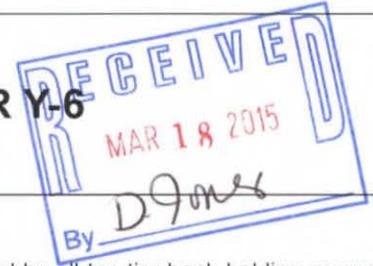


Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6



Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, **Greg McKee**

Name of the Holding Company Director and Official  
**President, Director and CEO**

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

*With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.*

*Greg L. McKee*  
 Signature of Holding Company Director and Official  
 03/17/2015  
 Date of Signature

For holding companies *not* registered with the SEC—  
 Indicate status of Annual Report to Shareholders:  
 is included with the FR Y-6 report  
 will be sent under separate cover  
 is not prepared

For Federal Reserve Bank Use Only

RSSD ID 1083475  
 C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):

**December 31, 2014**

Month / Day / Year

*N/A*

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

**Citizens Holding Company**

Legal Title of Holding Company

**521 Main Street / P O Box 209**

(Mailing Address of the Holding Company) Street / P.O. Box

**Philadelphia**

**MS**

**39350**

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**Robert T. Smith**

**Treasurer and CFO**

Name

Title

**601-389-3302**

Area Code / Phone Number / Extension

**601-656-4264**

Area Code / FAX Number

**rsmith@tcbphila.com**

E-mail Address

**www.citizensholdingcompany.com**

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

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Citizens Holding Company  
Philadelphia, Mississippi  
Fiscal Year Ending December 31, 2014

Report Item

1: The BHC is registered with the Securities and Exchange Commission.

2A: Organizational chart



All entities are organized and incorporated in the State of Mississippi.

2B: Domestic Branch Listing

Domestic Branch Listing was emailed to the FRB on March 17, 2015. A copy is attached for your convenience.

**Results:** A list of branches for your holding company: CITIZENS HOLDING COMPANY (1083475) of PHILADELPHIA, MS. The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

**Reconciliation and Verification Steps**

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

**Actions**

- OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
- Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
- Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
- Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
- Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

**Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information. If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

**Note:**

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	29636	CITIZENS BANK OF PHILADELPHIA, THE	521 MAIN STREET	PHILADELPHIA	MS	39350	NESHOPA	UNITED STATES	7752		0	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	4651941	BILOXI CEDAR LAKE BRANCH	1765 POPPS FERRY ROAD	BILOXI	MS	39532	HARRISON	UNITED STATES	Not Required	Not Required		CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	4661472	BILOXI LEMOYNE BOULEVARD BRANCH	15309 LEMOYNE BOULEVARD	BILOXI	MS	39532	JACKSON	UNITED STATES	Not Required	Not Required		CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	448031	CARTHAGE MAIN OFFICE	301 W MAIN STREET	CARTHAGE	MS	39051	LEAKE	UNITED STATES	482988		25	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	4115171	COLLINSVILLE BRANCH	9065 COLLINSVILLE ROAD	COLLINSVILLE	MS	39325	LAUDERDALE	UNITED STATES	466529		19	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	1836840	DE KALB BRANCH	176 MAIN AVENUE	DE KALB	MS	39328	KEMPER	UNITED STATES	226669		10	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	110338	DECATUR BRANCH	15220 HIGHWAY 15 SOUTH	DECATUR	MS	39327	NEWTON	UNITED STATES	225737		14	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	4395937	FLOWOOD BRANCH	5419 HIGHWAY 25, SUITE Q	FLOWOOD	MS	39232	RANKIN	UNITED STATES	526576		26	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	914031	FOREST BRANCH	247 WOODLAND DRIVE NORTH	FOREST	MS	39074	SCOTT	UNITED STATES	225744		15	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	3817021	HATTIESBURG BRANCH	6222 HIGHWAY 98 WEST	HATTIESBURG	MS	39402	FORREST	UNITED STATES	481545		24	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	2186485	KOSCIUSKO OFFICE	775 NORTH JACKSON STREET	KOSCIUSKO	MS	39090	ATTALA	UNITED STATES	44679		11	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	852441	INDUSTRIAL BRANCH	803 SOUTH CHURCH AVENUE	LOUISVILLE	MS	39339	WINSTON	UNITED STATES	238274		18	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	728340	LOUISVILLE BRANCH	100 EAST MAIN STREET	LOUISVILLE	MS	39339	WINSTON	UNITED STATES	10688		16	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	4115153	BROADMOOR BRANCH	5015 HIGHWAY 493	MERIDIAN	MS	39305	LAUDERDALE	UNITED STATES	471123		22	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	3068720	EASTGATE BRANCH	1825 HIGHWAY 39 NORTH	MERIDIAN	MS	39301	LAUDERDALE	UNITED STATES	360899		13	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	537346	NOXAPATER BRANCH	45 MAIN STREET	NOXAPATER	MS	39346	WINSTON	UNITED STATES	238273		17	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	98333	EAST SIDE BRANCH	599 EAST MAIN STREET	PHILADELPHIA	MS	39350	NESHOPA	UNITED STATES	226668		5	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	30931	NORTH SIDE BRANCH	802 PECAN AVENUE	PHILADELPHIA	MS	39350	NESHOPA	UNITED STATES	226665		2	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	31433	WEST SIDE BRANCH	912 WEST BEACON STREET	PHILADELPHIA	MS	39350	NESHOPA	UNITED STATES	226664		1	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	2289555	SCOOBA BRANCH	27597 HIGHWAY 16 EAST	SCOOBA	MS	39358	KEMPER	UNITED STATES	219075		12	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	581433	SEBASTOPOL BRANCH	24 PINE STREET	SEBASTOPOL	MS	39359	SCOTT	UNITED STATES	258		8	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	3654703	STARKVILLE BRANCH	201 HIGHWAY 12 WEST	STARKVILLE	MS	39759	OKTIBBEHA	UNITED STATES	468548		20	CITIZENS BANK OF PHILADELPHIA, THE	29636
OK		Full Service	562638	UNION BRANCH	502 BANK STREET	UNION	MS	39365	NEWTON	UNITED STATES	226667		4	CITIZENS BANK OF PHILADELPHIA, THE	29636

