Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
NORTHWEST SAVINGS BANK EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 01/01/1994

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

NORTHWEST SAVINGS BANK

P.O. BOX 128
100 LIBERTY STREET
WARREN, PA 16365

2b Employer Identification Number (EIN) 25-0368460

2c Sponsor's telephone number 814-726-2140

2d Business code (see instructions) 522110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	07/23/2013	JULIA MCTAVISH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	2215
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	1842
b	Retired or separated participants receiving benefits	**6b**	81
c	Other retired or separated participants entitled to future benefits	**6c**	373
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2296
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	2298
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	2284
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	73
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2P 3I

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [ ] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
NORTHWEST SAVINGS BANK EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
NORTHWEST SAVINGS BANK

D Employer Identification Number (EIN)
25-0368460

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1986026	5448
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	65554347	63782467
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	67540373	63787915
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	28680043	25580748
k Total liabilities (add all amounts in lines 1g through1j)	1k	28680043	25580748
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	38860330	38207167

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	619212	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		619212
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1373	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1373
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	3147191	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		3147191
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1578598	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	793503	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		785095
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-2355860	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-2355860

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		2197011
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1199130	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	402440	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1601570
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		868522
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2470092
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-273081
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		380082

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PARENTE BEARD LLC **(2)** EIN: 23-2932984

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		3000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
NORTHWEST SAVINGS BANK 401(K) PLAN	25-0368460	002

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
NORTHWEST SAVINGS BANK EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
NORTHWEST SAVINGS BANK

D Employer Identification Number (EIN)
25-0368460

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 26-3901659

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☒ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☒ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☒ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☒ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

NORTHWEST SAVINGS BANK
EMPLOYEE STOCK OWNERSHIP PLAN

Financial Statements

as of December 31, 2012 and 2011
and for the years ended December 31, 2012 and 2011

&

Independent Auditors' Report

&

Supplemental Information

NORTHWEST SAVINGS BANK EMPLOYEE STOCK OWNERSHIP PLAN

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NORTHWEST SAVINGS BANK EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012			2011		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Assets:						
Common stock of Northwest Bancshares, Inc.						
at fair value	$ 37,720,679	26,061,788	63,782,467	37,277,605	28,276,742	65,554,347
Cash and cash equivalents	5,448	-	5,448	1,676	1,984,350	1,986,026
Total assets	37,726,127	26,061,788	63,787,915	37,279,281	30,261,092	67,540,373
Liabilities:						
Accrued interest payable	-	-	-	-	902,762	902,762
Loan payable to Northwest Bancshares, Inc.	-	25,580,748	25,580,748	-	27,777,281	27,777,281
Total liabilities	-	25,580,748	25,580,748	-	28,680,043	28,680,043
Net assets available for benefits	$ 37,726,127	481,040	38,207,167	37,279,281	1,581,049	38,860,330

See accompanying notes to financial statements.

NORTHWEST SAVINGS BANK EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Changes in Net Assets Available for Benefits

For the Years Ended December 31, 2012 and 2011

	2012			201		
Additions to net assets attributed to:	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Investment income						
Dividends and interest	$ 1,783,426	1,365,138	3,148,564	1,245,950	1,032,418	2,278,368
Net (depreciation)/ appreciation in fair value of investments	(875,339)	(695,426)	(1,570,765)	1,940,841	1,589,555	3,530,396
Net investment income	908,087	669,712	1,577,799	3,186,791	2,621,973	5,808,764
Contributions						
Employer	-	619,212	619,212	-	950,743	950,743
Allocation of 126,280 shares of common stock of Northwest Bancshares, Inc. in 2012 and 2011	1,520,411	-	1,520,411	1,570,923	-	1,570,923
Total additions	2,428,498	1,288,924	3,717,422	4,757,714	3,572,716	8,330,430
Deductions from net assets attributed to:						
Distributions to participants	1,601,570	-	1,601,570	1,901,971	-	1,901,971
Transfer of plan assets	380,082	-	380,082	164,022	-	164,022
Interest portion of loan payment to Northwest Bancshares, Inc.	-	868,522	868,522	-	902,762	902,762
Allocation of 126,280 shares of common stock of Northwest Bancshares, Inc. in 2012 and 2011	-	1,520,411	1,520,411	-	1,570,923	1,570,923
Total deductions	1,981,652	2,388,933	4,370,585	2,065,993	2,473,685	4,539,678
Net increase/ (decrease)	446,846	(1,100,009)	(653,163)	2,691,721	1,099,031	3,790,752
Net assets available for benefits:						
Beginning of year	37,279,281	1,581,049	38,860,330	34,587,560	482,018	35,069,578
End of year	$ 37,726,127	481,040	38,207,167	37,279,281	1,581,049	38,860,330

