

CITIZENS HOLDING CO /MS/  
Form 8-K  
August 21, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): August 20, 2014**

**CITIZENS HOLDING COMPANY**  
**(Exact name of registrant as specified in its charter)**

**Mississippi**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**521 Main Street, Philadelphia, Mississippi**

**001-15375**  
**(Commission**  
**File Number)**

**64-0666512**  
**(I.R.S. Employer**  
**Identification No.)**

**39350**

**(Address of principal executive offices)**

**(Zip Code)**

**(601) 656-4692**

**(Registrant's telephone number, including area code)**

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

Check the appropriate box 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))

**Item 8.01 Other Events.**

On August 20, 2014, Citizens Holding Company (the Company ) issued a press release announcing that the Company's Board of Directors authorized the repurchase of up to 200,000 shares of the Company's outstanding shares of common stock over the next 36 months. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated by reference into this Item 8.01.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit<br/>Number</b> | <b>Description</b>                  |
|---------------------------|-------------------------------------|
| 99.1                      | Press Release dated August 20, 2014 |

**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.

**CITIZENS HOLDING COMPANY**

Date: August 21, 2014

By: /s/ Robert T. Smith  
Robert T. Smith  
Treasurer and Chief Financial Officer,  
(Principal Financial and Accounting Officer)

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                  |
|---------------------------|-------------------------------------|
| 99.1                      | Press Release dated August 20, 2014 |