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**Report Item 3: Securities holders**

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-14

Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ended 12-31-14

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
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(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
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The Molpus Company and Richard H. Molpus, Jr. Philadelphia, MS	USA	451,528- 9.3% Common Stock
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NONE

Herbert A. King Starkville, MS	USA	273,993 - 5.6% Common Stock 12,000 - 0.25% Options on Common Stock
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**Report Item 4: Insiders**

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (include partnerships) If 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Don L. Fulton Philadelphia, MS	General Construction W. G. Yates and Sons, Construction Co, Inc.	Director	Director The Citizens Bank	Corporate PERT Coordinator W. G. Yates and Sons	0.47%	None	N/A
Daniel Adam Mars Philadelphia, MS	Business Manager	Director	Director The Citizens Bank	Business Manager Mars, Mars & Chalmers, Attorneys	0.32%	None	Adam Mars Realty 100%
Herbert A. King Starkville, MS	Engineer	Director	Director The Citizens Bank	Engineer, King Engineering, Inc.	5.62%	None	N/A
Greg L. McKee Philadelphia, MS	N/A	Director, President & CEO	Director, President & CEO The Citizens Bank	N/A	0.73%	None	N/A
David A. King Philadelphia, MS	Proprietor, Auto Parts supply store	Director	Director The Citizens Bank	Proprietor, Philadelphia Motor Company	2.86%	None	Philadelphia Motor Co. 100%
V. Craig Dungan, MD Meridian, MS	Physician	Director	Director The Citizens Bank	Physician Meridian Gastroenterology Clinic	0.99%	None	N/A

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**Report Item 4: Insiders**

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (include partnerships) If 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
David P. Webb Madison, MS	Attorney	Director	Director The Citizens Bank	Attorney, Phelps Dunbars LLP	0.35%	None	N/A
Donald L Kilgore Philadelphia, MS	Attorney	Director	Director The Citizens Bank	Special Assistant Attorney General State of Mississippi	0.14%	None	N/A
A. T. Williams Philadelphia, MS	Certified Public Accountant	Director	Director The Citizens Bank	A. T. Williams, CPA	0.22%	None	N/A
Terrell E. Winstead Union, MS	Chief Financial Officer	Director	Director The Citizens Bank	Chief Financial Officer Molpus Woodlands Group	0.34%	None	N/A
Robert T. Smith Philadelphia, MS	N/A	Treasurer & CFO	Senior Vice-President & CFO The Citizens Bank	N/A	0.38%	None	N/A