See accompanying notes to financial statements.

(1) Description of the Plan

(a) General

Northwest Savings Bank (the "Bank"), a wholly owned subsidiary of Northwest Bancshares, Inc. (the "Company"), established the Northwest Savings Bank Employee Stock Ownership Plan (the "Plan") effective as of January 1, 1994. Northwest Bancshares, Inc. is a Maryland corporation that was incorporated in September 2009 to be the successor to Northwest Bancorp, Inc. upon completion of the mutual-to-stock conversion of Northwest Bancorp, MHC, its mutual holding company parent. The Plan, a leveraged plan, is designed to be a qualified stock bonus plan under Section 401(a) of the Internal Revenue Code of 1986 ("Code") and an employee stock ownership plan within the meaning of 407(d)(6) of ERISA and Section 4975(e)(7) of the Code. The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan purchases shares of Northwest Bancshares, Inc. ("Company"), the stock holding company of the Bank, and holds the stock in a trust established under the Plan. Northwest Savings Bank ("Trustee") serves as the Plan's trustee and Northwest Savings Bank Investment Management and Trust ("Custodian") serves as the Plan's custodian.

From December 18, 2009 through February 2, 2010, the Plan purchased shares of the Company's common stock in the open market using proceeds of a loan from the Company. The borrowing is to be repaid over a period of 20 years. As the Plan makes each payment of principal, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the Code. The borrowing is collateralized by the unallocated shares of common stock.

The Plan evaluated subsequent events for recognition and disclosure as of June 21, 2013, the date the financial statements were available to be issued.

(b) Eligibility

Full-time and part-time employees age twenty-one or older are eligible to participate after one year of service providing they have worked at least 1,000 hours during such Plan year. Effective January 1, 2012, the Plan was amended to include temporary employees who otherwise satisfy the eligibility requirements.

(c) Contributions

Beginning in 2010, the Company is obligated to make contributions in cash to the Plan which, when aggregated with the Plan's investment income, equal the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its term loan. Prior to 2010, contributions to the Plan were determined annually at the discretion of the Company. Contributions of $619,212 and $950,743 were made for the years ended December 31, 2012 and December 31, 2011, respectively.

(d) Participant Accounts

Contributions are allocated at the end of the Plan year to each participant's account according to a fraction, the numerator of which is the participant's compensation for the Plan's year and the denominator of which is the total compensation paid to all participants for the Plan's year. However, no

contribution allocation is made to the account of a participant who is not employed on the last day of the Plan's year.

(e) Benefits

Upon termination of employment with the Bank, participants will be entitled to a distribution of their vested interest. The vested interest is earned according to years of continuous service. A participant is 100% vested after six years of credited service. A participant's interest is also 100% vested in the event that service is terminated by retirement, disability, or death. Benefits are distributed in cash or in the Company's stock.

(f) Plan Administration

The Plan administrator and the Custodian are appointed by the Bank. All administrative expenses of the Plan are paid by the Bank, and are therefore, not reflected in the accompanying financial statements.

