CITIZENS HOLDING CO /MS/
Form 10-Q
May 10, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2013

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _________ to _________

Commission File Number: 001-15375

CITIZENS HOLDING COMPANY

(Exact name of registrant as specified in its charter)

MISSISSIPPI	**64-0666512**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**
521 Main Street, Philadelphia, MS	**39350**
(Address of principal executive offices)	**(Zip Code)**

601-656-4692

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. x Yes ¨ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). x Yes ¨ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	¨	Accelerated filer	x
Non-accelerated filer	¨	Smaller Reporting Company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ¨ Yes x No

Number of shares outstanding of each of the issuer s classes of common stock, as of May 7, 2013:

Title	Outstanding
Common Stock, $0.20 par value	4,868,614

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CITIZENS HOLDING COMPANY

INTERIM FINANCIAL STATEMENTS FOR QUARTER ENDED MARCH 31, 2013

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PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS (Unaudited).

CITIZENS HOLDING COMPANY

CONSOLIDATED STATEMENTS OF CONDITION (Unaudited)

	March 31, 2013	December 31, 2012
ASSETS		
Cash and due from banks	$ 30,334,781	$ 21,561,288
Interest bearing deposits with other banks	57,280,471	16,228,747
Investment securities available for sale, at fair value	382,868,109	420,907,815
Loans, net of allowance for loan losses of $6,834,575 in 2013 and $6,954,269 in 2012	363,560,970	361,936,495
Premises and equipment, net	19,193,227	19,425,292
Other real estate owned, net	4,688,832	4,682,255
Accrued interest receivable	4,451,829	4,665,868
Cash value of life insurance	21,358,748	21,191,930
Intangible assets, net	3,149,657	3,149,657
Other assets	7,750,245	7,090,551
TOTAL ASSETS	$ 894,636,869	$ 880,839,898
LIABILITIES AND STOCKHOLDERS EQUITY		
LIABILITIES		
Deposits:		
Noninterest-bearing demand	$ 120,186,091	$ 119,946,574
Interest-bearing NOW and money market accounts	247,218,296	228,111,275
Savings deposits	49,381,863	46,240,652
Certificates of deposit	242,306,054	248,250,837
Total deposits	659,092,304	642,549,338
Securities sold under agreement to repurchase	71,484,028	73,306,765
Federal Home Loan Bank advances	68,500,000	68,500,000
Accrued interest payable	261,487	321,472
Deferred compensation payable	6,116,793	5,917,662
Other liabilities	1,278,534	1,375,831
Total liabilities	806,733,146	791,971,068
STOCKHOLDERS EQUITY		
Common stock; $.20 par value, 22,500,000 shares authorized, 4,868,411 shares outstanding at March 31, 2013 and 4,861,411 shares outstanding at December 31, 2012	973,682	972,282
Additional paid-in capital	3,723,917	3,620,967
Retained earnings	80,271,385	79,928,035
Accumulated other comprehensive income, net of applicable taxes of $1,680,555 in 2013 and $2,5863,40 in 2012	2,934,739	4,347,546
Total stockholders equity	87,903,723	88,868,830
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 894,636,869	$ 880,839,898

The accompanying notes are an integral part of these financial statements.

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CITIZENS HOLDING COMPANY

CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

	For the Three Months Ended March 31, 2013	2012
INTEREST INCOME		
Loan income, including fees	$ 5,199,181	$ 5,972,237
Investment securities	2,770,766	2,917,395
Other interest	17,700	9,358
Total interest income	7,987,647	8,898,990
INTEREST EXPENSE		
Deposits	520,143	724,706
Other borrowed funds	712,083	785,883
Total interest expense	1,232,226	1,510,589
NET INTEREST INCOME	6,755,421	7,388,401
PROVISION FOR LOAN LOSSES	174,509	535,680
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	6,580,912	6,852,721
OTHER INCOME		
Service charges on deposit accounts	890,857	847,650
Other service charges and fees	452,927	428,596
Other income	337,207	333,353
Total other income	1,680,991	1,609,599
OTHER EXPENSES		
Salaries and employee benefits	3,306,170	3,559,704
Occupancy expense	1,112,511	1,031,309
Other operating expense	2,138,483	1,819,254
Total other expenses	6,557,164	6,410,267
INCOME BEFORE PROVISION FOR INCOME TAXES	1,704,739	2,052,053
PROVISION FOR INCOME TAXES	290,293	388,887
NET INCOME	$ 1,414,446	$ 1,663,166
NET INCOME PER SHARE		
-Basic	$ 0.29	$ 0.34
-Diluted	$ 0.29	$ 0.34
DIVIDENDS PAID PER SHARE	$ 0.22	$ 0.22

The accompanying notes are an integral part of these financial statements.

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CITIZENS HOLDING COMPANY

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

	For the Three Months Ended March 31, 2013	2012
Net income	$ 1,414,446	$ 1,663,166
Other comprehensive income, net of tax		
Unrealized holding losses	(2,253,281)	(2,744,528)
Income tax effect	840,474	1,027,701
	(1,412,807)	(1,716,827)
Reclassification adjustment for gains included in net income		(39,394)
Income tax effect		10,702
		(28,692)
Total other comprehensive loss	(1,412,807)	(1,745,519)
Comprehensive income (loss)	$ 1,639	$ (82,353)

The accompanying notes are an integral part of these financial statements.

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CITIZENS HOLDING COMPANY

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

CITIZENS HOLDING COMPANY

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Three Months Ended March 31, 2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Net cash provided by operating activities	$ 2,450,945	$ 2,521,543
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from maturities of securities available for sale	59,512,178	77,616,772
Purchases of investment securities available for sale	(24,039,375)	(89,927,212)
Purchases of bank premises and equipment	(46,453)	(11,529)
Increase in interest bearing deposits with other banks	(41,051,724)	(2,009,517)
Proceeds from sale of other real estate acquired by foreclosure	527,780	567,800
Net (increase) decrease in loans	(2,333,341)	4,304,195
Net cash used by investing activities	(7,430,935)	(9,459,491)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net increase in deposits	16,542,965	11,336,367
Net change in securities sold under agreement to repurchase	(1,822,737)	(39,864,779)
Proceeds from exercising stock options	104,350	153,675
Increase in Federal Home Loan Bank advances		10,000,000
Increase in federal funds purchased		11,200,000
Payment of dividends	(1,071,095)	(1,067,970)
Net cash provided (used) by financing activities	13,753,483	(8,242,707)
Net increase (decrease) in cash and due from banks	8,773,493	(15,180,655)
Cash and due from banks, beginning of period	21,561,288	35,407,715
Cash and due from banks, end of period	$ 30,334,781	$ 20,227,060

The accompanying notes are an integral part of these financial statements.

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CITIZENS HOLDING COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

As of and for the three months ended March 31, 2013

(Unaudited)

Note 1. Basis of Presentation

These interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). However, these financial statements do not include all of the information and footnotes required by GAAP for complete financial statements. The interim consolidated financial statements are unaudited and reflect all adjustments and reclassifications, which, in the opinion of management, are necessary for a fair presentation of the results of operations and financial condition as of and for the interim periods presented. All adjustments and reclassifications are of a normal and recurring nature. Results for the period ended March 31, 2013, are not necessarily indicative of the results that may be expected for any other interim periods or for the year as a whole.

The interim consolidated financial statements of Citizens Holding Company include the accounts of its wholly-owned subsidiary, The Citizens Bank of Philadelphia (the Bank and collectively with Citizens Holding Company, the Corporation). All significant intercompany transactions have been eliminated in consolidation.

For further information and significant accounting policies of the Corporation, see the Notes to Consolidated Financial Statements of Citizens Holding Company included in the Corporation s Annual Report on Form 10-K for the year ended December 31, 2012, filed with the Securities and Exchange Commission on March 15, 2013.

Note 2. Commitments and Contingent Liabilities

In the ordinary course of business, the Corporation enters into commitments to extend credit to its customers. The unused portion of these commitments is not reflected in the accompanying financial statements. As of March 31, 2013, the Corporation had entered into loan commitments with certain customers with an aggregate unused balance of $33,218,063 compared to an aggregate unused balance of $37,703,387 at December 31, 2012. There were $2,892,830 of letters of credit outstanding at March 31, 2013 and $3,113,225 at December 31, 2012. The fair value of such contracts is not considered material because letters of credit and loan commitments often are not used in their entirety, if at all, before they expire. The balances of such letters and commitments should not be used to project actual future liquidity requirements. However, the Corporation does incorporate expectations about the level of draws under its credit-related commitments into its asset and liability management program.

