defaulted loans may exceed the value of the assets acquired.

The allowance for loan losses is subject to a formal analysis by the credit administrator of CNB using a methodology whereby loan pools are segregated into special mention, substandard, doubtful and unclassified categories and the pools are evaluated based on historical loss factors. The Bank monitors delinquencies and losses on a monthly basis. The Bank has adopted underwriting and credit monitoring policies and procedures, including the review of borrower financial statements and collateral appraisals, which management believes are appropriate to mitigate the risk of loss by assessing the likelihood of borrower non-performance and the value of available collateral. The Bank also manages credit risk by diversifying its loan portfolio. An ongoing independent review, subsequent to management's review, of individual credits is performed by an independent loan review function, which reports to the Loan Committee of the Corporation's Board of Directors. However, such policies and procedures have limitations, including judgment errors in management's risk analysis, and may not prevent unexpected losses that could have a material adverse effect on the Corporation's business, financial condition and results of operations.

***Interest rate volatility could significantly reduce the Corporation's profitability.***

The Corporation's earnings largely depend on the relationship between the yield on its earning assets, primarily loans and investment securities, and the cost of funds, primarily deposits and borrowings. This relationship, commonly known as the net interest margin, is susceptible to significant fluctuation and is affected by economic and competitive factors that influence the yields and rates, and the volume and mix of the Bank's interest earning assets and interest bearing liabilities.

Interest rate risk can be defined as the sensitivity of net interest income and of the market value of financial instruments to the direction and frequency of changes in interest rates. Interest rate risk arises from the imbalance in the re-pricing, maturity and/or cash flow characteristics of assets and liabilities. The Corporation is subject to interest rate risk to the degree that its interest bearing liabilities re-price or mature more slowly or more rapidly or on a different basis than its interest earning assets. Changes in interest rates, including those due to federal monetary policy, will affect the levels of income and expense recorded on a large portion of the Bank's assets and liabilities, and fluctuations in interest rates will impact the market value of all interest sensitive assets. Significant fluctuations in interest rates could have a material adverse impact on the Corporation's business, financial condition, results of operations, or liquidity.

The Bank's interest rate risk measurement and management techniques incorporate the re-pricing and cash flow attributes of its balance sheet and off-balance sheet instruments as they relate to current and potential changes in interest rates. The level of interest rate risk, measured in terms of the potential future effect on earnings, is determined through the use of static gap analysis and earnings simulation modeling under multiple interest rate scenarios. Management's objectives are to measure, monitor and develop strategies in response to the interest rate risk profile inherent in the Bank's balance sheet in order to preserve the sensitivity of net interest income to actual or potential changes in interest rates. At December 31, 2015, the interest rate sensitivity position was asset sensitive in the short-term. For further information on risk relating to interest rates, refer to Part I, Item 7a, Quantitative and Qualitative Disclosures about Market Risk, herein.

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***The Bank's loans are principally concentrated in certain areas of Pennsylvania and Ohio, and adverse economic conditions in those markets could adversely affect the Corporation's business, financial condition and results of operations.***

The Corporation's success is dependent to a significant extent upon general economic conditions in the United States and, in particular, the local economies in northwest and central Pennsylvania and central Ohio, the primary markets served by the Bank. The Bank is particularly exposed to real estate and economic factors in these geographic areas, as most of its loan portfolio is concentrated among borrowers in these markets. Furthermore, because a substantial portion of the Bank's loan portfolio is secured by real estate in these areas, the value of the associated collateral is also subject to regional real estate market conditions.

The Bank is not immune to negative consequences arising from overall economic weakness and, in particular, a sharp downturn in the local real estate markets served by the Bank. While the Bank's loan portfolio has not shown significant signs of credit quality deterioration despite continued challenges in the U.S. economy, we cannot assure you that no deterioration will occur. An economic recession in the markets served by the Bank, and the nation as a whole, could negatively impact household and corporate incomes. This impact could lead to decreased loan demand and increase the number of borrowers who fail to pay the Bank interest or principal on their loans, and accordingly, could have a material adverse effect on the Corporation's business, financial condition, results of operations, or liquidity.

***The Corporation's investment securities portfolio is subject to credit risk, market risk, and liquidity risk, and declines in value in its investment securities portfolio may require it to record other than temporary impairment charges that could have a material adverse effect on its results of operations and financial condition.***

The Corporation's investment securities portfolio has risks beyond its control that can significantly influence the portfolio's fair value. These factors include, but are not limited to, rating agency downgrades of the securities, defaults of the issuers of the securities, lack of market pricing of the securities, and continued instability in the credit markets. Recent lack of market activity with respect to certain of the securities has, in certain circumstances, required the Corporation to base its fair market valuation on unobservable inputs. The Corporation has engaged valuation experts to price these certain securities using proprietary models, which incorporate assumptions that market participants would use in pricing the securities, including bid/ask spreads and liquidity and credit premiums. Any change in current accounting principles or interpretations of these principles could impact the Corporation's assessment of fair value and thus its determination of other-than-temporary impairment of the securities in its investment securities portfolio.

The Bank may be required to record other-than-temporary impairment charges on its investment securities if they suffer declines in value that are considered other-than-temporary. Numerous factors, including collateral deterioration underlying certain private label mortgage-backed securities, lack of liquidity for re-sales of certain investment securities, absence of reliable pricing information for certain investment securities, adverse changes in business climate, adverse actions by regulators, or unanticipated changes in the competitive environment could negatively effect the Bank's securities portfolio in future periods. An other-than-temporary impairment charge could have a material adverse effect on the Corporation's results of operations and financial condition.

