



N/A

(Former name or address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

CODORUS VALLEY BANCORP, INC.

FORM 8-K

**Item 8.01. Other Events.**

On November 3, 2014, Codorus Valley Bancorp, Inc. (NASDAQ: CVLY) issued a press release announcing the receipt of all regulatory approvals necessary to consummate its merger acquisition of Madison Bancorp, Inc., as well as the merger of Madison Square Federal Savings Bank with PeoplesBank, a Codorus Valley Company.

The merger is expected to be completed during the first quarter of 2015, pending certain customary conditions.

A copy of the press release is filed as Exhibit 99.1 to this Form 8-K and is incorporated herein by this reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
99.1	Press Release issued November 3, 2014.

**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.

Date: November 3, 2014 /s/ Larry J. Miller  
Larry J. Miller  
President and Chief Executive Officer

**EXHIBIT INDEX**

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