(g) Forfeited Accounts

Forfeitures arising from participants with less than fully vested interest in the Plan will be added to the Bank's contribution and reallocated to the accounts of eligible participants in accordance with the Plan document. Forfeitures of $14,834 and $12,572 were reallocated for the years ended December 31, 2012 and 2011, respectively.

(h) Voting Rights

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the Trustee prior to the time that such rights are to be exercised. The Trustee is not permitted to vote any allocated share for which instructions have not been given by a participant. Unallocated shares are voted by the Trustee.

(i) Termination

The Company reserves the right to terminate the Plan at any time, subject to Plan provisions. Upon such termination of the Plan, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms and the Code. Upon termination of the Plan, the Employee Benefits Administration Committee of the Company shall direct the Custodian to pay all liabilities and expenses of the trust fund.

(j) Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are age 55 or older with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25% of the number of shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50%. Participants who elect to diversify receive a cash distribution. Participants' accounts totaling $380,082 and $164,022 were transferred out of the Plan in 2012 and 2011, respectively.

(k) Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2011-04, "Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs," which amends FASB ASC Topic 820, "Fair Value Measurement," to bring U.S. GAAP for fair value measurements in line with International Financial Reporting Standards by clarifying existing guidance for items such as: the application of the highest and best use concept to non-financial assets and liabilities; the application of fair value measurement to financial instruments classified in a reporting entity's stockholder's equity; and disclosure requirements regarding quantitative information about unobservable inputs used in the fair value measurements of Level 3 assets. This guidance also creates an exception to Topic 820 for entities which carry financial instruments within a portfolio or group, under which the entity is now permitted to base the price used for fair valuation upon a price that would be received to sell the net asset position or transfer a net liability position in an orderly transaction. This guidance also allows for the application of premiums and discounts in a fair value measurement if the financial instrument is categorized in Level 2 or 3 of the fair value hierarchy. Lastly, this guidance contains new disclosure requirements regarding fair value amounts categorized as Level 3 in the fair value hierarchy such as: disclosure of the valuation process used; effects of and relationships between unobservable inputs; usage of nonfinancial assets for purposes other than their highest and best use when that is the basis of the disclosed fair value; and categorization by level of items disclosed at fair value, but not measured at fair value for financial statement purposes. This guidance is effective for interim and annual periods beginning after December 15, 2011. This guidance did not have an effect on the Plan's financial statements.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

(b) Risks and Uncertainties

The Plan invests in common stock of the Company. Common stock is exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with common stock, it is at least reasonably possible that changes in the value of common stock will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and participant account balances.

(c) Valuation of Investments and Income Recognition

The Plan's investment is stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 7 for a discussion of fair value measurements. Quoted market prices are used to value the investment. Purchases and sales of the Plan's investment are recorded on a trade-date basis. Interest income is recorded as earned on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation/ (depreciation) includes gains and losses on the Plan's investments bought and sold as well as held during the year.

(d) Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

(e) Payment of Benefits

Distributions to participants are recorded when paid.

(f) Cash and cash equivalents

Cash and cash equivalents may include cash and amounts due from depository institutions, interest-bearing deposits in other financial institutions, federal funds sold, and other short-term investments with original maturities of three months or less.

(3) Investments

The following table presents the Plan's investments as of December 31, 2012 and 2011:

	2012		2011	
Northwest Bancshares, Inc. Common Stock :	**Allocated**	**Unallocated**	**Allocated**	**Unallocated**
Number of shares	3,107,140	2,146,770	2,996,592	2,273,050
Cost	$ 19,942,982	24,855,557	18,244,057	25,971,384
Fair value	$ 37,720,679	26,061,788	37,277,605	28,276,742
Market price per share	$ 12.14	12.14	12.44	12.44

(4) Tax Status

The Plan obtained its latest determination letter on May 14, 2012, in which the Internal Revenue Service stated that the Plan is qualified, under the Internal Revenue Code and therefore, the related trust is exempt from taxation. Therefore, no provision for income tax has been included in the Plan's financial statements.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial

statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

(5) Information Prepared and Certified by Custodian

The plan administrator has elected the method of compliance by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA for 2012 and 2011. Accordingly, the Custodian of the Plan has certified to the completeness and accuracy of all investments reported in the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011 and the supplemental schedule of assets (held at end of year) as of December 31, 2012, and the related investment activity reported in the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011 and the supplemental schedule of reportable transactions for the year ended December 31, 2012.