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***The Corporation is subject to extensive government regulation and supervision, which may interfere with its ability to conduct its business and may negatively impact its financial results.***

The Corporation, primarily through the Bank and certain non-bank subsidiaries, is subject to extensive federal and state regulation and supervision. Banking regulations are primarily intended to protect depositors' funds, the Federal Deposit Insurance Fund and the safety and soundness of the banking system as a whole, not stockholders. These regulations affect the Corporation's lending practices, capital structure, investment practices, dividend policy and growth, among other things. Congress and federal regulatory agencies continually review banking laws, regulations and policies for possible changes. Changes to statutes, regulations or regulatory policies, including changes in interpretation or implementation of statutes, regulations or policies, could affect the Corporation in substantial and unpredictable ways. Such changes could subject it to additional costs, limit the types of financial services and products the Corporation may offer, and/or limit the pricing it may charge on certain banking services, among other things. Additionally, the Dodd-Frank Act has and will continue to change the current bank regulatory structure and affect the lending, investment, trading and operating activities of financial institutions and their holding companies. In addition to the self-implementing provisions of the statute, the Dodd-Frank Act calls for many administrative rulemakings by various federal agencies to implement various parts of the legislation, some of which have yet to be implemented. The Corporation cannot be certain when final rules affecting it will be issued through such rulemakings and what the specific content of such rules will be. The financial reform legislation and any implementing rules that are ultimately issued could have adverse implications on the financial industry, the competitive environment, and the Corporation's ability to conduct business. The Corporation will have to apply resources to ensure that it is in compliance with all applicable provisions of the Dodd-Frank Act and any implementing rules, which may increase its costs of operations and adversely impact its earnings. Additionally, revised capital adequacy guidelines and prompt corrective action rules applicable to it became effective January 1, 2015. Compliance with these rules will impose additional costs on the Corporation.

Failure to comply with laws, including the Bank Secrecy Act and USA Patriot Act, regulations or policies could result in sanctions by regulatory agencies, restrictions, civil money penalties and/or reputation damage, which could have a material adverse effect on the Corporation's business, financial condition and results of operations and/or cause the Corporation to lose its financial holding company status. While the Corporation has policies and procedures designed to prevent any such violations, there can be no assurance that such violations will not occur. See the section captioned "Supervision and Regulation" in Part I, Item 1 of this report for further information.

***The Corporation relies on its management and other key personnel, and the loss of any of them may adversely affect its operations.***

The Corporation is and will continue to be dependent upon the services of its executive management team. In addition, it will continue to depend on its ability to retain and recruit key client relationship managers. The unexpected loss of services of any key management personnel, or the inability to recruit and retain qualified personnel in the future, could have an adverse effect on its business and financial condition.

***Strong competition within the Corporation's markets and technological change may have a material adverse impact on its profitability.***

The Corporation competes with an ever-increasing array of financial service providers. As noted above, as a financial holding company and state-chartered financial institution, respectively, the

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Corporation and the Bank are subject to extensive regulation and supervision, including, in many cases, regulations that limit the type and scope of activities. The non-bank financial service providers that compete with the Corporation and the Bank may not be subject to such extensive regulation, supervision, and tax burden. Competition from nationwide banks, as well as local institutions, is strong in the Corporation's markets.

The financial services industry is undergoing rapid technological change and technological advances are likely to intensify competition. In addition to improving customer services, effective use of technology increases efficiency and enables financial institutions to reduce costs. Accordingly, the Corporation's future success will depend in part on its ability to address customer needs by using technology. The Corporation cannot assure you that it will be able to successfully take advantage of technological changes or advances or develop and market new technology driven products and services to its customers.

Many regional, national and international competitors have far greater assets and capitalization than the Corporation has and greater resources to invest in technology and access to capital markets and can consequently offer a broader array of financial services than it can. We cannot assure you that we will continue to be able to compete effectively with other financial institutions in the future. Furthermore, developments increasing the nature or level of competition could have a material adverse effect on the Corporation's business, financial condition, results of operations, or liquidity. For further information on competition, refer to Part I, Item 1, "Competition" herein.

***A failure in or breach of the Corporation's or any of its subsidiaries' operational or security systems or infrastructure, or those of third party vendors and other service providers, including as a result of cyber attacks, could disrupt the Corporation's or any of its subsidiaries' businesses, result in the disclosure or misuse of confidential or proprietary information, damage its reputation, increase its costs and cause losses.***

The Corporation, primarily through the Bank, depends on its ability to continuously process, record and monitor a large number of customer transactions and customer, public and regulatory expectations regarding operational and information security have increased over time. Accordingly, its and its subsidiaries' operational systems and infrastructure must continue to be safeguarded and monitored for potential failures, disruptions and breakdowns. Although the Corporation has business continuity plans and other safeguards in place, disruptions or failures in the physical infrastructure or operating systems that support its businesses and customers, or cyber attacks or security breaches of the networks, systems or devices on which customers' personal information is stored and that customers use to access the Corporation's and its subsidiaries' products and services could result in customer attrition, regulatory fines, penalties or intervention, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs, any of which could materially adversely affect the Corporation's results of operations or financial condition.

