

CITIZENS FINANCIAL SERVICES INC

Form S-8 POS

December 20, 2018

As filed with the Securities and Exchange Commission on December 20, 2018

Registration No. 333-136975

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1

FORM S-8

REGISTRATION STATEMENT NO. 333-136975

UNDER THE SECURITIES ACT OF 1933

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CITIZENS FINANCIAL SERVICES, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania 22-2265045  
(State or other jurisdiction (I.R.S.  
of incorporation or organization) Employer  
Identification  
Number)

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

Citizens Financial Services, Inc. 2006 Restricted Stock Plan

(Full title of the plan)

Randall E. Black

President and Chief Executive Officer

Citizens Financial Services, Inc.

15 South Main Street

Mansfield, Pennsylvania 16933

(570) 662-2121

(Name, address and telephone number of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting 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 7(a)(2)(B) of the Securities Act

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EXPLANATORY NOTE

Citizens Financial Services, Inc. (the "Registrant") is filing this Post-Effective Amendment No. 1 (the "Post-Effective Amendment") to deregister any and all shares of the Registrant's common stock, no par value (the "Securities"), registered but unissued or unsold as of the date hereof under the Registration Statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission on August 29, 2006 (File No. 333-136975) (the "Registration Statement"). This Post-Effective Amendment is made in accordance with undertakings by the Registrant in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remained unsold at the termination of the offering. The Registrant has terminated the offering of its Securities pursuant to the Registration Statement, and hereby terminates the effectiveness of the Registration Statement and removes from registration any and all Securities registered but unissued or unsold thereunder as of the date hereof.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mansfield, Commonwealth of Pennsylvania, on December 18, 2018.

CITIZENS FINANCIAL SERVICES, INC.

By: /s/ Randall E. Black

Randall E. Black, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to Registration Statement has been signed by the following persons in the capacities and on the date indicated:

| Signature   | Title  | Date              |
|---|--|-------------------|
| <u>/s/ Randall E. Black</u><br>Randall E. Black               | President, Chief Executive Officer and Director (Principal Executive Officer)      | December 18, 2018 |
| <u>/s/ Mickey L. Jones</u><br>Mickey L. Jones                 | Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer) | December 18, 2018 |
| <u>/s/ R. Lowell Coolidge</u><br>R. Lowell Coolidge           | Director   | December 18, 2018 |
| <u>/s/ Rudolph J. Van der Hiel</u><br>Rudolph J. Van der Hiel | Director   | December 18, 2018 |
| <u>/s/ Robert W. Chappell</u><br>Robert W. Chappell           | Director   | December 18, 2018 |
| <u>/s/ R. Joseph Landy</u><br>R. Joseph Landy                 | Director   | December 18, 2018 |
| <u>/s/ Roger C. Graham, Jr.</u><br>Roger C. Graham, Jr.       | Director   | December 18, 2018 |
| <u>/s/ E. Gene Kosa</u><br>E. Gene Kosa                       | Director   | December 18, 2018 |
| <u>/s/ Renaldo A. DePaola</u><br>Renaldo A. DePaola           | Director   | December 18, 2018 |
| <u>/s/ Thomas E. Freeman</u><br>Thomas E. Freeman             | Director   | December 18, 2018 |

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/s/ Alletta M.  
Schadler \_\_\_\_\_  
Alletta M. Schadler

Director

December 18,  
2018

/s/ David Z. Richards,  
Jr. \_\_\_\_\_  
David Z. Richards, Jr.

Director

December 18,  
2018

/s/Christopher Kunes  
Christopher Kunes

Director

December 18,  
2018