



DIVISION OF  
CORPORATION FINANCE

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

September 18, 2024

Stephen J. Guillaume  
Chief Financial Officer  
Citizens Financial Services, Inc.  
15 South Main Street  
Mansfield, Pennsylvania 16933

**Re: Citizens Financial Services, Inc.**  
**Form 10-K for the Fiscal Year Ended December 31, 2023**  
**File No. 001-41410**

Dear Stephen J. Guillaume:

We have limited our review of your filing to the financial statements and related disclosures and have the following comment.

Please respond to this letter within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe a comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response to this letter, we may have additional comments.

Form 10-K filed March 7, 2024

Management's Discussion and Analysis of Financial Condition and Results of Operations  
Loans, page 34

1. We note the tabular disclosure on page 34 detailing the composition of your gross loan portfolio, which includes commercial real estate ("CRE"). Given the significance of CRE in your total loan portfolio, please revise your disclosures, in future filings, to further disaggregate the composition of your CRE loan portfolio by separately presenting the components of the portfolio by key borrower type (e.g., by office, hotel, multifamily, etc.) as well as whether the loans are owner occupied or not. Also, to the extent that there are material characteristics (e.g., current weighted average and/or range of loan-to-value ratios, occupancy rates, etc.) material to an investor's understanding of your CRE loan portfolio, include those details in future filings. Finally, revise to describe the specific details of any risk management policies, procedures or other actions undertaken by management in response to the current environment.

In closing, we remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or

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absence of action by the staff.

Please contact Sarmad Makhdoom at 202-551-5776 or Marc Thomas at 202-551-3452 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Finance