(6) Related Party Transactions

The plan sponsor, Northwest Savings Bank, is a related party to the Custodian, Northwest Savings Bank Investment Management and Trust. The Northwest Savings Bank Investment Management and Trust performs investment management functions and serves as the custodian for the Plan. All fees paid to the Northwest Savings Bank Investment Management and Trust are paid by the Bank, and are therefore, not included in the financial statements. Certain administrative functions of the Plan are performed by the Company, for which no fees are charged.

(7) Fair Value Measurements

Financial assets and liabilities recognized or disclosed at fair value on a recurring basis and certain financial assets and liabilities on a non-recurring basis are accounted for using a three-level hierarchy of valuation technique based on whether the inputs to those valuation techniques are observable or unobservable. This hierarchy gives the highest priority to quoted prices with readily available independent data in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable market inputs (Level 3). When various inputs for measurement fall within different levels of the fair value hierarchy, the lowest level input that has a significant impact on fair value measurement is used.

Financial assets and liabilities are categorized based upon the following characteristics or inputs to the valuation techniques:

- Level 1 – Financial assets and liabilities for which inputs are observable and are obtained from reliable quoted prices for identical assets or liabilities in actively traded markets. This is the most reliable fair value measurement and includes, for example, active exchange-traded equity securities.

- Level 2 – Financial assets and liabilities for which values are based on quoted prices in markets that are not active or for which values are based on similar assets or liabilities that are actively traded. Level 2 also includes pricing models in which the inputs are corroborated by market data, for example, matrix pricing.

- Level 3 – Financial assets and liabilities for which values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. Level 3 inputs include the following:
    - Quotes from brokers or other external sources that are not considered binding;
    - Quotes from brokers or other external sources where it cannot be determined that market participants would in fact transact for the asset or liability at the quoted price;
    - Quotes and other information from brokers or other external sources where the inputs are not deemed observable.

The Plan is responsible for the valuation process and as part of this process may use data from outside sources in establishing fair value. The Plan performs due diligence to understand the inputs used or how the data was calculated or derived. The Plan corroborates the reasonableness of external inputs in the valuation process.

The Plan's investment that is measured at fair value on a recurring basis is classified within Level 1 of the fair value hierarchy. The fair value of this investment is valued based on quoted market prices in active markets. The Plan had no investments that were classified as Level 2 or Level 3 assets during the years ended December 31, 2012 and 2011. There have been no changes in the valuation methods used at December 31, 2012 and 2011.

The following table represents the Plan's investments measured at fair value on a recurring basis as of December 31, 2012:

	Level 1	Level 2	Level 3	Total fair value
Northwest Bancshares, Inc.				
common stock	$ 63,782,467	-	-	63,782,467

The following table represents the Plan's investments measured at fair value on a recurring basis as of December 31, 2011:

	Level 1	Level 2	Level 3	Total fair value
Northwest Bancshares, Inc.				
common stock	$ 65,554,347	-	-	65,554,347

Common stock: Shares of common stock held are valued at the quoted market price on the last business day of the year.

