

FIRST CITIZENS BANCSHARES INC /TN/  
Form S-8 POS  
July 26, 2012

As filed with the Securities and Exchange Commission on July 26, 2012

Registration No. 333-57041

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-effective Amendment No. 1 to

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

FIRST CITIZENS BANCSHARES, INC.

(Exact name of registrant as specified in its charter)

**Tennessee**  
(State or other jurisdiction of  
incorporation or organization)

**62-1180360**  
(IRS Employer  
Identification No.)

(Exact name of registrant as specified in its charter)

**One First Citizens Place**  
**Dyersburg, Tennessee**  
(Address of Principal Executive Offices)

**38024**  
(Zip Code)

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First Citizens National Bank Employee Stock Ownership Plan and Trust

(Full title of the plan)

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**Laura Beth Butler**

Chief Financial Officer

First Citizens Bancshares, Inc.

**One First Citizens Place**

**Dyersburg, Tennessee 38024**

(Name and address of agent for service)

**(731) 285-4410**

(Telephone number, including area code, of agent for service)

Copy to:

E. Marlee Mitchell, Esq.

Waller Lansden Dortch & Davis, LLP

511 Union Street, Suite 2700

Nashville, Tennessee 37219

(615) 244-6380

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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**EXPLANATORY NOTE**

This Post-Effective Amendment relates to the Registration Statement on Form S-8 (Registration No. 333-57041) filed by First Citizens Bancshares, Inc. (the Registrant ) on June 17, 1998 (the Registration Statement ) to register 85,106 shares of the Registrant's common stock, \$1.00 par value per share, and an indeterminate number of plan interests to be offered or sold under the First Citizens National Bank Employee Stock Ownership Plan and Trust (formerly known as the Employee Stock Ownership Plan).

The Company has terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statement. Accordingly, the Company is filing this Post-Effective Amendment No. 1 to the Registration Statement pursuant to Rule 478 under the Securities Act of 1933, as amended, to withdraw the Registration Statement and, in accordance with the undertakings of the Company 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 remain unsold at the termination of the offering, and hereby removes from registration any and all securities registered for issuance under the Registration Statement but unsold as of the date hereof.



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/s/ Katie S. Winchester Katie S. Winchester	Chairman	July 26, 2012
- * Eddie E. Anderson	Director	July 26, 2012
- * J. Walter Bradshaw	Director	July 26, 2012
* J. Daniel Carpenter	Director	July 26, 2012
* Richard W. Donner	Director	July 26, 2012
* Bentley F. Edwards	Director	July 26, 2012
* Larry W. Gibson	Director	July 26, 2012
Christian E. Heckler	Director	
* Ralph E. Henson	Director	July 26, 2012

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* Barry T. Ladd	Director	July 26, 2012
John M. Lannom	Director	
/s/ Judy Long Judy Long	Chief Operating Officer, Executive Vice President and Director	July 26, 2012
* Milton E. Magee	Director	July 26, 2012
/s/Allen Searcy Allen Searcy	Director	July 26, 2012
* G.W. Smitheal	Director	July 26, 2012
* David R. Taylor	Director	July 26, 2012
* Larry S. White	Director	July 26, 2012
* Dwight S. Williams	Director	July 26, 2012
Joseph S. Yates	Director	

\* Katie S. Winchester hereby signs this Amendment No. 1 to Registration Statement on Form S-8 as of July 26, 2012 on behalf of each of the indicated persons for whom she is attorney-in-fact pursuant to a power of attorney filed with the Registration Statement on Form S-8 on June 17, 1998.

