

AUBURN NATIONAL BANCORPORATION INC

Form 8-K

February 13, 2009

**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: February 13, 2009**

**AUBURN NATIONAL BANCORPORATION, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction)

**0-26486**  
(Commission File Number)

**63-0885779**  
(IRS Employer)

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of Incorporation)

Identification No.)

100 North Gay Street, P.O. Drawer 3110, Auburn, Alabama 36831-3110

(Addresses of Principal Executive Offices, including Zip Code)

**(334) 821-9200**

(Registrant's Telephone Number, including Area Code)

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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

Auburn National Bancorporation, Inc. (the Registrant ) has determined that a director previously identified as an independent director may no longer be deemed to be independent and, on February 13, 2009, provided notice to the Nasdaq Global Market ( Nasdaq ) that it is not in compliance with Nasdaq Marketplace Rule 4350(c)(1) because it no longer has a majority of independent directors on its board of directors. The Registrant will rely on the cure period in Nasdaq Marketplace Rule 4350(c)(1) to regain compliance and the board of directors has identified an additional independent director, which it expects to appoint to the board of directors at the next board meeting.

**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.

**AUBURN NATIONAL BANCORPORATION, INC.**

***(Registrant)***

/s/ E.L. Spencer, Jr.

E.L. Spencer, Jr.

Chairman, President and Chief Executive Officer

Date: February 13, 2009