The Corporation is a party to lawsuits and other claims that arise in the ordinary course of business, all of which are being vigorously contested. In the regular course of business, management evaluates estimated losses or costs related to litigation, and provisions are made for anticipated losses whenever management believes that such losses are probable and can be reasonably estimated. At the present time, management believes, based on the advice of legal counsel, that the final resolution of pending legal proceedings will not have a material impact on the Corporation s consolidated financial condition or results of operations.

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Note 3. Net Income per Share

Net income per share basic has been computed based on the weighted average number of shares outstanding during each period. Net income per share diluted has been computed based on the weighted average number of shares outstanding during each period plus the dilutive effect of outstanding stock options using the treasury stock method. Earnings per share was computed as follows:

	For the Three Months Ended March 31, 2013	2012
Basic weighted average shares outstanding	4,866,933	4,849,164
Dilutive effect of granted options	5,429	9,452
Diluted weighted average shares outstanding	4,872,362	4,858,616
Net income	$ 1,414,446	$ 1,663,166
Net income per share-basic	$ 0.29	$ 0.34
Net income per share-diluted	$ 0.29	$ 0.34

Note 4. Stock Option Plan

At March 31, 2013, the Corporation had one stock-based compensation plan, which is the 1999 Directors Stock Compensation Plan (the Directors Plan). Prior to its expiration, the Corporation also had the 1999 Employees Long-Term Incentive Plan, or the Employees Plan.

The following table below is a summary of the stock option activity for the three months ended March 31, 2013.

	Directors Plan		Employees Plan	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Outstanding at December 31, 2012	111,000	$ 20.97	108,000	$ 20.90
Granted				
Exercised			(7,000)	14.91
Expired			(13,000)	16.26
Outstanding at March 31, 2013	111,000	$ 20.97	88,000	$ 22.06

The intrinsic value of options granted under the Directors Plan at March 31, 2013, was $61,050 and the intrinsic value of options granted under the Employees Plan at March 31, 2013, was $2,700 for a total intrinsic value at March 31, 2013, of $63,750.

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Note 5. Income Taxes

The income tax topic of the Accounting Standards Codification (ASC) defines the threshold for recognizing the benefits of tax return positions in the financial statements as more-likely-than-not to be sustained by the taxing authority. This topic also provides guidance on the derecognition, measurement and classification of income tax uncertainties, along with any related interest and penalties, and includes guidance concerning accounting for income tax uncertainties in interim periods. As of March 31, 2013, the Corporation had no unrecognized tax benefits related to federal and state income tax matters. Therefore, the Corporation does not anticipate any material increase or decrease in the effective tax rate during 2013 relative to any tax positions taken. It is the Corporation s policy to recognize interest and/or penalties related to income tax matters in income tax expense.

The Corporation files a consolidated United States federal income tax return. The Corporation is currently open to audit under the statute of limitations by the Internal Revenue Service for all tax years after 2009. The Corporation s consolidated state income tax returns are also open to audit under the statute of limitations for the same period.

Note 6. Loans

The composition of net loans at March 31, 2013 and December 31, 2012 is as follows:

	March 31, 2013	December 31, 2012
	(In Thousands)	
Real Estate:		
Land Development and Construction	$ 14,993	$ 12,755
Farmland	32,309	31,663
1-4 Family Mortgages	109,392	115,837
Commercial Real Estate	140,770	132,495
Total Real Estate Loans	297,464	292,750
Business Loans:		
Commercial and Industrial Loans	44,436	45,564
Farm Production and Other Farm Loans	1,451	1,433
Total Business Loans	45,887	46,997
Consumer Loans:		
Credit Cards	970	1,050
Other Consumer Loans	26,447	28,341
Total Consumer Loans	27,417	29,391
Total Gross Loans	370,768	369,138
Unearned income	(372)	(248)
Allowance for loan losses	(6,835)	(6,954)
Loans, net	$ 363,561	$ 361,936

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Loans are considered to be past due if the required principal and interest payments have not been received as of the date such payments were due. Loans are placed on non-accrual status, when, in management s opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory provisions. Loans may be placed on non-accrual status regardless of whether such loans are considered past due. When interest accruals are discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Period-end non-accrual loans, segregated by class of loans, were as follows:

	March 31, 2013	December 31, 2012
	(in thousands)	
Real Estate:		
Land Development and Construction	$ 193	$ 142
Farmland	751	1,087
1-4 Family Mortgages	2,278	2,356
Commercial Real Estate	9,455	10,175
Total Real Estate Loans	12,677	13,760
Business Loans:		
Commercial and Industrial Loans	2,575	167
Farm Production and Other Farm Loans	2	3
Total Business Loans	2,577	170
Consumer Loans:		
Other Consumer Loans	183	212
Total Consumer Loans	183	212
Total Non-Accrual Loans	$ 15,437	$ 14,142

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An aging analysis of past due loans, segregated by class of loans, as of March 31, 2013, was as follows (in thousands):

	Loans 30-89 Days Past Due	Loans 90 or more Days Past Due	Total Past Due Loans	Current Loans	Total Loans	Accruing Loans 90 or more Days Past Due
Real Estate:						
Land Development and Construction	$ 41	$ 37	$ 78	$ 14,915	$ 14,993	$
Farmland	307	697	1,004	31,305	32,309	
1-4 Family Mortgages	3,717	488	4,205	105,187	109,392	17
Commercial Real Estate	1,394	4,892	6,286	134,484	140,770	
Total Real Estate Loans	5,459	6,114	11,573	285,891	297,464	17
Business Loans:						
Commercial and Industrial Loans	408	20	428	44,008	44,436	
Farm Production and Other Farm Loans	6		6	1,445	1,451	
Total Business Loans	414	20	434	45,453	45,887	
Consumer Loans:						
Credit Cards	16	15	31	939	970	15
Other Consumer Loans	832	118	950	25,497	26,447	26
Total Consumer Loans	848	133	981	26,436	27,417	41
Total Loans	$ 6,721	$ 6,267	$ 12,988	$ 357,780	$ 370,768	$ 58

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An aging analysis of past due loans, segregated by class of loans, as of December 31, 2012 was as follows (in thousands):

	Loans 30-89 Days Past Due	Loans 90 or more Days Past Due	Total Past Due Loans	Current Loans	Total Loans	Accruing Loans 90 or more Days Past Due
Real Estate:						
Land Development and Construction	$ 2,588	$	$ 2,588	$ 10,167	$ 12,755	$
Farmland	786	589	1,375	30,288	31,663	
1-4 Family Mortgages	8,139	623	8,762	107,075	115,837	32
Commercial Real Estate	3,033	5,013	8,046	124,449	132,495	544
Total Real Estate Loans	14,546	6,225	20,771	271,979	292,750	576
Business Loans:						
Commercial and Industrial Loans	3,070	9	3,079	42,485	45,564	
Farm Production and other Farm Loans	2		2	1,431	1,433	
Total Business Loans	3,072	9	3,081	43,916	46,997	
Consumer Loans:						
Credit Cards	40	30	70	980	1,050	30
Other Consumer Loans	1,711	57	1,768	26,573	28,341	3
Total Consumer Loans	1,751	87	1,838	27,553	29,391	33
Total Loans	$ 19,369	$ 6,321	$ 25,690	$ 343,448	$ 369,138	$ 609

Loans are considered impaired when, based on current information and events, it is probable the Corporation will be unable to collect all the amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. In determining which loans to evaluate for impairment, management looks at past due loans, bankruptcy filing and any situation that might lend itself to cause a borrower to be unable to repay the loan according to the original contract terms. If a loan is determined to be impaired and the collateral is deemed to be insufficient to fully repay the loan, a specific reserve will be established. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans or portions thereof, are charged-off when deemed uncollectible.

