CODORUS '	VALLEY	BANCORP	INC
Form 8-K			
May 16 2016	6		

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) - May 10, 2016

CODORUS VALLEY BANCORP, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania0-1553623-2428543(State or other
jurisdiction of(Commission File (IRS Employer
Number)

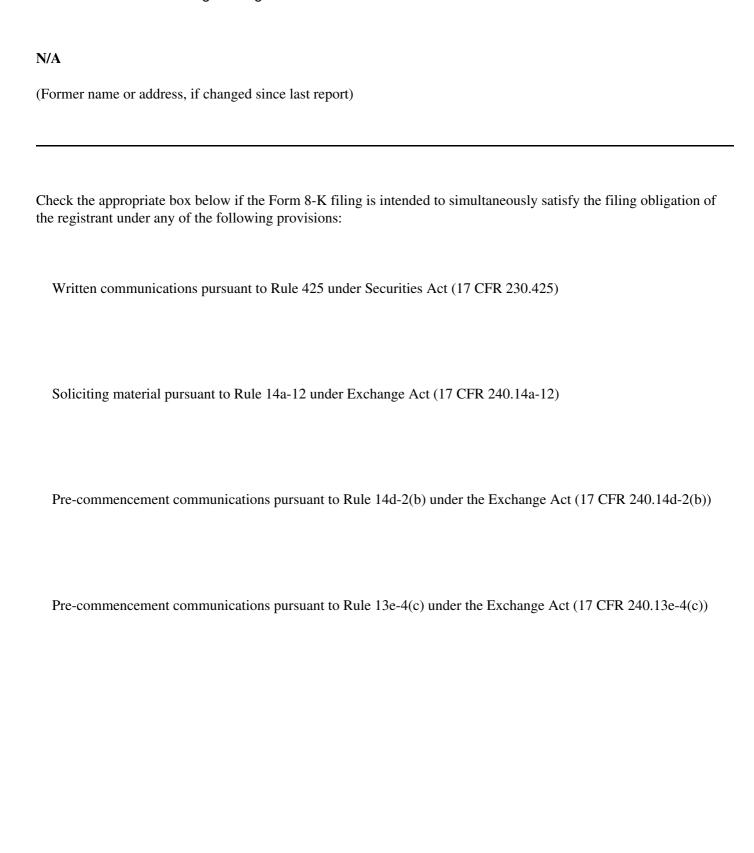
incorporation)

105 Leader Heights Road P.O. Box 2887

York, Pennsylvania 17405-2887 (Address of principal executive offices) (Zip code)

717-747-1519

(Registrant's telephone number including area code)



CODORUS VALLEY BANCORP, INC.

FORM 8-K

Item <u>Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;</u>
 5.02. Compensatory Arrangements of Certain Officers.

On May 10, 2016, PeoplesBank, a Codorus Valley Company ("PeoplesBank"), the wholly-owned subsidiary of Codorus Valley Bancorp, Inc. (the "Corporation"), entered into a Third Amendment to the PeoplesBank, A Codorus Valley Company Salary Continuation Agreement with Larry J. Miller, Executive Chairman of PeoplesBank (the "Amendment").

The Amendment extends the period during which Mr. Miller's annual benefit under the Salary Continuation Agreement (the "Agreement") may receive monthly increases of .3274% from sixty (60) months following Normal Retirement Age to up to one hundred two (102) months following Normal Retirement Age.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

Third Amendment to the PeoplesBank, A Codorus Valley Company Salary Continuation Agreement dated May 10, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Codorus Valley Bancorp, Inc. (Registrant)

Date: May 16, 2016 /s/ Larry J. Miller
Larry J. Miller
Chairman, President and Chief
Executive Officer
(Principal Executive Officer)

EXHIBIT INDEX

dated May 10, 2016.

Exhibit Number	<u>Description</u>
10.1	Third Amendment to the PeoplesBank, A Codorus Valley Company Salary Continuation Agreement