Although to date the Corporation has not experienced any material losses relating to cyber attacks or other information security breaches, there can be no assurance that it or its subsidiaries will not suffer such losses in the future. The Corporation's risk and exposure to these matters remains heightened because of, among other things, the evolving nature of these threats, our plans to continue to implement our Internet banking and mobile banking channel strategies and develop additional remote connectivity solutions to serve our customers when and how they want to be served. As a result, cybersecurity and the continued development and enhancement of the Corporation's controls,

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processes and practices designed to protect its and its subsidiaries systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority for the Corporation. As cyber threats continue to evolve, the Corporation may be required to expend significant additional resources to continue to modify or enhance its protective measures or to investigate and remediate any information security vulnerabilities.

***The Corporation may not be able to meet its cash flow needs on a timely basis at a reasonable cost, and the Corporation's cost of funds for banking operations may significantly increase as a result of general economic conditions, interest rates and competitive pressures.***

Liquidity is the ability to meet cash flow obligations as they come due and cash flow needs on a timely basis and at a reasonable cost. The liquidity of the Bank is used to make loans and to repay deposit and borrowing liabilities as they become due, or are demanded by customers and creditors. Many factors affect the Bank's ability to meet liquidity needs, including variations in the markets served by its network of offices, its mix of assets and liabilities, reputation and standing in the marketplace, and general economic conditions.

The Bank's primary source of funding is retail deposits, gathered throughout its network of banking offices. Periodically, the Corporation utilizes term borrowings from the Federal Home Loan Bank of Pittsburgh, or FHLB, of which the Bank is a member, and other lenders to meet funding obligations. The Bank's securities and loan portfolios provide a source of contingent liquidity that could be accessed in a reasonable time period through sales.

Significant changes in general economic conditions, market interest rates, competitive pressures or otherwise, could cause the Bank's deposits to decrease relative to overall banking operations, and it would have to rely more heavily on brokered funds and borrowings in the future, which are typically more expensive than deposits.

Management and the Board of Directors of CNB, through its Asset/Liability Committee, or the ALCO, monitor liquidity and the ALCO establishes and monitors acceptable liquidity ranges. The Bank actively manages its liquidity position through target ratios. Continual monitoring of these ratios, both historical and through forecasts under multiple rate scenarios, allows the Bank to employ strategies necessary to maintain adequate liquidity.

Changes in economic conditions, including consumer savings habits and availability of or access to capital, could potentially have a significant impact on the Bank's liquidity position, which in turn could materially impact the Corporation's financial condition, results of operations and cash flows.

***A substantial decline in the value of the Bank's FHLB common stock may adversely affect the Corporation's results of operations, liquidity and financial condition.***

As a requirement of membership in the FHLB of Pittsburgh, the Bank must own a minimum required amount of FHLB stock, calculated periodically based primarily on its level of borrowings from the FHLB. Borrowings from the FHLB represent the Bank's primary source of short-term and long-term wholesale funding.

In an extreme situation, it is possible that the capitalization of an FHLB, including the FHLB of Pittsburgh, could be substantially diminished or reduced to zero. Consequently, given that there is no trading market for the Bank's FHLB common stock, the Corporation's management believes that there is a risk that the Corporation's investment could be deemed impaired at some time in the future. If this occurs, it may adversely affect the Corporation's results of operations and financial condition.

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In addition, if the capitalization of the FHLB of Pittsburgh is substantially diminished, the Bank's liquidity may be adversely impaired if it is not able to obtain alternative sources of funding.

There are 12 banks of the FHLB, including Pittsburgh. The 12 FHLB banks are jointly liable for the consolidated obligations of the FHLB system. To the extent that one FHLB bank cannot meet its obligations to pay its share of the system's debt, other FHLB banks can be called upon to make the payment. The Corporation cannot assure you, however, that the FHLB system will be able to meet these obligations.

***The Bank could be held responsible for environmental liabilities relating to properties acquired through foreclosure, resulting in significant financial loss.***

In the event the Bank forecloses on a defaulted commercial or residential mortgage loan to recover its investment, it may be subject to environmental liabilities in connection with the underlying real property, which could significantly exceed the value of the real property. Although the Bank exercises due diligence to discover potential environmental liabilities prior to acquiring any property through foreclosure, hazardous substances or wastes, contaminants, pollutants, or their sources may be discovered on properties during its ownership or after a sale to a third party. The Corporation cannot assure you that the Bank would not incur full recourse liability for the entire cost of any removal and cleanup on an acquired property, that the cost of removal and cleanup would not exceed the value of the property, or that the Bank could recover any of the costs from any third party. Losses arising from environmental liabilities could have a material adverse impact on the Corporation's business, financial condition, results of operations, or liquidity.

***Federal and state governments could pass legislation responsive to current credit conditions which could cause the Corporation to experience higher credit losses.***

The Corporation could experience higher credit losses because of federal or state legislation or regulatory action that reduces the amount the Bank's borrowers are otherwise contractually required to pay under existing loan contracts. Also, the Corporation could experience higher credit losses because of federal or state legislation or regulatory action that limits the Bank's ability to foreclose on property or other collateral or makes foreclosure less economically feasible. The Corporation cannot assure you that future legislation will not significantly and adversely impact its ability to collect on its current loans or foreclose on collateral.

