

FIDELITY D & D BANCORP INC  
Form 8-K  
January 23, 2006

**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): **January 17, 2006**

**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.)



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(Address of principal executive offices)

(Zip Code)

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

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

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Fidelity D & D Bancorp, Inc.**

CURRENT REPORT ON FORM 8-K

Item 1.01      **Entry into a Material Definitive Agreement**

On January 17, 2006, the Board of Directors of the Registrant's subsidiary, The Fidelity Deposit & Discount Bank (the Bank), ratified the change in Bank Board of Director annual fee schedule along with the addition of fees paid as Chairman of the Board, Chairman of the Audit Committee and Executive Committee members.

The Fidelity Deposit & Discount Bank Board of Directors Fee Schedule, attached hereto as Exhibit 99.1, is incorporated by reference into this Item 1.01.

Item 9.01      **Financial Statements and Exhibits**

(c)      **Exhibits**

99.1      **Fidelity Deposit & Discount Bank Board of Directors Fee Schedule effective as of January 1, 2006.**

**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: January 23, 2006

BY:

/s/ Salvatore R. DeFrancesco, Jr.

Name:

Salvatore R. DeFrancesco, Jr.

Title:

Treasurer & Chief Financial  
Officer

**EXHIBIT INDEX**

**EXHIBIT NO.**

99.1 Fidelity Deposit & Discount Bank Board of Directors Fee Schedule effective as of January 1, 2006.