

CITIZENS FINANCIAL SERVICES INC  
Form 10-K/A  
April 29, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-K/A

X ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the fiscal year ended December 31, 2003

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-13222

**CITIZENS FINANCIAL SERVICES, INC.**

Exact Name of Registrant as Specified in its charter)

Pennsylvania  
(State or other jurisdiction of  
incorporation or organization)

23-2265045  
(I.R.S. Employer  
Identification No.)

15 South Main Street, Mansfield, Pennsylvania  
(Address of principal executive offices)

16933  
(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

None

Securities registered pursuant to section 12(g) of the Act:

Common Stock, par value \$1.00 per share

(Title of class)

Indicate by checkmark whether the registrant (1) has filed all reports to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes  No

The aggregate market value of the voting stock of the Registrant held by non-affiliates (for this purpose, persons or entities other than executive officers, directors, or 5% or more stockholders) of the Registrant, as of June 30, 2003, was \$68,791,431.

The number of shares outstanding of the Registrant's Common Stock, as of February 18, 2004, was 2,812,887.

**DOCUMENTS INCORPORATED BY REFERENCE**

Certain information required by Parts I, III and IV is incorporated by reference to Registrant's Definitive Proxy Statement for the Annual Meeting of Stockholders to be held April 20, 2004.

Certain information required by Parts I, II and IV is incorporated by reference to Registrant's Annual Report to Stockholders for the Year Ended December 31, 2003.

**INTRODUCTION**

Registrant hereby amends this Annual Report on Form 10-K to attach Registrant's Bylaws, as amended, as Exhibit 3(ii), which exhibit was inadvertently omitted from the original filing.

**PART IV**

**ITEM 14. EXHIBITS FINANCIAL STATEMENTS, SCHEDULES, AND REPORTS ON FORM 8-K.**

(a) The following Exhibits are files herewith or incorporated by reference as a part of this Annual Report:

- Articles of Incorporation of the Corporation, as amended. (Incorporated by Reference (3)(i) to Exhibit (3)(i) to the Annual Report on Form 10-K for the fiscal year ended December 31, 2000, as filed with the Commission on May 11, 2000.)
- (3)(ii) - By-laws of the Corporation, as amended.
- Instruments Defining the Rights of Stockholders. (Incorporated by reference to the (4) Registrant's Registration Statement No.2-89103 on Form S-14, as filed with the Commission on February 17, 1984.)
- Material Contracts. Consulting and Non-Compete Agreement with Richard E. Wilber, (10.1) Former Executive Officer of our company. (Incorporated by Reference to Exhibit (10) to the Annual Report of Form 10-K for the fiscal year ended December 31, 2003.)
- (13) - The Annual Report to Stockholders for the year ended December 31, 2003.\*
- (14) - Code of Ethics. \*
- (21) - Subsidiaries of Citizens Financial Services, Inc. \*
- (31.1)- 302 Certification of Principal Executive Officer and Chief Financial Officer.
- (32.1)- Certification of Principal Executive Officer and Chief Financial Officer.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant had duly caused this Amendment No. 1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003, to be signed on its behalf by the undersigned, thereto duly authorized.

Date: April 29, 2004

By: /s/ Randall E. Black

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Title: President and Chief Financial Officer (Principal Financial & Accounting Officer)

**EXHIBIT INDEX**

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\* Previously Filed.