



**NOTICE OF ANNUAL
MEETING OF SHAREHOLDERS**

WEDNESDAY, APRIL 17, 2013



FIRST CITIZENS BANCSHARES, INC.

One First Citizens Place
Dyersburg, Tennessee 38024

First Citizens Bancshares, Inc.
One First Citizens Place
Dyersburg, Tennessee 38024

**Notice of Annual Meeting of Shareholders
To Be Held Wednesday, April 17, 2013**

TO: Shareholders of First Citizens Bancshares, Inc.

The annual meeting of shareholders of First Citizens Bancshares, Inc. will be held in the Lipford Room of First Citizens National Bank, One First Citizens Place, Dyersburg, Tennessee, on April 17, 2013 at 10:00 a.m. to act upon the following items of business:

1. To elect five directors for a term of three years expiring in 2016:
2. To ratify the appointment of Alexander Thompson Arnold PLLC as our independent registered public accounting firm for the year ending December 31, 2013; and
3. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

We describe these items of business in more detail in the accompanying proxy statement. Shareholders of record at the close of business February 28, 2013 are entitled to notice of and to vote at the meeting.

Please date, sign and return the enclosed proxy promptly in the stamped envelope provided. It is important that you sign and return the proxy, even if you plan to attend the meeting in person. You may revoke the proxy at any time before the proxy is exercised by giving written notice to us or by advising us at the meeting. If you will need special assistance at the meeting because of a disability, please contact Laura Beth Butler, Corporate Secretary, at (731) 288-4580.

By Order of the Board of Directors



Katie Winchester
Chairman

March 15, 2013

**YOUR VOTE IS VERY IMPORTANT. PLEASE VOTE YOUR PROXY BY
COMPLETING, SIGNING AND RETURNING THE ENCLOSED PROXY FORM PROMPTLY.**

**First Citizens Bancshares, Inc.
One First Citizens Place
Dyersburg, Tennessee 38024**

**Proxy Statement
Annual Meeting of Shareholders
April 17, 2013**

Solicitation

The proxy accompanying this statement is solicited by and on behalf of the board of directors of First Citizens Bancshares, Inc. (the "Company") for use at the annual meeting of shareholders and any adjournment or postponement thereof. The annual meeting of shareholders of the Company will be held in the Lipford Room of First Citizens National Bank, One First Citizens Place, Dyersburg, Tennessee, on April 17, 2013 at 10:00 a.m.

We will pay the expense of preparing, assembling, printing and mailing the proxy statement and materials used in the solicitation of proxies for the meeting. We will solicit proxies principally through use of the mail, but our officers, directors and employees may solicit proxies personally or by telephone, without receiving special compensation therefor. We will commence mailing this proxy statement and accompanying form of proxy to shareholders on or about March 15, 2013.

We will vote all proxies that are properly executed and returned to management in accordance with your directions. You may revoke any proxy you deliver to us at any time before it is exercised by providing written notice to Laura Beth Butler, Corporate Secretary of the Company, or by voting another proxy at a later date. If you are present at the meeting and wish to vote in person, you should advise the Chairman of your intention to vote in person prior to any vote being taken.

If you are a record holder and return your proxy but do not specify how you wish your shares to be voted, we will vote the shares represented by your executed proxy "**FOR**" the nominees for election as directors (provided that in the event cumulative voting occurs, the proxy holders will cumulate votes using their judgment so as to ensure the election of as many of the nominees as possible), and "**FOR**" the ratification of Alexander Thompson Arnold PLLC to serve as our independent registered public accounting firm for the year ending December 31, 2013. If any other business is properly presented at the meeting, the proxy holders will vote your proxy in accordance with their discretion.

Voting Securities

At the close of business on February 28, 2013, we had 3,607,754 shares of common stock outstanding and entitled to vote. You are entitled to one vote, in person or by proxy, for each share of common stock you owned as of February 28, 2013, the record date for the annual meeting.

A majority of the shares of our common stock, representing a majority of the votes entitled to be cast, present or represented by proxy, constitutes a quorum for the annual meeting. A quorum is necessary to conduct business at the annual meeting.

If any shareholder present at the annual meeting gives notice of the intention to vote cumulatively at the meeting prior to the voting for election of directors, then all shareholders eligible to vote will be entitled to cumulate their shares in voting for the election of directors. Cumulative voting allows you to cast a number of votes equal to the number of shares held in your name as of the record date, multiplied by the number of directors to be elected. You may cast votes for any one nominee or you may distribute your votes among as many nominees as you wish. You may not, however, cumulate your votes against a nominee. If cumulative voting is declared at the meeting, we will cumulate votes represented by proxies delivered pursuant to this proxy statement at the discretion of the proxy holders, in accordance with management's recommendation.