***The preparation of the Corporation's financial statements requires the use of estimates that could significantly vary from actual results, which could have a material adverse effect on the Corporation's business, financial condition, results of operations or liquidity.***

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make significant estimates that affect the financial statements. For example, one of these significant estimates is the allowance for loan losses. Due to the inherent nature of estimates, the Corporation cannot provide absolute assurance that it will not significantly increase the allowance for loan losses and/or sustain credit losses that are significantly higher than the provided allowance, which could have a material adverse effect on the Corporation's business, financial condition, results of operations or liquidity.

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***The Corporation's financial results may be subject to the impact of changes in accounting standards or interpretation in new or existing standards.***

From time to time the Financial Accounting Standards Board, or FASB, and the SEC change accounting regulations and reporting standards that govern the preparation of the Corporation's financial statements. In addition, the FASB, SEC, and bank regulators may revise their previous interpretations regarding existing accounting regulations and the application of these accounting standards. These revisions in their interpretations are out of the Corporation's control and may have a material impact on its financial statements.

***The unsoundness of other financial institutions with which the Corporation does business could adversely affect the Corporation's business, financial condition or results of operations.***

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial institutions are interrelated as a result of trading, clearing, counterparty, investment or other relationships. The Corporation routinely executes transactions with counterparties in the financial services industry such as commercial banks, brokers and dealers, investment banks and other institutional clients for a range of transactions including loan participations, derivatives and hedging transactions. In addition, the Corporation invests in securities or loans originated or issued by financial institutions or supported by the loans they originate. As a result, defaults by, or even rumors or questions about, one or more financial institutions, or the financial industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or other institutions. Many of these transactions expose the Corporation to credit or investment risk in the event of default by the Corporation's counterparty. In addition, the Corporation's credit risk may be exacerbated if the collateral it holds cannot be realized or is liquidated at prices not sufficient to recover the full amount of the loan or other exposure to the Corporation. The Corporation could incur losses to its securities portfolio as a result of these issues. These types of losses may have a material adverse effect on the Corporation's business, financial condition or results of operation.

***Some provisions contained in the Corporation's articles of incorporation and its bylaws and under Pennsylvania law could deter a takeover attempt or delay changes in control or management of the Corporation.***

Certain anti-takeover provisions of the Pennsylvania Business Corporation Law of 1988, as amended, apply to Pennsylvania registered corporations (e.g., publicly traded companies) including, but not limited to, those relating to (1) control share acquisitions, (2) disgorgement of profits by certain controlling persons, (3) business combination transactions with interested shareholders, and (4) the rights of shareholders to demand fair value for their stock following a control transaction. Pennsylvania law permits corporations to opt-out of these anti-takeover provisions, but the Corporation has not done so. Such provisions could have the effect of deterring takeovers or delaying changes in control or management of the Corporation. Additionally, such provisions could limit the price that some investors might be willing to pay in the future for shares of the Corporation's common stock.

For example, the Corporation's amended and restated articles of incorporation require the affirmative vote of 66% of the outstanding shares entitled to vote to effect a business combination. In addition, the Corporation's amended and restated articles of incorporation, subject to the limitations prescribed in such articles and subject to limitations prescribed by Pennsylvania law, authorize the Corporation's board of directors, from time to time by resolution and without further shareholder action, to provide



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for the issuance of shares of preferred stock, in one or more series, and to fix the designation, powers, preferences and other rights of the shares and to fix the qualifications, limitations and restrictions thereof. As a result of its broad discretion with respect to the creation and issuance of preferred stock without shareholder approval, the board of directors could adversely affect the voting power and other rights of the holders of common stock and, by issuing shares of preferred stock with certain voting, conversion and/or redemption rights, could discourage any attempt to obtain control of CNB.

The Corporation's bylaws, as amended and restated, provide for the division of the Corporation's board of directors into three classes of directors, with each serving staggered terms. In addition, any amendment to the Corporation's bylaws must be approved by the affirmative vote of a majority of the votes cast by all shareholders entitled to vote thereon and, if any shareholders are entitled to vote thereon as a class, upon receiving the affirmative vote of a majority of the votes cast by the shareholders entitled to vote as a class.

Any of the foregoing provisions may have the effect of deterring takeovers or delaying changes in control or management of the Corporation.

***The price of the Corporation's common stock may fluctuate significantly, and this may make it difficult for you to resell shares of common stock owned by you at times or at prices you find attractive.***

The price of the Corporation's common stock on the NASDAQ constantly changes. The Corporation expects that the market price of its common stock will continue to fluctuate, and the Corporation cannot give you any assurances regarding any trends in the market prices for its common stock.

The Corporation's stock price may fluctuate as a result of a variety of factors, many of which are beyond its control. These factors include the Corporation's:

- past and future dividend practice;
- financial condition, performance, creditworthiness and prospects;
- quarterly variations in the Corporation's operating results or the quality of the Corporation's assets;
- operating results that vary from the expectations of management, securities analysts and investors;
- changes in expectations as to the Corporation's future financial performance;
- announcements of innovations, new products, strategic developments, significant contracts, acquisitions and other material events by the Corporation or its competitors;
- the operating and securities price performance of other companies that investors believe are comparable to the Corporation;
- future sales of the Corporation's equity or equity-related securities;
- the credit, mortgage and housing markets, the markets for securities relating to mortgages or housing, and developments with respect to financial institutions generally; and
- instability in global financial markets and global economies and general market conditions, such as interest or foreign exchange rates, stock, commodity or real estate valuations or volatility, budget deficits or sovereign debt level concerns and other geopolitical, regulatory or judicial events.