(8) Loan Payable

During 2009, the Plan entered into a line of credit totaling an amount up to approximately $32 million with the Company, the proceeds of which were used to purchase 1,034,377 shares during 2009 and 1,491,233 shares during 2010 of Northwest Bancshares, Inc common stock. Unallocated shares were used as collateral for the line of credit. The line of credit was converted into a term note in 2010 upon the final purchase of the 2,525,610 shares of Northwest Bancshares, Inc. common stock. The $28,851,153 term note is to be repaid over a period of 20 years with the initial payment commencing on December 29, 2010. During 2012 the Plan made loan payments totaling approximately $4.0 million of which $2.2 million was principal and $1.8 million was interest (of which $0.9 million was accrued for at December 31, 2011) to Northwest Bancshares, Inc. Interest is payable, together with each installment of principal, at an annual rate of the prime rate in effect at the beginning of the fiscal year as provided in the loan agreement. As of December 31, 2012, the prime rate in effect was 3.25%.

The following table presents the Plan's scheduled principal payments on the term note subsequent to December 31, 2012:

Year	Principal Payment
2013	$ 1,152,092
2014	1,189,535
2015	1,228,195
2016	1,268,112
2017	1,309,325
2017 and beyond	19,433,489
	$ 25,580,748

(Continued)

SUPPLEMENTAL INFORMATION

NORTHWEST SAVINGS BANK EMPLOYEE STOCK OWNERSHIP PLAN

EIN: 25-0368460
Plan Number: 003

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)
December 31, 2012

Identity of issue, borrower, lessor, or similar party	Description of investments	Cost	Current value
* Northwest Bancshares, Inc.	Northwest Bancshares, Inc. common stock	$ 44,798,539	63,782,467
		$ 44,798,539	63,782,467

* Party in interest – as defined by ERISA

NORTHWEST SAVINGS BANK EMPLOYEE STOCK OWNERSHIP PLAN

EIN: 25-0368460
Plan Number: 003

Schedule H, Line 4(j) – Schedule of Reportable Transactions
For the Year Ended December 31, 2012

(a)	(b)	(c)		(d)	(e)	(f)	(g)	(h)	(i)
Identity of party involved	**Description of asset**	**Purchase price**		**Selling price**	**Lease rental**	**Expense incurred with transaction**	**Cost of asset**	**Current value of asset on transaction date**	**Net gain or (loss)**
	Category (I). Series of transactions in excess of 5% of plan assets								
Federated Investors, Inc.	Purchase Federated Prime Cash Obligation Fund	$ 4,526,586	*	N/A	N/A	N/A	$ 4,526,586	$ 4,526,586	N/A
	Sale Federated Prime Cash Obligation Fund	N/A	**	$ 6,509,868	N/A	N/A	$ 6,509,868	$ 6,509,868	$ -

* - Consists of 69 purchases

** - Consists of 65 sales

Attachment to 2012 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Northwest Savings Bank Employee Stock Ownership Plan **EIN:** 25-0368460
Plan Sponsor's Name Northwest Savings Bank **PN:** 003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	NORTHWEST BANCSHARES, INC.	NORTHWEST BANCSHARES, INC. COMMON STOCK	44,798,539	63,782,467

NORTHWEST SAVINGS BANK EMPLOYEE STOCK OWNERSHIP PLAN

EIN: 25-0368460
Plan Number: 003

Schedule H, Line 4(j) – Schedule of Reportable Transactions
For the Year Ended December 31, 2012

(a)	(b)	(c)		(d)	(e)	(f)	(g)	(h)	(i)
Identity of party involved	Description of asset	Purchase price		Selling price	Lease rental	Expense incurred with transaction	Cost of asset	Current value of asset on transaction date	Net gain or (loss)
	Category (I). Series of transactions in excess of 5% of plan assets								
Federated	Purchase Federated Prime Cash Obligation Fund	$ 4,526,586	*	N/A	N/A	N/A	$ 4,526,586	$ 4,526,586	N/A
Investors, Inc.	Sale Federated Prime Cash Obligation Fund	N/A	**	$ 6,509,868	N/A	N/A	$ 6,509,868	$ 6,509,868	$ -

* - Consists of 69 purchases

** - Consists of 65 sales