

CITIZENS FINANCIAL SERVICES INC

Form 8-K

December 20, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C., 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) December 19, 2017

CITIZENS FINANCIAL SERVICES, INC.

Pennsylvania 0-13222 23-2265045  
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification Number)

15 South Main Street, Mansfield, PA 16933  
(Address of Principal Executive Office) (Zip Code)

Registrant's telephone number, including area code: (570) 662-2121

N/A  
(Former name or former address, if changes since last report)

Check the appropriate box below 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 8.01 OTHER EVENTS.

Citizens Financial Services, Inc. (the "Company") will hold its 2018 annual meeting of shareholders (the "Annual Meeting") on April 17, 2018 to:

1. Elect directors,
2. Ratify the appoint of its independent registered public accounting firm,
3. Approve a non-binding advisory vote on the compensation of its named executive officers,
4. Vote on the frequency of the non-binding advisory vote, and
5. Vote to amend the Company's Articles of Incorporation to increase the number of authorized shares of the Company's common stock from 15,000,000 shares to 25,000,000 shares.

The Annual Meeting will be held at the Tioga County Fairgrounds Main Building, 2258 Charleston Road, Wellsboro, Pennsylvania on Tuesday, April 17, 2018 at 12:00 noon, local time.

Record holders of the Company's common stock at the close of business on February 26, 2018 will be entitled to receive notice of and to vote at the Annual Meeting.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

**Citizens Financial Services, Inc.**

December 20, 2017 By: /s/ Randall E. Black  
Randall E. Black  
Chief Executive Officer & President