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### ***The Corporation's ability to pay dividends is limited by law and regulations.***

The future declaration of dividends by the Corporation's Board of Directors will depend on a number of factors, including capital requirements, regulatory limitations, the Corporation's operating results and financial condition and general economic conditions. The Corporation's ability to pay dividends depends primarily on the receipt of dividends from the Bank. Dividend payments from the Bank are subject to legal and regulatory limitations, generally based on retained earnings, imposed by bank regulatory agencies. The ability of the Bank to pay dividends is also subject to financial condition, regulatory capital requirements, capital expenditures and other cash flow requirements. The Corporation cannot assure you that the Bank will be able to pay dividends to CNB in the future. The Corporation may decide to limit the payment of dividends to its stockholders even when the Corporation has the legal ability to pay them in order to retain earnings for use in the Corporation's business.

### ***The risks presented by acquisitions could adversely affect our financial condition and results of operations.***

Any acquisitions will be accompanied by the risks commonly encountered in acquisitions including, among other things: our ability to realize anticipated cost savings and avoid unanticipated costs relating to the merger, the difficulty of integrating operations and personnel, the potential disruption of our or the acquired company's ongoing business, the inability of our management to maximize our financial and strategic position, the inability to maintain uniform standards, controls, procedures and policies, and the impairment of relationships with the acquired company's employees and customers as a result of changes in ownership and management. These risks may prevent the Corporation from fully realizing the anticipated benefits of an acquisition or cause the realization of such benefits to take longer than expected.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None

## **ITEM 2. PROPERTIES**

The headquarters of the Corporation and the Bank are located at 1 South Second Street, Clearfield, Pennsylvania, in a building owned by the Corporation. The Bank operates 38 full-service offices and 2 loan production offices. Of these 38 offices, 23 are owned and 15 are leased from independent owners. Holiday Financial Services Corporation has twelve full-service offices of which ten are leased from independent owners and two are leased from the Bank. There are no encumbrances on the offices owned and the rental expense on the leased property is immaterial in relation to operating expenses. The initial lease terms range from one to twenty years.

## **ITEM 3. LEGAL PROCEEDINGS**

There are no material pending legal proceedings to which the Corporation or any of its subsidiaries is a party, or of which any of their property is the subject, except ordinary routine proceedings which are incidental to the business.

## **ITEM 4. MINE SAFETY DISCLOSURES**

None

Table of Contents**PART II.****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****Quarterly Share Data; Holders**

Our common stock is traded on the Global Select Market of The NASDAQ Stock Market LLC under the symbol CCNE. The following tables set forth, for the periods indicated, the quarterly high and low sales price of the Corporation's common stock as reported by the NASDAQ Global Select Market and actual cash dividends paid per share. As of December 31, 2015, the approximate number of shareholders of record of the Corporation's common stock was 3,986.

**Price Range of Common Stock**

	2015		2014	
	High	Low	High	Low
First quarter	\$ 18.74	\$ 16.28	\$ 19.00	\$ 15.90
Second quarter	18.75	16.57	18.78	15.85
Third quarter	18.75	16.39	17.77	15.70
Fourth quarter	18.82	16.77	19.05	15.55

**Cash Dividends Paid**

	2015	2014
First quarter	\$ 0.165	\$ 0.165
Second quarter	0.165	0.165
Third quarter	0.165	0.165
Fourth quarter	0.165	0.165

See Note 18 to the consolidated financial statements in Item 8 and Supervision and Regulation Dividend Restrictions in Part I, Item 1 for a discussion of dividend restrictions.

**Issuer Purchases of Equity Securities**

The following table provides information with respect to any purchase of shares of the Corporation's common stock made by or on behalf of the Corporation for the quarter ended December 31, 2015.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or approximate dollar value) of Shares that May Yet Be Purchased Under the Plans or Programs

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October 1	31, 2015	-	-	-	449,730(1)
November 1	31, 2015	-	-	-	449,730(1)
December 1	31, 2015	-	-	-	449,730(1)

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(1) The Corporation's new stock repurchase program, which was announced on November 12, 2014, authorizes the repurchase of up to 500,000 shares of common stock. The program will remain in effect until fully utilized or until modified, suspended or terminated. As of December 31, 2015, there were 449,730 shares remaining in the program.

**Performance Graph**

Set forth below is a chart comparing the Corporation's cumulative return to stockholders against the cumulative return of the NASDAQ Composite Index and a Peer Group Index of banking organizations for the five-year period commencing December 31, 2010 and ending December 31, 2015.

<i>Index</i>	<i>Period Ending</i>					
	12/31/10	12/31/11	12/31/12	12/31/13	12/31/14	12/31/15
CNB Financial Corporation	100.00	111.71	120.90	145.63	147.24	149.03
NASDAQ Composite	100.00	99.21	116.82	163.75	188.03	201.40
SNL Bank NASDAQ	100.00	88.73	105.75	152.00	157.42	169.94