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Impaired loans as of March 31, 2013 and December 31, 2012, by class of loans, are as follows (in thousands):

March 31, 2013	Unpaid Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
Real Estate:						
Land Development and Construction	$ 193	$ 74	$ 119	$ 193	$ 117	$ 664
Farmland	751	376	375	751	61	696
1-4 Family Mortgages	2,278	1,548	730	2,278	227	2,172
Commercial Real Estate	9,455	1,083	8,372	9,455	916	8,136
Total Real Estate Loans	12,677	3,082	9,596	12,677	1,321	11,668
Business Loans:						
Commercial and Industrial Loans	2,575	2,489	86	2,575	55	1,430
Farm Production and Other Farm Loans	2	2		2		12
Total Business Loans	2,577	2,491	86	2,577	55	1,442
Consumer Loans:						
Other Consumer Loans	183	183		183		309
Total Consumer Loans	183	183		183		309
Total Loans	$ 15,437	$ 5,755	$ 9,682	$ 15,437	$ 1,376	$ 13,419

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December 31, 2012	Unpaid Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
Real Estate:						
Land Development and Construction	$ 142	$ 18	$ 124	$ 142	$ 117	$ 638
Farmland	1,087	947	140	1,087	24	864
1-4 Family Mortgages	2,356	1,740	616	2,356	186	2,211
Commercial Real Estate	10,175	5,954	4,221	10,175	711	8,496
Total Real Estate Loans	13,760	8,659	5,101	13,760	1,038	12,209
Business Loans:						
Commercial and Industrial Loans	167	76	91	167	55	226
Farm Production and other Farm Loans	3	3		3		12
Total Business Loans	170	79	91	170	55	238
Consumer Loans:						
Other Consumer Loans	212	212		212		323
Total Consumer Loans	212	212		212		323
Total Loans	$ 14,142	$ 8,950	$ 5,192	$ 14,142	$ 1,093	$ 12,770

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The following table presents troubled debt restructurings segregated by class (in thousands, except number of loans):

March 31, 2013	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial real estate	4	$ 6,850	$ 5,573
Total	4	$ 6,850	$ 5,573

December 31, 2012	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial real estate	4	$ 6,850	$ 5,602
Total	4	$ 6,850	$ 5,602

Changes in the Company s troubled debt restructurings are set forth in the table below:

	Number of Loans	Recorded Investment
Totals at January 1, 2013	4	$ 5,602
Reductions due to:		
Principal paydowns		29
Total at March 31, 2013	4	$ 5,573

The allocated allowance for loan losses attributable to restructured loans was $194 thousand at March 31, 2013 and $43 thousand at December 31, 2012. The Corporation had no remaining availability under commitments to lend additional funds on these troubled debt restructuring as of March 31, 2013.

The Corporation utilizes a risk grading matrix to assign a risk grade to each of its loans when originated and is updated as factors related to the strength of the loan changes. Loans are graded on a scale of 1 to 9. A description of the general characteristics of the 9 risk grades is as follows.

Grade 1. MINIMAL RISK These loans are without loss exposure to the Corporation. This classification is reserved for only the best, well secured loans to borrowers with significant capital strength, low leverage, stable earnings and growth and other readily available financing alternatives. This type of loan would also include loans secured by a program of the government.

Grade 2. MODEST RISK These loans include borrowers with solid credit quality and moderate risk of loss. These loans may be fully secured by certificates of deposit with another reputable financial institution, or secured by readily marketable securities with acceptable margins.

Grade 3. AVERAGE RISK This is the rating assigned to most of the loans held by the Corporation. This includes loans with average loss exposure and average overall quality. These loans should liquidate through possessing adequate collateral and adequate earnings of the borrower. In addition, these loans are properly documented and are in accordance with all aspects of the current loan policy.

Grade 4. ACCEPTABLE RISK Borrower generates sufficient cash flow to fund debt service but most working asset and capital expansion needs are provided from external sources. Profitability and key balance sheet ratios are usually close to peers but one or more may be higher than peers.

Grade 5. MANAGEMENT ATTENTION Borrower has significant weaknesses resulting from performance trends or management concerns. The financial condition of the borrower has taken a negative turn and may be temporarily strained. Cash flow is weak but cash reserves remain adequate to meet debt service. Management weakness is evident.

Grade 6. OTHER LOANS ESPECIALLY MENTIONED (OLEM) Loans in this category are fundamentally sound but possess some weaknesses. OLEM loans have potential weaknesses which may, if not checked or corrected, weaken the asset or inadequately protect the bank s credit position at some future date. These loans have an identifiable weakness in credit, collateral, or repayment ability but there is no expectation of loss.

Grade 7. SUBSTANDARD ASSETS Assets classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Assets classified as substandard must have a well-defined weakness based upon objective evidence. Assets classified as substandard are characterized by the distinct possibility that the insured institution will sustain some loss if the deficiencies are not corrected. The possibility that liquidation would not be timely requires a substandard classification even if there is little likelihood of total loss.

Grade 8. DOUBTFUL A loan classified as doubtful has all the weaknesses of a substandard classification and the added characteristic that the weakness makes collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable or improbable. The possibility of loss is extremely high, but because of certain important and reasonable specific pending factors which may work to the advantage and strengthening of the asset, its classification as an estimated loss is deferred until its more exact status may be determined. A doubtful classification could reflect the fact that the primary source of repayment is gone and serious doubt exists as to the quality of a secondary source of repayment.

Grade 9. LOSS Loans classified loss are considered uncollectible and of such little value that their continuance as bankable assets is not warranted. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off this basically worthless asset even though partial recovery may occur in the future. Also included in this classification is the defined loss portion of loans rated substandard assets and doubtful assets.

These internally assigned grades are updated on a continual basis throughout the course of the year and represent management s most updated judgment regarding grades at March 31, 2013.

The following table details the amount of gross loans by loan grade and class as of March 31, 2013 (in thousands):

Grades	Satisfactory 1, 2, 3, 4	Special Mention 5,6	Substandard 7	Doubtful 8	Loss 9	Total Loans
Real Estate:						
Land Development and Construction	$ 12,666	$ 2,003	$ 324	$	$	$ 14,993
Farmland	27,667	2,737	1,905			32,309
1-4 Family Mortgages	91,073	5,853	12,466			109,392
Commercial Real Estate	117,319	7,027	16,424			140,770
Total Real Estate Loans	248,725	17,620	31,119			297,464
Business Loans:						
Commercial and Industrial Loans	41,018	415	2,976	27		44,436
Farm Production and Other Farm Loans	1,423	23	5			1,451
Total Business Loans	42,441	438	2,981	27		45,887
Consumer Loans:						
Credit Cards	968		2			970
Other Consumer Loans	25,244	298	877	27	1	26,447
Total Consumer Loans	26,212	298	879	27	1	27,417
Total Loans	$ 317,378	$ 18,356	$ 34,979	$ 54	$ 1	$ 370,768

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The following table details the amount of gross loans by loan grade and class as of December 31, 2012 (in thousands):

Grades	Satisfactory 1, 2, 3,4	Special Mention 5,6	Substandard 7	Doubtful 8	Loss 9	Total Loans
Real Estate:						
Land Development and Construction	$ 10,596	$ 1,890	$ 269	$	$	$ 12,755
Farmland	27,069	2,701	1,893			31,663
1-4 Family Mortgages	97,630	6,177	12,030			115,837
Commercial Real Estate	108,914	6,728	16,853			132,495
Total Real Estate Loans	244,209	17,496	31,045			292,750
Business Loans:						
Commercial and Industrial Loans	41,449	3,486	601	28		45,564
Farm Production and other Farm Loans	1,358	26	49			1,433
Total Business Loans	42,807	3,512	650	28		46,997
Consumer Loans:						
Credit Cards	1,020		30			1,050
Other Consumer Loans	26,995	287	1,029	28	2	28,341
Total Consumer Loans	28,015	287	1,059	28	2	29,391
Total Loans	$ 315,031	$ 21,295	$ 32,754	$ 56	$ 2	$ 369,138

The allowance for loan losses is a reserve established through a provision for loan losses charged to expense, which represents management s best estimate of probable losses within the existing portfolio of loans. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio.

The allowance on the majority of the loan portfolio is calculated using a historical chargeoff percentage applied to the current loan balances by loan segment. This historical period is the average of the previous 5 years with the most current years weighted to show the effect of the most recent chargeoff activity. This percentage is also adjusted for economic factors such as local unemployment and general business conditions, both local and nationwide.

The group of loans that are considered to be impaired are individually evaluated for possible loss and a specific reserve is established to cover any loss contingency. Loans that are determined to be a loss with no benefit of remaining in the portfolio are charged off to the allowance. These specific reserves are reviewed periodically for continued impairment and adequacy of the specific reserve and adjusted when necessary.

