

revised

Board of Governors of the Federal Reserve System



Org rec: 3/19/13

Annual Report of Bank 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 CFR 211.13(c)); and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)). 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 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 CFR 211.23). 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 Bank Holding Companies must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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.

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

December 31, 2012

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Citizens Community Bancshares, Inc.

Legal Title of Bank Holding Company

1418 Dinah Shore Blvd.

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

Winchester, TN 37398

City / State / Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Mona Swann, Vice President

Name / Title

931-967-3342

Area Code / Phone Number

931-967-4761

FAX Number

MSWANN@CCBank.net

E-mail Address

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

Dennis Walker, President and CEO

Name and Title of the Bank Holding Company Director and Official

attest that the Annual Report of Bank Holding Companies (including the supporting attachments) for this report date have 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 CFR Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Dennis Walker

Signature of Bank Holding Company Director and Official

3/13/13

Date of Signature

For bank 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 Number

2354305

C.I.

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

EXHIBIT A

CITIZENS COMMUNITY BANCSHARES, INC.

ALL INCORPORATED IN THE STATE OF TENNESSEE

Organization Chart

December 31, 2012

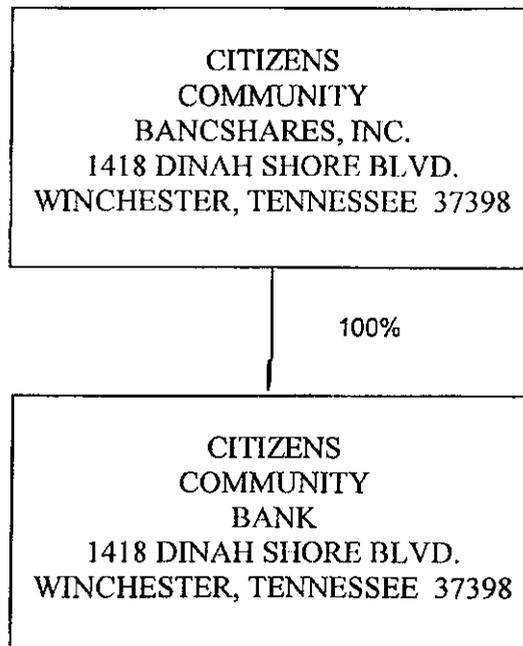


EXHIBIT B**CITIZENS COMMUNITY BANCSHARES, INC.**Security Holders With More Than 5 Percent
of Voting Common Stock

December 31, 2012

<u>(1)(a) Name and Address</u>	<u>(1)(b) Country of Citizenship</u>	<u>(1)(c) Number of Voting Shares Owned</u>	<u>Percentage</u>
Eddie Tinsley Estill Springs, TN	USA	37,017	8.98%
Philip McAfee Decherd, TN	USA	44,237	10.73%

(2) N/A

No additional Shareholders will hold 5% of voting stock after exercising any warrants, options, etc.

(2) Citizens Community Bank
534 Main Street
Huntland, TN 37345

Citizens Community Bank
2176 Decherd Blvd
Decherd, TN 37324

CITIZENS COMMUNITY BANCSHARES, INC.

EXHIBIT C

Insiders

December 31, 2012

Name and Address	Citizens Community Bancshares, Inc.	Citizens Community Bank	Other Business	Position Other Business	Principal Occupation	Percentage of Citizens Community Bancshares, Inc. Shares Owned	Percentage of Citizens Community Bank Shares Owned	Other Business	
								Percent	Name Of Business
Mike Lynch Winchester, TN 37398	Chairman	Chairman	Lynch, Lynch & Lynch	Partner	Attorney	1.94	None	33	Lynch, Lynch & Lynch
			Lynch Hereford Farms	Owner				33	Lynch Hereford Farms
			Lynch Properties Farms	Owner				100	Lynch Properties
William Anderton Winchester, TN 37398	Director	Director	Winton Realty Winchester Storage	Owner	Realtor	.90	None	100	Winton Realty
			SAW Rental	Owner				100	Winchester Storage
				Partner				50	SAW Rental
Steve Collins Winchester, TN 37398	Director	Director	None	None	None	1.25	None	N/A	None
Phil Hall Winchester, TN 37398	Director	Director	DPK	Partner	None	1.36	None	N/A	None
Eddie Tinsley Estill Springs, TN 37330	Director	Director	Tinsley Asphalt	Partner	Road Const.	8.98	None	33	Tinsley Asphalt
			Tinsley Asphalt Products	Partner				33	Tinsley Asphalt Products
			TN Valley Ready Mix, LLC	Partner				10	TN Valley Ready Mix, LLC
			Curbers, Inc.	Partner				20	20 Curbers, Inc.

CITIZENS COMMUNITY BANCSHARES, INC.

EXHIBIT C, CONTINUED

Insiders

December 31, 2011

Name and Address	Citizens Community Bancshares, Inc.	Citizens Community Bank	Other Business	Position Other Business	Principal Occupation	Percentage of Citizens Community Bancshares, Inc. Shares Owned	Percentage of Citizens Community Bank Shares Owned	Other Business	
								Percent	Name Of Business
Dennis M. Walker Decherd, TN 37324	President & Director	President & Director	B&W Livestock SAW Rental Walker Farm	Partner Partner Owner	None	2.18	None	50 50 100	B & W Livestock SAW Rental Walker Farm
Mona Swann Decherd, TN 37324	Vice- President	Vice- President & Cashier	None	None	None	1.67	None	N/A	None
Randy Cofer Decherd, TN 37324	Director	Director	Retail Rental	Owner	Equipment Rental	2.21	None	100	Equipment Rental
Chris Parker Winchester, TN 37398	Director Executive VP	Director Executive VP	None	None	Banker	0.26	None		None
Donnie Worley Winchester, TN 37398	Director	Director	Lumber Company	Owner	Retail Sales	0.86	None	100	Franklin Co. Lumber Co.
Phillip McAfee Morrison, TN 37357	Principal Shareholder	N/A	None	None	Retired Construction	10.73	None		N/A None