

CITIZENS FIRST CORP
Form SC 13G/A
February 13, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

CITIZENS FIRST CORPORATION

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

17462Q107

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 17462Q107

1 NAMES OF REPORTING PERSONS
Service Capital Partners, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Texas

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 194,000

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 194,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
194,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.85% of 1,968,777 shares of Common Stock outstanding based on the information taken from the Issuer's S-3 dated January 16, 2009**

TYPE OF REPORTING PERSON

12

PN

** SEE ITEM 4(b).

CUSIP No. 17462Q107

1 NAMES OF REPORTING PERSONS
Service Capital Advisors, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Texas

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 194,000

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 194,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
194,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.85% of 1,968,777 shares of Common Stock outstanding based on the information taken from the Issuer's S-3 dated January 16, 2009**

TYPE OF REPORTING PERSON

12

OO

** SEE ITEM 4(b).

CUSIP No. 17462Q107

1 NAMES OF REPORTING PERSONS
Dory Wiley

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizenship

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 194,000

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 194,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
194,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.85% of 1,968,777 shares of Common Stock outstanding based on the information taken from the Issuer's S-3 dated January 16, 2009**

TYPE OF REPORTING PERSON

12

IN

** SEE ITEM 4(b).

SCHEDULE 13G

This Schedule 13G (the Schedule 13G) is being filed on behalf of Service Capital Partners, LP, a Texas limited partnership (Service Capital Partners), Service Capital Advisors, LLC, a Texas limited liability company acting as the general partner of Service Capital Partners (Service Capital Advisors), and Dory Wiley, the principal of Service Capital Advisors.

This Schedule 13G relates to the common stock, no par value (the Common Stock), of Citizens First Corporation (the Issuer), purchased by Service Capital Partners for the accounts of Service Equity Partners, LP and Service Equity Partners (QP), LP, Texas limited partnerships, for both of which Service Capital Partners is the general partner.

Item 1(a) Name of Issuer.

Citizens First Corporation

Item 1(b) Address of Issuer s Principal Executive Offices.

1065 Ashley Street, Suite 200
Bowling Green, Kentucky 42103

Item 2(a) Name of Person Filing.

Service Capital Partners, Service Capital Advisors, and Dory Wiley

Item 2(b) Address of Principal Business Office or, if none, Residence.

1700 Pacific Avenue, Suite 2020
Dallas, Texas 75201

Item 2(c) Citizenship.

Service Capital Partners is a Texas limited partnership, Service Capital Advisors is a Texas limited liability company, and Dory Wiley is the principal of Service Capital Advisors and is a United States citizen.

Item 2(d) Title of Class of Securities.

Common Stock

Item 2(e) CUSIP Number.

17462Q107

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4 Ownership.

- (a) Amount beneficially owned: 194,000
- (b) Percent of class: 9.85% ¹
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote 0
 - (ii) Shared power to vote or to direct the vote 194,000
 - (iii) Sole power to dispose or to direct disposition of 0
 - (iv) Shared power to dispose or to direct disposition of 194,000

¹ 9.85% of
1,968,777
shares of
Common Stock
outstanding
based on the
information
taken from the

Issuer s S-3
dated
January 16,
2009.

Service Equity Partners, LP and Service Equity Partners (QP), LP are the record owners, in aggregate, of the shares of the security being reported. Service Capital Partners is the general partner of each of Service Equity Partners, LP and Service Equity Partners (QP), LP. Service Capital Advisors is the general partner of Service Capital Partners, and Dory Wiley is the principal of Service Capital Advisors. Therefore, Service Capital Partners, Service Capital Advisors, and Dory Wiley indirectly have the power to vote and dispose of the shares being reported, and accordingly, may be deemed the beneficial owners of such shares. The filing of this Schedule 13G shall not be construed as an admission by any of the Reporting Persons, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as to the beneficial ownership of any of the 194,000 shares Common Stock owned by Service Equity Partners, LP and Service Equity Partners (QP), LP.

Item 5 Ownership of Five Percent or Less of a Class.

Inapplicable.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Inapplicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company or Control Person.

Inapplicable.

Item 8 Identification and Classification of Members of the Group.

Inapplicable.

Item 9 Notice of Dissolution of Group.

Inapplicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2009

SERVICE CAPITAL PARTNERS, LP

Service Capital Advisors, LLC, its general partner

By:

Dory Wiley, Managing Member

SERVICE CAPITAL ADVISORS, LLC

By:

Dory Wiley, Managing Member

Dory
Wiley

EXHIBITS LIST

Exhibit 1

Joint Filing
Agreement

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