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The following table details activity in the allowance for possible loan losses by portfolio segment for the three months ended March 31, 2013:

March 31, 2013	Real Estate	Business Loans	Consumer	Total
Beginning Balance, January 1, 2013	$ 4,629,559	$ 1,554,698	$ 770,012	$ 6,954,269
Provision for possible loan losses	742,220	(537,313)	(30,398)	174,509
Chargeoffs	276,473	1,404	60,136	338,013
Recoveries	14,520	7,126	22,164	43,810
Net Chargeoffs	261,953	(5,722)	37,972	294,203
Ending Balance	$ 5,109,826	$ 1,023,107	$ 701,642	$ 6,834,575
Period end allowance allocated to:				
Loans individually evaluated for impairment	$ 1,321,099	$ 54,706	$	$ 1,375,805
Loans collectively evaluated for impairment	3,788,727	968,401	701,642	5,458,770
Ending Balance, March 31, 2013	$ 5,109,826	$ 1,023,107	$ 701,642	$ 6,834,575

The following table details activity in the allowance for possible loan losses by portfolio segment for the three months ended March 31, 2012:

March 31, 2012	Real Estate	Business Loans	Consumer	Total
Beginning Balance, January 1, 2012	$ 4,176,475	$ 1,672,467	$ 832,470	$ 6,681,412
Provision for possible loan losses	595,451	(91,670)	31,899	535,680
Chargeoffs	125,200	15,263	68,382	208,845
Recoveries	6,672	22,395	35,031	64,098
Net Chargeoffs	118,528	(7,132)	33,351	144,747
Ending Balance	$ 4,653,398	$ 1,587,929	$ 831,018	$ 7,072,345
Period end allowance allocated to:				
Loans individually evaluated for impairment	$ 1,395,716	$ 7,325	$	$ 1,453,041
Loans collectively evaluated for impairment	3,257,682	1,530,604	831,018	5,619,304
Ending Balance, March 31, 2012	$ 4,653,398	$ 1,587,929	$ 831,018	$ 7,072,345

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The Corporation s recorded investment in loans as of March 31, 2013 and December 31, 2012 related to each balance in the allowance for possible loan losses by portfolio segment and disaggregated on the basis of the Corporation s impairment methodology was as follows (in thousands):

March 31, 2013	Real Estate	Business Loans	Consumer	Total
Loans individually evaluated for specific impairment	$ 12,677	$ 2,577	$ 183	$ 15,437
Loans collectively evaluated for general impairment	284,787	43,310	27,233	355,331
	$ 297,464	$ 45,887	$ 27,416	$ 370,768

December 31, 2012	Real Estate	Business Loans	Consumer	Total
Loans individually evaluated for specific impairment	$ 13,760	$ 170	$ 212	$ 14,142
Loans collectively evaluated for general impairment	278,990	46,827	29,179	354,996
	$ 292,750	$ 46,997	$ 29,391	$ 369,138

Note 7. Recent Accounting Pronouncements

In February 2013, Financial Accounting Standards Board (FASB) issued an update to ASC 220, Comprehensive Income, (ASC 220) that requires a reporting entity to disclose information about reclassification adjustments from accumulated other comprehensive income in their financial statements on the face of the financial statement that presents comprehensive income or as a separate disclosure in the footnotes of the financial statements. This update to ASC 220 is effective prospectively for interim and annual reporting periods beginning after December 15, 2012, with early adoption permitted. The adoption of the update will impact disclosures only and is not expected to have a material impact on the financial position or results of operations of the Company.

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Note 8. Fair Value of Financial Instruments

The fair value topic of the ASC establishes a framework for measuring fair value and requires enhanced disclosures about fair value measurements. This topic clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. This topic also requires disclosure about how fair value was determined for assets and liabilities and establishes a hierarchy for which these assets and liabilities must be grouped, based on significant levels of inputs as follows:

Level 1	Quoted prices in active markets for identical assets or liabilities;
Level 2	Quoted prices in active markets for similar assets and liabilities and inputs that are observable for the asset or liability; or
Level 3	Unobservable inputs, such as discounted cash flow models or valuations.

The determination of where assets and liabilities fall within this hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following table presents assets and liabilities that are measured at fair value on a recurring basis as of March 31, 2013:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Totals
Securities available for sale				
Obligations of U. S. Government Agencies	$	$ 237,029,878	$	$ 237,029,878
Mortgage-backed Securities		34,395,432		34,395,432
State, county and municipal obligations		108,637,110		108,637,110
Other investments			2,805,689	2,805,689
Total	$	$ 380,062,420	$ 2,805,689	$ 382,868,109

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The following table presents assets and liabilities that are measured at fair value on a recurring basis as of December 31, 2012:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Totals
Securities available for sale				
Obligations of U. S. Government Agencies	$	$ 269,110,901	$	$ 269,110,901
Mortgage-backed Securities		38,421,301		38,421,301
State, county and municipal obligations		110,569,360		110,569,360
Other investments			2,806,253	2,806,253
Total	$	$ 418,101,562	$ 2,806,253	$ 420,907,815

The following table reports the activity for 2013 in assets measured at fair value on a recurring basis using significant unobservable inputs.

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Structured Financial Product
Balance at January 1, 2013	$ 2,806,253
Unrealized losses included in other comprehensive income	(564)
Balance at March 31, 2013	$ 2,805,689

The Corporation recorded no gains or losses in earnings for the period that were attributable to the change in unrealized gains or losses relating to assets still held at the reporting date.

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For assets measured at fair value on a nonrecurring basis during 2013 that were still held in the balance sheet at March 31, 2013, the following table provides the hierarchy level and the fair value of the related assets:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Totals
Impaired loans	$	$	$ 8,305,932	$ 8,305,932
Other real estate owned			1,563,957	1,563,957
Total	$	$	$ 9,869,889	$ 9,869,889

For assets measured at fair value on a nonrecurring basis during 2012 that were still held in the balance sheet at December 31, 2012, the following table provides the hierarchy level and the fair value of the related assets:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Totals
Impaired loans	$	$	$ 4,099,031	$ 4,099,031
Other real estate owned			2,469,110	2,469,110
Total	$	$	$ 6,568,141	$ 6,568,141

Impaired loans with a carrying value of $9,681,737 and $5,192,258 had an allocated allowance for loan losses of $1,375,805 and $1,093,227 at March 31, 2013 and December 31, 2012, respectively. The allocated allowance is based on the carrying value of the impaired loan and the fair value of the underlying collateral less estimated costs to sell.

Other real estate owned (OREO) acquired during the three-month period ended March 31, 2013, and recorded at fair value, less costs to sell, was $534,357, of which none was acquired and sold during this period. There have been no writedowns during the period on OREO previously acquired and still held. OREO acquired during 2012 and recorded at fair value, less costs to sell, was $1,697,450. Additional writedowns during 2012 on OREO acquired in previous years was $309,797 on 5 properties valued at $1,081,457.

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The financial instruments topic of the ASC requires disclosure of financial instruments fair values, as well as the methodology and significant assumptions used in estimating fair values. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instrument. The financial instruments topic of the ASC excludes certain financial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Corporation and may not be indicative of amounts that might ultimately be realized upon disposition or settlement of those assets and liabilities.

The following represents the carrying value and estimated fair value of the Corporation s financial instruments at March 31, 2013, and December 31, 2012:

March 31, 2013	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Financial assets					
Cash and due from banks	$ 30,334,781	$ 30,334,781	$	$	$ 30,334,781
Interest bearing deposits with banks	57,280,471	57,280,471			57,280,471
Securities available-for-sale	382,868,109		380,062,420	2,805,689	382,868,109
Net loans	363,560,970			363,478,660	363,478,660
Financial liabilities					
Deposits	$ 659,092,304	$ 416,786,250	$	$ 242,508,865	$ 659,295,115
Federal Home Loan Bank advances	68,500,000			70,438,441	70,438,441
Securities Sold under Agreement to Repurchase	71,484,028	71,484,028			71,484,028

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December 31, 2012	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Financial assets					
Cash and due from banks	$ 21,561,288	$ 21,561,288	$	$	$ 21,561,288
Interest bearing deposits with banks	16,228,747	16,228,747			16,228,747
Securities available-for-sale	420,907,815		418,101,562	2,806,253	420,907,815
Net loans	361,936,495			362,114,991	362,114,991
Financial liabilities					
Deposits	$ 642,549,338	$ 394,298,501	$	$ 248,464,899	$ 642,763,400
Federal Home Loan Bank advances	68,500,000			70,844,530	70,844,530
Securities Sold under Agreement to Repurchase	73,306,765	73,306,765			73,306,765

The fair value estimates, methods and assumptions used by the Corporation in estimating its fair value disclosures for financial statements were as follows:

Cash and Due from Banks and Interest Bearing Deposits with Banks

The carrying amounts reported in the balance sheet for these instruments approximate fair value because of their immediate and shorter-term maturities, which are considered to be three months or less when purchased.