If cumulative voting is not declared at the meeting, director nominees will be elected by a plurality of the votes cast by the shareholders of our common stock entitled to vote in the election of directors. The appointment of

Alexander Thompson Arnold PLLC to serve as our independent registered public accounting firm for the year ending December 31, 2013 will be ratified if the votes cast (in person or by proxy by the shares of common stock entitled to vote at the meeting) favoring ratification exceed the votes cast (in person or by proxy by the shares of common stock entitled to vote at the meeting) opposing ratification. The approval of all other matters submitted to the shareholders will be approved if the votes cast favoring the matter exceed the votes cast opposing the matter.

Inspectors of election will treat shares represented by proxies that reflect abstentions as shares that are present and entitled to be cast for purposes of determining the presence of a quorum. Inspectors of election will also treat broker non-votes as shares that are present and entitled to vote for purposes of determining the presence of a quorum. Broker non-votes are shares held of record by brokers or nominees as to which voting instructions have not been received from the beneficial owner with respect to any proposal that does not relate to a "routine" matter, such as ratifying the appointment of our independent registered public accounting firm. Because the election of directors is not a "routine" matter, if shares are held in "street name" through a broker or other holder of record and the beneficial holder does not indicate how to vote in the election of directors, the record holder will not vote the beneficial holder's shares on that matter.

Abstentions and broker non-votes do not constitute a vote "for" or "against" and will be disregarded in the calculation of both a plurality and "votes cast." Therefore, neither abstentions nor broker non-votes will have any effect on either of the proposals presented for shareholder approval at the annual meeting.

PROPOSAL 1: ELECTION OF DIRECTORS

Our board of directors currently consists of 19 members, with the terms of approximately one-third of the directors expiring each year. At the meeting you will be asked to elect the individuals listed below who have been nominated by the board of directors to serve a term of three years. Once elected, each director shall serve the stated term or until his or her successor has met the necessary qualifications and has been elected. Should any nominee determine that he or she is unable to serve, the persons named in the accompanying proxy intend to vote for the balance of the nominees named. Each member of the Company's board of directors also serves as a director on the board of First Citizens National Bank (the "Bank"), a wholly-owned subsidiary of the Company.

Pursuant to our Corporate Governance Guidelines, William Cloar retired from the board of directors as of April 18, 2012, because he had reached 75 years of age. Ben Edwards resigned from the board of directors as of December 31, 2012, because of his relocation to Mississippi to pursue new business ventures.

The information below sets forth the name, age, length of service and a summary of specific experience, qualifications, attributes or skills for each of our nominees and for directors whose terms expire in the years 2014 and 2015. No director holds a directorship with any other public company or registered investment company. Each nominee has consented to be a candidate and to serve as a director, if elected.

Nominees for Election Whose Terms Will Expire in 2016

James Daniel Carpenter **Age 63** **Director Since 1993**

Mr. Carpenter retired as Managing Partner of Flatt Heating & Air Conditioning in 2011. He holds a bachelor's degree from the University of Tennessee. Mr. Carpenter previously served as Lending and Credit Manager for Dyersburg Production Credit Association and managed a farming operation for 20 years. Mr. Carpenter has served as member of Dyer County Community Housing Board and past President of Newbern Rotary Club.

Mr. Carpenter brings a valuable lending background and strong knowledge of business to the board of directors through his successful operation of his own business. Based on this experience and his prior participation on and contributions to the board of directors and its committees, the Corporate Governance Committee nominated him for re-election.

Richard W. Donner **Age 62** **Director Since 1985**

Mr. Donner is President of Trenton Mills, a textile manufacturing facility, and attended the University of Tennessee. Mr. Donner previously served as Vice President of Sales and Marketing at Dyersburg Fabrics. He is also the owner/operator of a livestock farm in Dyer County. Mr. Donner has served as chair of annual fund drives for Boy Scouts of America, Girl Scouts of America and West Tennessee Heart Fund.

Mr. Donner possesses strong business experience as well as a commitment to the success of the Company, as shown by his 25 years of service on the board of directors and various committees. Based on this experience and his prior participation on and contributions to the board of directors and its committees, the Corporate Governance Committee nominated him for re-election.

