

CITIZENS HOLDING CO /MS/  
Form 8-K  
April 24, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (Date of earliest event reported): April 22, 2014**

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

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

**521 Main Street, Philadelphia, Mississippi**

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

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

**39350**

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**(Address of principal executive offices)**

**(Zip Code)**

**(601) 656-4692**

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

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

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Corporation held its Annual Meeting of Shareholders on April 22, 2014. There were 3,950,555 shares, or 80.99%, of the Corporation's issued and outstanding shares of common stock represented either in person or by proxy at the Annual Meeting. The Corporation solicited proxies pursuant to Regulation 14A promulgated under the Securities Exchange Act of 1934, as amended, and there were no solicitations in opposition to management's solicitations.

The shareholders considered and voted upon four proposals at the Annual Meeting. The proposals were described in the Corporation's Proxy Statement.

The first proposal was to set the number of directors to serve on the Board of Directors at ten members. The shareholders of the Corporation adopted this proposal by a vote of 3,912,316 shares for the proposal and 14,812 shares against the proposal, with 7,480 abstentions and 15,947 broker non-votes.

The second proposal concerned the election of four Class III directors to a three-year term expiring in 2017. The votes for each nominee were:

	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-vote</b>
Craig Dungan, MD	2,802,125	26,228	1,122,202
Daniel Adam Mars	2,800,536	27,817	1,122,202
David P. Webb	2,710,345	118,008	1,122,202
Amzie T. Williams	2,801,888	26,465	1,122,202

The third proposal was to conduct an advisory (non-binding) vote on the compensation paid to our executive officers. The shareholders approved the executive officer compensation by a vote of 2,779,016 for the proposal, 38,382 against the proposal and with 10,955 abstentions and 1,122,202 broker non-votes.

Finally, the shareholders considered and voted upon a proposal to ratify HORNE LLP as the Corporation's independent auditors for the fiscal year ending December 31, 2014. The shareholders of the Corporation adopted this proposal by a vote of 3,935,551 for the proposal to 6,256 votes against, with 8,748 abstentions.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CITIZENS HOLDING COMPANY**

Date: April 23, 2014

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