Securities Available-for-Sale

Fair values for investment securities are based on quoted market prices, when available (Level 1). If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments (Level 2). When neither quoted prices nor comparable instruments are available, unobservable inputs are needed to form an expected future cash flow analysis to establish fair values (Level 3).

The Company owns certain beneficial interests in one collateralized debt obligation secured by community bank trust preferred securities. These interests do not trade in a liquid market, and therefore, market quotes are not a reliable indicator of their ultimate realizability. The Company utilizes a discounted cash flow model using inputs of (1) market yields of trust-preferred securities as the discount rate and (2) expected cash flows which are estimated using assumptions related to defaults, deferrals and prepayments to determine the fair values of these beneficial interests. Many of the factors that adjust the timing and extent of cash flows are based on judgment and not directly observable in the markets. Therefore, these fair values are classified as Level 3 valuations for accounting and disclosure purposes. Since observable transactions in these securities are extremely rare, the Company uses assumptions that a market participant would use in valuing these instruments. These assumptions primarily include cash flow estimates and market discount rates. The cash flow estimates are sensitive to the assumptions related to the ability of the issuers to pay the underlying trust preferred securities according to their terms. The market discount rates depend on transactions, which are rare given the lack of interest of investors in these types of beneficial interests.

Net Loans

For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. The fair values for other loans (i.e., commercial real estate and rental property mortgage loans, commercial and industrial loans, financial institution loans, and agricultural loans) are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality.

Deposits

The fair values for demand deposits, NOW and money market accounts and savings accounts are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). The carrying amounts for variable-rate, fixed-term money market accounts and time deposits approximate their fair values at the reporting date. Fair values for fixed-rate time deposits are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

Securities Sold Under Agreement to Repurchase

Due to the short term nature of these instruments, which is considered to be three months or less, the carrying amount is equal to the fair value.

Federal Home Loan Bank (FHLB) Borrowings

The fair value of FHLB advances is based on discounted cash flow analysis.

Off-Balance Sheet Instruments

The fair value of commitments to extend credit and letters of credit are estimated using fees currently charged to enter into similar agreements. The fees associated with these financial instruments are not material.

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CITIZENS HOLDING COMPANY

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

FORWARD LOOKING STATEMENTS

In addition to historical information, this Quarterly Report contains statements that constitute forward-looking statements and information within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are based on management s beliefs, plans, expectations and assumptions and on information currently available to management. The words may, should, expect, anticipate, intend, plan, continue, believe, seek, estimate and similar expressions used in this Qua do not relate to historical facts are intended to identify forward-looking statements. These statements appear in a number of places in this Quarterly Report, including, but not limited to, statements found in Item 1, Notes to Consolidated Financial Statements and in Item 2, Management s Discussion and Analysis of Financial Condition and Results of Operations. The Corporation notes that a variety of factors could cause the actual results or experience to differ materially from the anticipated results or other expectations described or implied by such forward-looking statements. The risks and uncertainties that may affect the operation, performance, development and results of the Corporation s business include, but are not limited to, the following: (a) the risk of adverse changes in business conditions in the banking industry generally and in the specific markets in which the Corporation operates; (b) changes in the legislative and regulatory environment that negatively impact the Corporation through increased operating expenses; (c) increased competition from other financial institutions; (d) the impact of technological advances; (e) expectations about the movement of interest rates, including actions that may be taken by the Federal Reserve Board in response to changing economic conditions; (f) changes in asset quality and loan demand; (g) expectations about overall economic strength and the performance of the economies in the Corporation s market area; and (h) other risks detailed from time to time in the Corporation s filings with the Securities and Exchange Commission. The Corporation does not undertake any obligation to update or revise any forward-looking statements subsequent to the date on which they are made.

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Management s discussion and analysis is intended to provide greater insight into the results of operations and the financial condition of Citizens Holding Company and its wholly owned subsidiary, The Citizens Bank of Philadelphia (the Bank and collectively with Citizens Holding Company, the Corporation). The following discussion should be read in conjunction with the consolidated financial statements and notes appearing elsewhere in this Quarterly Report.

LIQUIDITY

The Corporation has an asset and liability management program that assists management in maintaining net interest margins during times of both rising and falling interest rates and in maintaining sufficient liquidity. A measurement of liquidity is the ratio of net deposits and short-term liabilities divided by the sum of net cash, short-term investments and marketable assets. This measurement for liquidity of the Corporation at March 31, 2013, was 45.30% and at December 31, 2012, was 44.74%. Liquidity increased due to the increase in short term marketable assets being greater that the increase in core deposits at March 31, 2013. Management believes it maintains adequate liquidity for the Corporation s current needs.

The Corporation s primary source of liquidity is customer deposits, which were $659,092,304 at March 31, 2013, and $642,549,338 at December 31, 2012. Other sources of liquidity include investment securities, the Corporation s line of credit with the Federal Home Loan Bank (FHLB) and federal funds lines with correspondent banks. The Corporation had $382,868,109 invested in investment securities at March 31, 2013, and $420,907,815 at December 31, 2012. The Corporation also had $57,280,471 in interest bearing deposits at other banks at March 31, 2013 and $16,228,747 at December 31, 2012. The decrease in investment securities was offset by the increase in interest bearing deposits at other banks. The Corporation had secured and unsecured federal funds lines with correspondent banks in the amount of $37,500,000 at March 31, 2013 and December 31, 2012. In addition, the Corporation has the ability to draw on its line of credit with the FHLB. At March 31, 2013, the Corporation had unused and available $93,002,181 of its line of credit with the FHLB and at December 31, 2012, the Corporation had unused and available $96,139,520 of its line of credit with the FHLB. The decrease in the amount available under the Corporation s line of credit with the FHLB from the end of 2012 to March 31, 2013, was the result of a reduction in the amount of loans eligible for the collateral pool. The Corporation had no federal funds purchased as of March 31, 2013 and December 31, 2012. The Corporation usually purchases funds from correspondent banks on a temporary basis to meet short term funding needs.

When the Corporation has more funds than it needs for its reserve requirements or short-term liquidity needs, the Corporation increases its investment portfolio, increases the balances in interest bearing due from accounts or sells federal funds. It is management s policy to maintain an adequate portion of its portfolio of assets and liabilities on a short-term basis to insure rate flexibility and to meet loan funding and liquidity needs. When deposits decline or do not grow sufficiently to fund loan demand, management will seek funding either through federal funds purchased or advances from the FHLB.

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CAPITAL RESOURCES

The total stockholders equity was $87,903,723 at March 31, 2013, as compared to $88,868,830 at December 31, 2012. The reason for the decrease in stockholders equity was the decrease in the investment securities market value adjustment due to a decrease in the market value of the Corporation s investment portfolio partially offset by net earnings in excess of dividends paid. This market value decrease was due to general market conditions, specifically the increase in medium term interest rates, which caused a decrease in the market price of the investment portfolio.

Cash dividends in the amount of $1,071,095, or $0.22 per share, have been paid as of the end of the first quarter 2013.

Quantitative measures established by federal regulations to ensure capital adequacy require the Corporation to maintain minimum amounts and ratios of Total and Tier 1 capital (primarily common stock and retained earnings, less goodwill) to risk weighted assets, and of Tier 1 capital to average assets. Management believes that as of March 31, 2013, the Corporation meets all capital adequacy requirements to which it is subject.