Source : SNL Financial LC, Charlottesville, VA

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(Dollars in thousands, except per share data)	Year ended December 31,				
	2015	2014	2013	2012	2011
<b>INTEREST AND DIVIDEND INCOME:</b>					
Loans including fees	\$ 71,814	\$ 69,512	\$ 53,927	\$ 49,760	\$ 48,324
Securities:					
Taxable	10,977	13,257	13,456	14,688	14,395
Tax-exempt	3,778	3,713	3,828	3,595	2,957
Dividends	609	400	205	86	36
<b>Total interest and dividend income</b>	<b>87,178</b>	<b>86,882</b>	<b>71,416</b>	<b>68,129</b>	<b>65,712</b>
<b>INTEREST EXPENSE:</b>					
Deposits	8,498	8,300	7,995	10,875	13,625
Borrowed funds	3,222	3,241	3,447	3,245	3,176
Subordinated debentures	751	746	770	800	778
<b>Total interest expense</b>	<b>12,471</b>	<b>12,287</b>	<b>12,212</b>	<b>14,920</b>	<b>17,579</b>
<b>NET INTEREST INCOME</b>	<b>74,707</b>	<b>74,595</b>	<b>59,204</b>	<b>53,209</b>	<b>48,133</b>
<b>PROVISION FOR LOAN LOSSES</b>	<b>2,560</b>	<b>3,840</b>	<b>6,138</b>	<b>6,381</b>	<b>4,937</b>
<b>Net interest income after provision for loan losses</b>	<b>72,147</b>	<b>70,755</b>	<b>53,066</b>	<b>46,828</b>	<b>43,196</b>
<b>NON-INTEREST INCOME</b>	<b>14,799</b>	<b>14,321</b>	<b>13,766</b>	<b>12,664</b>	<b>10,719</b>
<b>NON-INTEREST EXPENSES</b>	<b>56,457</b>	<b>52,688</b>	<b>43,813</b>	<b>35,945</b>	<b>33,282</b>
<b>INCOME BEFORE INCOME TAXES</b>	<b>30,489</b>	<b>32,388</b>	<b>23,019</b>	<b>23,547</b>	<b>20,633</b>
<b>INCOME TAX EXPENSE</b>	<b>8,292</b>	<b>9,314</b>	<b>6,340</b>	<b>6,411</b>	<b>5,529</b>
<b>NET INCOME</b>	<b>\$ 22,197</b>	<b>\$ 23,074</b>	<b>\$ 16,679</b>	<b>\$ 17,136</b>	<b>\$ 15,104</b>
<b>PER SHARE DATA:</b>					
Basic	\$ 1.54	\$ 1.60	\$ 1.29	\$ 1.38	\$ 1.23
Fully diluted	1.54	1.60	1.29	1.38	1.23
Dividends declared	0.66	0.66	0.66	0.66	0.66
Book value per share at year end	13.87	13.09	11.43	11.65	10.66
<b>AT END OF PERIOD:</b>					
Total assets	\$ 2,285,136	\$ 2,189,213	\$ 2,131,289	\$ 1,773,079	\$ 1,602,207
Securities	550,619	690,225	690,118	741,770	641,340
Loans, net of unearned discount	1,577,798	1,355,289	1,295,363	927,824	849,883
Allowance for loan losses	16,737	17,373	16,234	14,060	12,615
Deposits	1,815,053	1,847,079	1,835,314	1,485,003	1,353,851
FHLB and other borrowings	104,243	75,715	75,000	74,296	74,456
Subordinated debentures	20,620	20,620	20,620	20,620	20,620

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Shareholders' equity	201,913	188,548	164,911	145,364	131,889
<b>KEY RATIOS:</b>					
Return on average assets	0.99%	1.07%	0.88%	1.00%	1.00%
Return on average equity	11.23%	12.76%	11.38%	12.17%	12.36%
Loan to deposit ratio	86.93%	73.37%	70.58%	62.48%	62.78%
Dividend payout ratio	42.86%	41.26%	51.40%	47.93%	53.79%
Average equity to average assets ratio	8.86%	8.37%	7.73%	8.22%	8.09%

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**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis of the consolidated financial statements of CNB Financial Corporation (the Corporation) is presented to provide insight into management's assessment of financial results. The Corporation's subsidiary, CNB Bank (the Bank), provides financial services to individuals and businesses primarily within its primary market area of the Pennsylvania counties of Cambria, Cameron, Centre, Clearfield, Crawford, Elk, Indiana, Jefferson, and McKean. As ERIEBANK, a division of CNB Bank, the Bank operates in the Pennsylvania counties of Crawford, Erie, and Warren. As FCBank, a division of CNB Bank, the Bank operates in the Ohio counties of Crawford, Richland, Ashland, Wayne, Marion, Morrow, Knox, Holmes, Delaware, and Franklin. The Bank is subject to regulation, supervision and examination by the Pennsylvania State Department of Banking as well as the Federal Deposit Insurance Corporation.

CNB Securities Corporation is incorporated in Delaware and currently maintains investments in debt and equity securities. County Reinsurance Company is an Arizona Corporation and provides credit life and disability insurance for customers of CNB Bank. CNB Insurance Agency, incorporated in Pennsylvania, provides for the sale of nonproprietary annuities and other insurance products. Holiday Financial Services Corporation (Holiday), incorporated in Pennsylvania, offers small balance unsecured loans and secured loans, primarily collateralized by automobiles and equipment, to borrowers with higher risk characteristics.

The financial condition and results of operations of the Corporation and its consolidated subsidiaries are not necessarily indicative of future performance. Management's discussion and analysis should be read in conjunction with the audited consolidated financial statements and related notes.

Risk identification and management are essential elements for the successful management of the Corporation. In the normal course of business, the Corporation is subject to various types of risk, including interest rate, credit, and liquidity risk. These risks are controlled through policies and procedures established by the Corporation.

