

CORTLAND BANCORP INC  
Form 8-K  
November 20, 2008

**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): November 18, 2008**

**CORTLAND BANCORP**

(Exact name of registrant as specified in its charter)

**Ohio**

(State or other Jurisdiction of  
Incorporation)

**000-13814**

(Commission File Number)

**34-1451118**

(IRS Employer Identification No.)

**194 West Main Street, Cortland, Ohio**

(Address of Principal Executive Offices)

**44410**

(Zip Code)

Registrant's telephone number, including area code: **(330) 637-8040**

**Not Applicable**

(Former name or former address if changed since last report.)

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 the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

Chairman K. Ray Mahan announced that at the November 18, 2008 meeting of the Board of Directors of Cortland Bancorp (the "Company") a regular quarterly dividend of \$0.22 per share and a 1% stock dividend were declared. Both dividends are payable to shareholders of record as of December 12, 2008. Payment and distribution to shareholders will occur on January 1, 2009 and January 2, 2009 for the stock dividend and cash dividend, respectively. The press release regarding this dividend is attached hereto as Exhibit 99.

This announcement may contain forward-looking statements that involve risk and uncertainties, including changes in general economic and financial market conditions and the Company's ability to execute its business plans. Although management believes the expectations reflected in such statements are reasonable, actual results may differ materially.

The information in this Current Report on Form 8-K, including Exhibit 99 included herewith, is being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liability of that Section, nor shall such information be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933 or the Exchange Act, except as otherwise stated in such filing.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99 – Press Release dated November 19, 2008.

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.

CORTLAND BANCORP

By: /s/Lawrence A. Fantauzzi  
Lawrence A. Fantauzzi, President

Date: November 19, 2008

EXHIBIT INDEX

Exhibit 99 – Press Release dated November 19, 2008.