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Actions Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of March 31, 2013						
Total Capital	$ 87,870,554	18.18%	$ 38,665,187	>8.00%	$ 48,331,484	>10.00%
(to Risk-Weighted Assets)						
Tier 1 Capital	81,819,327	16.93%	19,332,593	>4.00%	28,998,890	>6.00%
(to Risk-Weighted Assets)						
Tier 1 Capital	81,819,327	9.22%	35,515,668	>4.00%	44,394,585	>5.00%
(to Average Assets)						

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RESULTS OF OPERATIONS

The following table sets forth for the periods indicated, certain items in the consolidated statements of income of the Corporation and the related changes between those periods:

	For the Three Months Ended March 31, 2013	For the Three Months Ended March 31, 2012
Interest Income, including fees	$ 7,987,647	$ 8,898,990
Interest Expense	1,232,226	1,510,589
Net Interest Income	6,755,421	7,388,401
Provision for Loan Losses	174,509	535,680
Net Interest Income after Provision for Loan Losses	6,580,912	6,852,721
Other Income	1,680,991	1,609,599
Other Expense	6,557,164	6,410,267
Income Before Provision For Income Taxes	1,704,739	2,052,053
Provision for Income Taxes	290,293	388,887
Net Income	$ 1,414,446	$ 1,663,166
Net Income Per share - Basic	$ 0.29	$ 0.34
Net Income Per Share - Diluted	$ 0.29	$ 0.34

See Note 3 to the Corporation s Consolidated Financial Statements for an explanation regarding the Corporation s calculation of Net Income Per Share - basic and - diluted.

Annualized return on average equity (ROE) was 6.59% for the three months ended March 31, 2013, and 7.68% for the corresponding period in 2012. This decrease in ROE was caused by an increase in average equity and a decrease in net income.

The book value per share decreased to $17.93 at March 31, 2013, compared to $18.28 at December 31, 2012. The decrease in book value per share reflects the decrease in other comprehensive income due to the decrease in fair value of the Corporation s investment securities and the decrease in the amount of earnings in excess of dividends. Average assets for the three months ended March 31, 2013, were $891,068,801 compared to $842,455,950 for the year ended December 31, 2012.

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NET INTEREST INCOME / NET INTEREST MARGIN

One component of the Corporation s earnings is net interest income, which is the difference between the interest and fees earned on loans and investments and the interest paid for deposits and borrowed funds. The net interest margin is net interest income expressed as a percentage of average earning assets.

The annualized net interest margin was 3.52% for the first quarter of 2013 compared to 4.10% for the corresponding period of 2012. The decrease in net interest margin from 2012 to 2013 is the result of a decrease in yields on earning assets outpacing the decrease in rates paid on deposits and borrowed funds, offset partially by an increase in average earning assets, as detailed below. Earning assets averaged $810,788,354 for the three months ended March 31, 2013. This represents an increase of $53,280,637, or 7.0%, over average earning assets of $757,507,717 for the three month period ended March 31, 2012. The increase in earning assets for the three months ended March 31, 2013, is the result of an increase in interest bearing deposits at due from banks and a small increase in loans offset partially by a decrease in investment securities due to calls in securities late in the period that were not reinvested until the next period.

Interest bearing deposits averaged $538,659,998 for the three months ended March 31, 2013. This represents an increase of $75,068,487, or 16.2%, from the average of interest bearing deposits of $463,591,511 for the three-month period ended March 31, 2012. This was due, in large part, to an increase in interest-bearing NOW and money market accounts offset by a decrease in certificates of deposit.

Other borrowed funds averaged $139,290,639 for the three months ended March 31, 2013. This represents a decrease of $34,402,825, or 19.8%, over the other borrowed funds of $173,693,464 for the three-month period ended March 31, 2012. This decrease in other borrowed funds was due to a $26,234,547 decrease in securities sold under agreement to repurchase, a $30,915 decrease in the Agribusiness Enterprise Loan Liability, a $3,192,308 decrease in Federal Funds Purchased and a decrease in the FHLB advances of $4,945,055 for the three-month period ended March 31, 2013, when compared to the three-month period ended March 31, 2012.

Net interest income was $6,755,421 for the three-month period ended March 31, 2013, a decrease of $632,980 from $7,388,401 for the three-month period ended March 31, 2012, primarily due to changes in rate. The changes in volume in earning assets and in deposits and in borrowed funds are discussed above. As to changes in rate in the three-month period ended March 31, 2013, the yield on earning assets decreased more than the rates paid on deposits and borrowed funds decreased from the same period in 2012. The yield on all interest bearing assets decreased 77 basis points to 4.13% in the first quarter of 2013 from 4.90% for the same period in 2012. At the same time, the rate paid on all interest bearing liabilities for the first quarter of 2013 decreased by 22 basis points to 0.73% from 0.95% in the same period of 2012. As longer term interest bearing assets and liabilities mature and reprice, management believes that the yields on interest bearing assets and rates on interest bearing liabilities will both decrease.

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The following table shows the interest and fees and corresponding yields for loans only.

	For the Three Months Ended March 31,	
	2013	2012
Interest and Fees	$ 5,199,181	$ 5,972,237
Average Loans	370,197,522	388,208,707
Annualized Yield	5.62%	6.15%

The decrease in interest rates in the three-month period ended March 31, 2013, reflects the decrease in all loan interest rates for both new and refinanced loans in the period.

CREDIT LOSS EXPERIENCE

As a natural corollary to the Corporation s lending activities, some loan losses are to be expected. The risk of loss varies with the type of loan being made and the overall creditworthiness of the borrower over the term of the loan. The degree of perceived risk is taken into account in establishing the structure of, and interest rates and security for, specific loans and for various types of loans. The Corporation attempts to minimize its credit risk exposure by use of thorough loan application and approval procedures.

The Corporation maintains a program of systematic review of its existing loans. Loans are graded for their overall quality. Those loans, which the Corporation s management determines require further monitoring and supervision, are segregated and reviewed on a regular basis. Significant problem loans are reviewed on a monthly basis by the Corporation s Board of Directors.

The Corporation charges off that portion of any loan that management has determined to be a loss. A loan is generally considered by management to represent a loss in whole or in part when exposure beyond the collateral value is apparent, servicing of the unsecured portion has been discontinued or collection is not anticipated based on the borrower s financial condition. The general economic conditions in the borrower s industry influence this determination. The principal amount of any loan that is declared a loss is charged against the Corporation s allowance for loan losses.

The Corporation s allowance for loan losses is designed to provide for loan losses that can be reasonably anticipated. The allowance for loan losses is established through charges to operating expenses in the form of provisions for loan losses. Actual loan losses or recoveries are charged or credited to the allowance for loan losses. Management of the Corporation determines the amount of the allowance. Among the factors considered in determining the allowance for loan losses are the current financial condition of the Corporation s borrowers and the value of security, if any, for their loans. Estimates of future economic conditions and their impact on various industries and individual borrowers are also taken into consideration, as are the Corporation s historical loan loss experience and reports of banking regulatory authorities. As these estimates, factors and evaluations are primarily judgmental, no assurance can be given as to whether the Corporation will sustain loan losses in excess or below its allowance or that subsequent evaluation of the loan portfolio may not require material increases or decreases in such allowance.

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The following table summarizes the Corporation s allowance for loan losses for the dates indicated:

	Quarter Ended March 31, 2013	Year Ended December 31, 2012	Amount of Increase (Decrease)	Percent of Increase (Decrease)
BALANCES:				
Gross Loans	$ 370,767,224	$ 369,138,109	$ 1,629,115	0.44%
Allowance for Loan Losses	6,834,575	6,954,269	(119,694)	-1.72%
Nonaccrual Loans	15,436,537	14,141,887	1,294,650	9.15%
Ratios:				
Allowance for loan losses to gross loans	1.84%	1.88%		
Net loans charged off to allowance for loan losses	4.30%	18.30%		

The provision for loan losses for the three months ended March 31, 2013, was $174,509, a decrease of $361,171 from the $535,680 provision for the same period in 2012. The decrease in our loan loss provisions for the three month period is a result of a decrease in loan losses recorded for the respective periods and management s assessment of inherent loss in the loan portfolio, including the impact caused by current local, national and global economic conditions. The Corporation s model used to calculate the provision is based on the percentage of historical charge-offs applied to the current loan balances by loan segment and specific reserves applied to certain impaired loans. Nonaccrual loans increased during this period due to the addition of a commercial loan in the amount of $2,411,247 being added to the list offset partially by loans being paid down.