Interest rate risk is the sensitivity of net interest income and the market value of financial instruments to the direction and frequency of changes in interest rates. Interest rate risk results from various repricing frequencies and the maturity structure of the financial instruments owned by the Corporation. The Corporation uses its asset/liability management policy and systems to control, monitor and manage interest rate risk.

Credit risk represents the possibility that a customer may not perform in accordance with contractual terms. Credit risk results from loans to customers and the purchase of securities. The Corporation manages credit risk by following an established credit policy and using a disciplined evaluation of the adequacy of the allowance for loan losses. Also, the investment policy limits the amount of credit risk that may be taken in the securities portfolio.

Liquidity risk represents the inability to generate or otherwise obtain funds at reasonable rates to satisfy commitments to borrowers and obligations to depositors. The Corporation has established guidelines within its asset-liability management policy to manage liquidity risk. These guidelines include contingent funding alternatives.



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**Forward-Looking Statements**

The information below includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, with respect to the financial condition, liquidity, results of operations, future performance and our business. These forward-looking statements are intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are those that are not historical facts. Forward-looking statements include statements with respect to beliefs, plans, objectives, goals, expectations, anticipations, estimates and intentions that are subject to significant risks and uncertainties and are subject to change based on various factors (some of which are beyond our control). Forward-looking statements often include the words believes, expects, anticipates, estimates, forecasts, intends, plans, potentially, probably, projects, outlook or similar expressions or future conditional verbs such as may, will, should, would and could. Forward-looking statements include, but are not limited to, (i) changes in general business, industry or economic conditions or competition; (ii) changes in any applicable law, rule, regulation, policy, guideline or practice governing or affecting financial holding companies and their subsidiaries or with respect to tax or accounting principals or otherwise; (iii) adverse changes or conditions in capital and financial markets; (iv) changes in interest rates; (v) higher than expected costs or other difficulties related to integration of combined or merged businesses; (vi) the inability to realize expected cost savings or achieve other anticipated benefits in connection with business combinations and other acquisitions; (vii) changes in the quality or composition of our loan and investment portfolios; (viii) adequacy of loan loss reserves; (ix) increased competition; (x) loss of certain key officers; (xi) deposit attrition; (xii) rapidly changing technology; (xiii) unanticipated regulatory or judicial proceedings and liabilities and other costs; (xiv) changes in the cost of funds, demand for loan products or demand for financial services; and (xv) other economic, competitive, governmental or technological factors affecting our operations, markets, products, services and prices. Such developments could have an adverse impact on our financial position and our results of operations.

The forward-looking statements contained herein are based upon management's beliefs and assumptions. Any forward-looking statement made herein speaks only as of the date on which it is made. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

**Acquisitions**

On December 30, 2015, the Corporation announced the signing of a definitive merger agreement to acquire Lake National Bank of Mentor, Ohio for \$22.50 per share in cash, or approximately \$24.75 million in the aggregate. The transaction is expected to close in the third quarter of 2016, subject to customary closing conditions, including regulatory approvals and the approval of Lake National Bank shareholders. Following completion of the merger, Lake National Bank will operate as part of the ERIEBANK division of CNB Bank. As of December 31, 2015, Lake National Bank had total assets of \$153.0 million, total loans of \$122.3 million, and total deposits of \$134.8 million.

**Table of Contents****General Overview**

Management concentrates on return on average equity, earnings per share, asset quality, and other metrics to measure the performance of the Corporation. The interest rate environment will continue to play an important role in the future earnings of the Corporation. During the past several years, in order to address the historic lows on interest rates that are primarily tied to short-term rates, such as the Prime Rate, the Corporation has taken a variety of measures including instituting rate floors on our commercial lines of credit and home equity lines.

Non-interest costs are expected to increase with the growth of the Corporation; however, management's growth strategies are expected to also result in an increase in earning assets as well as enhanced non-interest income which is expected to more than offset increases in non-interest expenses in 2016 and beyond. While past results are not an indication of future earnings, management believes the Corporation is well-positioned to sustain core earnings during 2016.

The Dodd-Frank Act, enacted into law on July 21, 2010, includes numerous provisions designed to strengthen the financial industry, enhance consumer protection, expand disclosures and provide for transparency, and significantly changed the bank regulatory structure and affected and will continue to affect the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies.

The Dodd-Frank Act requires various federal agencies to adopt a broad range of new rules and regulations, and to prepare various studies and reports for Congress.

Because the Dodd-Frank Act has not been fully implemented, it is difficult to predict at this time what specific impact certain provisions of the Dodd-Frank Act and the implementing rules and regulations will have on the Corporation. The legislation and its implementing rules may have adverse implications on the financial industry, the competitive environment, and the Corporation's ability to conduct business. The Corporation is applying resources to ensure that it is in compliance with all applicable provisions of the Dodd-Frank Act and its many and varied implementing rules, which may increase its costs of operations and adversely impact its earnings.

