

FIDELITY D & D BANCORP INC  
Form 8-K  
April 30, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

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

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Date of Report (Date of earliest event reported): **April 29, 2009**

**FIDELITY D & D BANCORP, INC.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other  
jurisdiction of  
incorporation)

**333-90273**  
(Commission  
File Number)

**23-3017653**  
(IRS Employer  
Identification No.)

**Blakely and Drinker Streets, Dunmore, PA**  
(Address of principal executive offices)

**18512**  
(Zip Code)

**Registrant's telephone number, including area code: (570) 342-8281**

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 (*see* General Instruction A.2. below):

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))

**FIDELITY D & D BANCORP, INC.**

CURRENT REPORT ON FORM 8-K

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On April 29, 2009, Fidelity D & D Bancorp, Inc. issued a press release describing its results of operations for the quarter ended March 31, 2009. A copy of the related press release is being furnished as Exhibit 99.1 to this Form 8-K.

The information in this Item 2.02 is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Copy of the Press Release, dated April 29, 2009.

**SIGNATURE**

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.

**FIDELITY D & D BANCORP, INC.**

Date: April 30, 2009

By:

/s/ Salvatore R. DeFrancesco, Jr.  
Salvatore R. DeFrancesco, Jr.  
Treasurer and Chief Financial Officer

**EXHIBIT INDEX**

**EXHIBIT NO.**

99.1 Copy of the Press Release, dated April 29, 2009.