For the three months ended March 31, 2013, net loan losses charged to the allowance for loan losses totaled $294,203, an increase of $149,456 from the $144,747 charged off in the same period in 2012. This increase was due to an increase in the amount of real estate loans charged off in 2013 when compared to the same period in 2012.

Management reviews with the Board of Directors the adequacy of the allowance for loan losses on a quarterly basis. The loan loss provision is adjusted when specific items reflect a need for such an adjustment. Management believes that there were no material loan losses during the first three months of 2013 that have not been charged off. Management also believes that the Corporation s allowance will be adequate to absorb probable losses inherent in the Corporation s loan portfolio. However, in light of overall economic conditions in the Corporation s geographic area, the nation and internationally, as a whole, it is possible that additional provisions for loan loss may be required.

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OTHER INCOME

Other income includes service charges on deposit accounts, wire transfer fees, safe deposit box rentals and other revenue not derived from interest on earning assets. Other income for the three months ended March 31, 2013, was $1,680,991, an increase of $71,392, or 4.4%, from the same period in 2012. Service charges on deposit accounts increased by $43,207, or 5.1%, to $890,857 in the three months ended March 31, 2013, compared to $847,650 for the same period in 2012. Other service charges and fees increased by $24,331, or 5.7%, in the three months ended March 31, 2013, compared to the same period in 2012. The difference in fee income was the result of fluctuations in volume and not a direct result of fee changes.

The following is a detail of the other major income classifications that are included in Other Income on the income statement:

Other Income	Three months ended March 31, 2013	2012
BOLI Insurance	$ 120,000	$ 120,000
Mortgage Loan Origination Income	120,244	116,229
Income from Security Sales, net		28,692
Other Income	96,963	68,432
Total Other Income	$ 337,207	$ 333,353

OTHER EXPENSES

Other expenses include salaries and employee benefits, occupancy and equipment, and other operating expenses. Aggregate non-interest expenses for the three-month period ended March 31, 2013 and 2012 were $6,557,164 and $6,410,267, respectively, an increase of $146,897, or 2.3%, from 2012 to 2013. Salaries and benefits decreased to $3,306,170 for the three months ended March 31, 2013, from $3,559,704 for the same period in 2012. This represents a decrease of $253,534, or 7.1%. This decrease was the result of decreases in the cost of employee benefits paid by the Corporation and a reduction in the number of employees. Occupancy expense increased by $81,202, or 7.9%, to $1,112,511 for the three months ended March 31, 2013, when compared to the same period of 2012. This increase is due in part to an increase in office and equipment rental, property taxes and service costs. Other operating expenses increased by $319,229 from 2013 to 2012. A detail of the major expense classifications is set forth below.

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The following is a detail of the major expense classifications that make up the other operating expense line item in the income statement:

Other Operating Expense	Three months ended March 31, 2013	2012
Intangible Amortization	$	$ 46,173
Advertising	146,168	162,610
Office Supplies	134,471	114,058
Legal and Audit Fees	99,250	104,825
Telephone expense	110,767	119,040
Postage and Freight	117,643	136,683
Loan Collection Expense	220,611	103,175
Other Losses	154,032	12,723
FDIC and State Assessment	331,395	311,450
Debit Card/ATM expense	169,551	192,062
Travel and Convention	45,395	52,563
Other expenses	609,200	463,892
Total Other Expense	$ 2,138,483	$ 1,819,254

The Corporation s efficiency ratio for the three months ended March 31, 2013, was 74.95% compared to the 68.90% for the same period in 2012. The efficiency ratio is the ratio of non-interest expenses divided by the sum of net interest income (on a fully tax equivalent basis) and non-interest income.

BALANCE SHEET ANALYSIS

	March 31, 2013	December 31, 2012	Amount of Increase (Decrease)	Percent of Increase (Decrease)
Cash and Due From Banks	$ 30,334,791	$ 21,561,288	$ 8,773,503	40.69%
Interest Bearing deposits with Other Banks	57,280,471	16,228,747	41,051,724	252.96%
Investment Securities	382,868,109	420,907,815	(38,039,706)	-9.04%
Loans, net	363,560,970	361,936,495	1,624,475	0.45%
Total Assets	894,636,869	880,839,898	13,796,971	1.57%
Total Deposits	659,092,304	642,549,338	16,542,966	2.57%
Total Stockholders Equity	87,903,723	88,868,830	(965,107)	-1.09%

CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of cash, balances at correspondent banks, interest bearing deposits with other banks and items in process of collection. The balance at March 31, 2013 was $87,615,262, an increase of $49,825,227 from the balance of $37,790,035 at December 31, 2012, due to an increase in the balances at correspondent banks due to an increase in the amount of the month ending cash letter and by an increase in the balances of interest bearing deposits with other banks.

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PREMISES AND EQUIPMENT

During the period ended March 31, 2013, premises and equipment decreased by $232,065, or 1.2%, to $19,193,227 when compared to $19,425,292 at December 31, 2012. The decrease was due to the amount of depreciation exceeding the addition of property and equipment in the normal course of business.

INVESTMENT SECURITIES

The investment securities portfolio primarily consists of United States agency debentures, mortgage-backed securities and obligations of states, counties and municipal. Investments at March 31, 2013, decreased $38,039,706, or 9.0%, to $382,868,109 from $420,907,815 at December 31, 2012. This decrease is due to a large number of called securities close to the end of the quarter that were not reinvested until the next month.

LOANS

The loan balance increased by $1,624,475 during the three months ended March 31, 2013, to $363,560,970 from $361,936,495 at December 31, 2012. Loan demand, especially in business loan and consumer loan categories, remained weak during the first three months of 2013. No material changes were made to the loan products offered by the Corporation during this period.

DEPOSITS

The following table shows the balance and percentage change in the various deposits:

	March 31, 2013	December 31, 2012	Amount of Increase (Decrease)	Percent of Increase (Decrease)
Noninterest-Bearing Deposits	$ 120,186,091	$ 119,946,574	$ 239,517	0.20%
Interest-Bearing Deposits	247,218,296	228,111,275	19,107,021	8.38%
Savings Deposits	49,381,863	46,240,652	3,141,211	6.79%
Certificates of Deposit	242,306,054	248,250,837	(5,944,783)	-2.39%
Total Deposits	$ 659,092,304	$ 642,549,338	$ 16,542,966	2.57%

Interest-bearing deposits and savings increased while noninterest-bearing deposits and certificates of deposit decreased during the three months ended March 31, 2013. Management continually monitors the interest rates on loan and deposit products to ensure that the Corporation is in line with the rates dictated by the market and our asset and liability management. These rate adjustments impact deposit balances.

OFF-BALANCE SHEET ARRANGEMENTS

Refer to Note 2 to the consolidated financial statements included in this report for a discussion of the nature and extent of the Corporation s off-balance sheet arrangements, which consist of commitments to fund loans and letters of credit.

CONTRACTUAL OBLIGATIONS

There have been no material changes outside of the ordinary course of the Corporation s business to the contractual obligations set forth in Note 12 to the Corporation s financial statements contained in the Corporation s Annual Report on Form 10-K for the year ended December 31, 2012.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

The following discussion outlines specific risks that could affect the Corporation s ability to compete, change the Corporation s risk profile or eventually impact the Corporation s financial results. The risks the Corporation faces generally are similar to those experienced, to varying degrees, by all financial services companies.

The Corporation s strategies and its management s ability to react to changing competitive and economic environments have historically enabled the Corporation to compete effectively and manage risks to acceptable levels. The Corporation has outlined potential risk factors below that it presently believe could be important; however, other risks may prove to be important in the future. New risks may emerge at any time and the Corporation cannot predict with certainty all potential developments which could affect the Corporation s financial performance. The following discussion highlights potential risks, which could intensify over time or shift dynamically in a way that might change the Corporation s risk profile.

Competition Risks

The market in which the Corporation competes is saturated with community banks seeking to provide a service oriented banking experience to individuals and businesses compared with what the Corporation believes is the more rigid and less friendly environment found in large banks. This requires the Corporation to offer most, if not all, of the products and conveniences that are offered by the larger banks with a service differentiation. In doing so, it is imperative that the Corporation identify the lines of business that the Corporation can excel in, prudently utilize the Corporation s available capital to acquire the people and platforms required thereof and execute on the strategy.

