

CITIZENS FINANCIAL CORP /KY/

Form 8-K

October 23, 2007

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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): October 23, 2007

**CITIZENS FINANCIAL CORPORATION**  
(Exact Name of Registrant as Specified in Charter)

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

**0-20148**  
(Commission File Number)

**61-1187135**  
(IRS Employer Identification No.)

**12910 SHELBYVILLE ROAD  
LOUISVILLE, KENTUCKY 40243**  
(Address of Principal Executive Offices / Zip Code)

**(502) 244-2420**  
(Registrant's telephone number, including area code)

**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:**

- ..  Written communications pursuant to Rule 425 under the Securities Act.
  - ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
  - ..  Pre-commencement communications pursuant to Rule 14d—2(b) under the Exchange Act.
  - ..  Pre-commencement communications pursuant to Rule 13e—4(c) under the Exchange Act.
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**Item 3.01**

**Notice of Delisting**

On October 23, 2007, the officers of Citizens Financial Corporation (“Citizens”) authorized the provision of advance notice to Nasdaq, pursuant to Rule 12d-2(c)(2)(ii), of Citizens’ intent to file a Form 25 to initiate the voluntary delisting of Citizens’ common stock from the Nasdaq Capital Markets exchange.

**Item 9.01**

**Exhibits**

99.1

Press Release dated October 23, 2007.

2

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**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 FINANCIAL CORPORATION**  
(Registrant)

Dated: October 23, 2007

By: /s/ John D. Cornett  
John D. Cornett  
Executive Vice President and  
Chief Operating Officer