**Financial Condition**

The following table presents ending balances, growth, and the percentage change of certain measures of our financial condition for specified years (dollars in millions):

	2015 Balance	\$ Change vs. prior year	% Change vs. prior year	2014 Balance	\$ Change vs. prior year	% Change vs. prior year	2013 Balance
Total assets	\$ 2,285.1	\$ 95.9	4.4%	\$ 2,189.2	\$ 57.9	2.7%	\$ 2,131.3
Total loans, net	1,561.1	223.2	16.7	1,337.9	58.8	4.6	1,279.1
Total securities	550.6	(139.6)	(20.2)	690.2	0.1	0.0	690.1
Total deposits	1,815.1	(32.0)	(1.7)	1,847.1	11.8	0.6	1,835.3
Total shareholders' equity	201.9	13.4	7.1	188.5	23.6	14.3	164.9

**Table of Contents****Cash and Cash Equivalents**

Cash and cash equivalents totaled \$27.3 million at December 31, 2015 compared to \$27.9 million at December 31, 2014. Cash and cash equivalents fluctuate based on the timing and amount of liquidity events that occur in the normal course of business.

We believe the liquidity needs of the Corporation are satisfied by the current balance of cash and cash equivalents, readily available access to traditional funding sources, Federal Home Loan Bank financing, and the portion of the securities and loan portfolios that matures within one year. These sources of funds will enable the Corporation to meet cash obligations and off-balance sheet commitments as they come due.

**Securities**

Securities available for sale and trading securities totaled \$550.6 million and \$690.2 million at December 31, 2015 and 2014, respectively. Note 4 to the consolidated financial statements provides more detail concerning the composition of the Corporation's securities portfolio, the process for evaluating securities for other-than-temporary impairment, and for valuation of structured pooled trust preferred securities.

The Corporation generally buys into the market over time and does not attempt to time its transactions. In doing this, the highs and lows of the market are averaged into the portfolio and the overall effect of different rate environments is minimized. The Corporation monitors the earnings performance and the effectiveness of the liquidity of the securities portfolio on a regular basis through meetings of the Asset/Liability Committee of the Corporation's Board of Directors (ALCO). The ALCO also reviews and manages interest rate risk for the Corporation. Through active balance sheet management and analysis of the securities portfolio, we maintain a sufficient level of liquidity to satisfy depositor requirements and various credit needs of our customers.

**Loans**

The Corporation's lending is focused in the west central and northwest Pennsylvania and central Ohio markets and consists principally of commercial and retail lending, which includes single family residential mortgages and other consumer loans.

As detailed in the table below, at December 31, 2015, the Corporation had \$1.6 billion in loans outstanding, net of unearned discount, an increase of \$222.5 million, or 16.4%, since December 31, 2014. The increase was primarily the result of increasing loan demand throughout 2015, resulting in new loans of all types.

(dollars in thousands)	2015	2014
Commercial, industrial, and agricultural	\$ 475,364	\$ 428,458
Commercial mortgages	448,179	352,752
Residential real estate	574,225	502,317
Consumer	78,345	69,648
Credit cards	5,201	5,233
Overdrafts	1,040	1,188
Less: unearned discount	(4,556)	(4,307)
Total loans, net of unearned discount	\$ 1,577,798	\$ 1,355,289

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CNB has not underwritten any hybrid loans, payment option loans, or low documentation/no documentation loans. Variable rate loans are generally underwritten at the fully indexed rate. Loan underwriting policies and procedures have not changed materially between any periods presented.

The Corporation expects lower loan growth in 2016 compared to 2015 as it maintains loan pricing and credit quality discipline in light of increasing competitive pressures.

**Loan Concentration**

The Corporation monitors loan concentrations by individual industries in order to track potential risk exposures resulting from industry related downturns. At December 31, 2015, no concentration existed within our commercial or real estate loan portfolio that exceeded 10% of the total loans.

**Loan Quality**

The Corporation has established written lending policies and procedures that require underwriting standards, loan documentation, and credit analysis standards to be met prior to funding a loan. Subsequent to the funding of a loan, ongoing review of credits is required. Credit reviews are performed annually on approximately 65% of the commercial loan portfolio by an outsourced loan review firm. In addition, classified assets, past due loans and nonaccrual loans are reviewed by the loan review partner semiannually and monthly by our credit administration staff.

The following table presents information concerning loan delinquency and other non-performing assets at December 31, 2015, 2014, and 2013 (dollars in thousands):

	2015	2014	2013
Non-accrual loans	\$ 12,159	\$ 9,190	\$ 11,573
Accrual loans greater than 89 days past due	105	213	344
<b>Total nonperforming loans</b>	<b>12,264</b>	<b>9,403</b>	<b>11,917</b>
Other real estate owned	654	806	986
<b>Total nonperforming assets</b>	<b>\$ 12,918</b>	<b>\$ 10,209</b>	<b>\$ 12,903</b>
Loans modified in a troubled debt restructuring (TDR):			
Performing TDR loans	\$ 9,304	\$ 14,771	\$ 8,006
Non-performing TDR loans *	5,637	3,887	4,130
<b>Total TDR loans</b>	<b>\$ 14,941</b>	<b>\$ 18,658</b>	<b>\$ 12,136</b>
Total loans, net of unearned income	\$ 1,577,798	\$ 1,355,289	\$ 1,295,363
Nonperforming loans as a percentage of loans, net	0.78%	0.69%	0.92%
Total assets	\$ 2,285,136	\$ 2,189,213	\$ 2,131,289
Nonperforming assets as a percentage of total assets	0.57%	0.47%	0.61%

\* - Nonperforming TDR loans are also included in the balance of non-accrual loans in the previous table.

Management continues to closely monitor nonperforming loans, and the Corporation's nonperforming loans to total loans ratio continues to be favorable compared to peer institutions. See the Allowance for Loan Losses section for further discussion of credit review procedures and changes in nonperforming loans.

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**Allowance for Loan Losses**