Credit Risks

Like all lenders, the Corporation faces the risk that the Corporation s customers may not repay their loans and that the realizable value of collateral may be insufficient to avoid a loss of principal. In the Corporation s business, some level of credit loss is unavoidable and overall levels of credit loss can vary over time. Our ability to manage credit risks depends primarily upon the Corporation s ability to assess the creditworthiness of customers and the value of collateral, including real estate. The Corporation controls credit risk by diversifying the Corporation s loan portfolio and managing its composition, and by recording and managing an allowance for expected loan losses in accordance with applicable accounting rules. At the end of March 31, 2013, the Corporation had $6.835 million of available reserves to cover such losses. The models and approaches the Corporation uses to originate and manage loans are regularly updated to take into account changes in the competitive environment, in real estate prices and other collateral values, and in the economy, among other things based on the Corporation s experience originating loans and servicing loan portfolios.

Financing, Funding and Liquidity Risks

One of the most important aspects of management s efforts to sustain long-term profitability for the Corporation is the management of interest rate risk. Management s goal is to maximize net interest income within acceptable levels of interest-rate risk and liquidity.

The Corporation s assets and liabilities are principally financial in nature and the resulting earnings thereon are subject to significant variability due to the timing and extent to which the Corporation can reprice the yields on interest-earning assets and the costs of interest bearing liabilities as a result of changes in market interest rates. Interest rates in the financial markets affect the Corporation s decisions on pricing its assets and liabilities which impacts net interest income, an important cash flow stream for the Corporation. As a result, a substantial part of the Corporation s risk-management activities are devoted to managing interest-rate risk. Currently, the Corporation does not have any significant risks related to foreign exchange, commodities or equity risk exposures.

Interest Rate and Yield Curve Risks

A significant portion of the Corporation s business involves borrowing and lending money. Accordingly, changes in interest rates directly impact the Corporation s revenues and expenses, and potentially could compress the Corporation s net interest margin. The Corporation actively manages its balance sheet to control the risks of a reduction in net interest margin brought about by ordinary fluctuations in rates.

Like all financial services companies, the Corporation faces the risks of abnormalities in the yield curve. The yield curve simply shows the interest rates applicable to short and long term debt. The curve is steep when short-term rates are much lower than long-term rates: it is flat when short-term rates are equal, or nearly equal, to long-term rates: and it is inverted when short-term rates exceed long-term rates. Historically, the yield curve is positively sloped. A flat or inverted yield curve tends to decrease net interest margin, as funding costs increase relative to the yield on assets. Currently, the yield curve is positively sloped.

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Regulatory and Legal Risks

The Corporation operates in a heavily regulated industry and therefore is subject to many banking, deposit, and consumer lending regulations in addition to the rules applicable to all companies publicly traded in the U.S. securities markets. Failure to comply with applicable regulations could result in financial, structural, and operational penalties. In addition, efforts to comply with applicable regulations may increase the Corporation s costs and, or limit the Corporation s ability to pursue certain business opportunities. Federal and state regulations significantly limit the types of activities in which the Corporation, as a financial institution, may engage. In addition, the Corporation is subject to a wide array of other regulations that govern other aspects of how the Corporation conducts business, such as in the areas of employment and intellectual property. Federal and state legislative and regulatory authorities occasionally consider changing these regulations or adopting new ones. Such actions could limit the amount of interest or fees the Corporation can charge, could restrict the Corporation s ability to collect loans or realize on collateral or could materially affect us in other ways. Additional federal and state consumer protection regulations also could expand the privacy protections afforded to customers of financial institutions, restricting the Corporation s ability to share or receive customer information and increasing the Corporation s costs. In addition, changes in accounting rules can significantly affect how the Corporation records and reports assets, liabilities, revenues, expenses and earnings.

The Corporation also faces litigation risks from customers (individually or in class actions) and from federal or state regulators. Litigation is an unavoidable part of doing business, and the Corporation manages those risks through internal controls, personnel training, insurance, litigation management, the Corporation s compliance and ethics processes and other means. However, the commencement, outcome and magnitude of litigation cannot be predicted or controlled with certainty.

Accounting Estimate Risks

The preparation of the Corporation s consolidated financial statements in conformity with United States generally accepted accounting principles requires management to make significant estimates that affect the financial statements. The Corporation s most critical estimate is the level of the allowance for credit losses. However, other estimates occasionally become highly significant, especially in volatile situations such as litigation and other loss contingency matters. Estimates are made at specific points in time; as actual events unfold, estimates are adjusted accordingly. Due to the inherent nature of these estimates, it is possible that, at some time in the future, the Corporation may significantly increase the allowance for credit losses or sustain credit losses that are significantly higher than the provided allowance, or the Corporation may make some other adjustment that will differ materially from the estimates that the Corporation makes today.

Expense Control

Expenses and other costs directly affect the Corporation s earnings. The Corporation s ability to successfully manage expenses is important to its long-term profitability. Many factors can influence the amount of the Corporation s expenses, as well as how quickly they grow. As the Corporation s businesses change or expand, additional expenses can arise from asset purchases, structural reorganization evolving business strategies, and changing regulations, among other things. The Corporation manages expense growth and risk through a variety of means, including actual versus budget management, imposition of expense authorization, and procurement coordination and processes.

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ITEM 4. CONTROLS AND PROCEDURES.

The management of the Corporation, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures in ensuring that the information required to be disclosed in our filings under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms, including ensuring that such information is accumulated and communicated to the Corporation s management as appropriate to allow timely decision regarding required disclosure. Based on such evaluation, our principal executive officer and principal financial officer have concluded that such disclosure controls and procedures were effective as of March 31, 2013 (the end of the period covered by this Quarterly Report on Form 10-Q).

There were no changes to the Corporation s internal control over financial reporting that occurred in the three months ended March 31, 2013, that have materially affected, or are reasonably likely to materially affect, the Corporation s internal control over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1A. RISK FACTORS.

The Corporation is supplementing the risk factors that appear in Part I, Item 1A., Risk Factors, of the Corporation s Annual Report on Form 10-K for the year ended December 31, 2012, to include the following:

Changes in interest rates could make it difficult to maintain our current interest income spread and could result in reduced earnings.

Our earnings are largely derived from net interest income, which is interest income and fees earned on loans and investments, less interest paid on deposits and other borrowings. Interest rates are highly sensitive to many factors that are beyond the control of our management, such as general economic conditions and the policies of various governmental and regulatory authorities. An unanticipated rapid decrease or increase in interest rates could have an adverse effect on the spreads between the interest rates earned on assets and the rates of interest paid on liabilities, and therefore on the level of net interest income. Further, substantially higher interest rates generally reduce loan demand and may result in slower loan growth than previously experienced. Due to concerns regarding the federal debt ceiling, one credit rating agency has downgraded the credit rating of the federal government, and others may as well, which could result in increased interest rates generally. For the reasons set forth above, an increase in interest rates generally as a result of such a credit rating downgrade could adversely affect our net interest income levels, thereby resulting in reduced earnings, and reduce loan demand.

ITEM 6. EXHIBITS.
Exhibits

31(a)	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a).
31(b)	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a).
32(a)	Certification of the Chief Executive Officer pursuant to 18 U.S.C. § 1350.
32(b)	Certification of the Chief Financial Officer pursuant to 18 U.S.C. § 1350.
101	The following financial information from Citizens Holding Company s Quarterly Report on Form 10-Q for the period ended March 31, 2013, filed with the SEC on May 10, 2013, formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Statements of Condition as of March 31, 2013 (Unaudited) and December 31, 2012; (ii) the Consolidated Statements of Income for the three months ended March 31, 2013 (Unaudited) and 2012 (Unaudited); (iii) the Consolidated Statements of Comprehensive Income for the three months ended March 31, 2013 (Unaudited) and 2012 (Unaudited); (iv) the Consolidated Statements of Cash Flows for the three months ended March 31, 2013 (Unaudited) and 2012 (Unaudited); and (v) Notes to Consolidated Financial Statements, tagged as blocks of text (Unaudited).*

* Pursuant to Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be deemed part of a registration statement, prospectus or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filings.

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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, thereunto duly authorized.

CITIZENS HOLDING COMPANY

BY: /s/ Greg L. McKee
Greg L. McKee
President and Chief Executive Officer
(Principal Executive Officer)

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

DATE: May 7, 2013

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EXHIBIT INDEX

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