Ralph E. Henson **Age 71** **Director Since 1997**

Mr. Henson previously served as Chief Credit Officer of the Bank from February 1993 to December 31, 2006, at which time he transitioned to part-time employment through December 31, 2011. Mr. Henson holds a bachelor's degree from the University of Tennessee and has over 45 years of experience in commercial banking. He has served as Managing Partner of a commercial real estate company. He has also served as member of the Northwest Tennessee Regional Port Authority board of directors and as member of the Dyer County Industrial Development Board.

Mr. Henson possesses extensive experience in commercial lending and real estate and has contributed to our success, demonstrated by his many years of service to the Company as an employee and director. Based on this

experience and his prior participation on and contributions to the board of directors and its committees, the Corporate Governance Committee nominated him for re-election.

Judy Long

Age 58

Director Since 2011

Ms. Long has served as Executive Vice President for the Company and Executive Vice President, and Chief Operating Officer of the Bank since August 1999. Ms. Long previously served as Corporate Secretary of the Company from 1997 until September 2011, at which time she was appointed to the board of directors of the Bank and the Company. Ms. Long previously served as Senior Vice President and Chief Operating Officer of the Bank and the Company from 1997 to 1999, Senior Vice President and Administrative Officer from 1996 to 1997 and Vice President and Loan Operations Manager from 1992 to 1996. Ms. Long has been employed by the Company since July 1974. Ms. Long holds a bachelor's in business administration with a major in finance and is a graduate of the Mid-South School of Banking, the School for Bank Administration, BAI Graduate School of Bank Operations and Technology, and Dyersburg/Dyer County Leadership and Weststar Leadership programs. In addition, she serves on the Board of Directors for Fidelity National Information Systems (FNIS) Charter Bank Group, the Board of Directors of NACHA – The Electronic Payments Association and Chairperson of Tennessee Bankers Technology Conference Advisory Committee. Ms. Long has also served various civic organizations such as Rotary – Past President, American Cancer Society, Leukemia Society of Tennessee, Life Choices, Dyersburg State Community College Annual Fund Campaign and Dyer County Agricultural Committee.

Ms. Long's extensive experience in bank operations and technology has contributed to our success, demonstrated by her many years of service as a member of executive management and as Corporate Secretary to the Company. She has also served on the boards of directors of other corporations and civic organizations. Based on this experience and her prior participation on and contributions to the board of directors and its committees, the Corporate Governance Committee nominated her for re-election.

Larry S. White

Age 64

Director Since 1997

Mr. White is President of White & Associates Insurance Agency, Inc., a general insurance agency offering all lines of insurance, and Managing Partner of First Citizens/White and Associates Insurance Company (50%-owned subsidiary of the Bank). He earned a bachelor's degree in business from the University of Tennessee. He is President of Home Health Company and serves on Dyersburg State Community College Foundation Board and Dyersburg/Dyer County Chamber of Commerce Board. He is past President and member of Dyersburg Rotary Club and past President of Dyersburg Lions Club. He has also served as Chairman of Dyersburg Regional Medical Center.

Mr. White has extensive business knowledge and experience in the insurance industry and experience serving on other boards of directors. His commitment to our success is also demonstrated by his service as Managing Partner of the Bank's 50%-owned insurance subsidiary. Based on this experience and his prior participation on and contributions to the board of directors and its committees, the Corporate Governance Committee nominated him for re-election.

Incumbents Whose Terms Will Expire in 2015

Jeffrey D. Agee

Age 52

Director Since 2005

Mr. Agee serves as President and Chief Executive Officer of the Bank and the Company. He previously served as Executive Vice President and Chief Financial Officer of the Bank and Vice President and Chief Financial Officer of the Company from August 1999 to June 2004. Mr. Agee holds a bachelor's degree in accounting from the University of Tennessee and is a graduate of ABA Stonier Graduate School of Banking at Georgetown University and of BAI School of Bank Administration at University of Wisconsin. He is also a Certified Public Accountant and certified through FINRA as holder of a Series 27 license. He serves as Financial and Operations Principal of First Citizens Financial Plus, Inc. (a wholly-owned subsidiary of the Bank) and possesses an understanding of SEC rules and regulations, internal controls and financial reporting. He also currently serves on boards of directors of 16 community and professional organizations.

Mr. Agee brings to the board of directors vast experience in banking, a strong financial background and commitment to our community.

Eddie E. Anderson

Age 65

Director Since 1984

Mr. Anderson is owner and operator of Anderson Farms and attended the University of Tennessee. He is member and Chairman of Board of Dyer County Fair Association and Vice Chairman of Agriculture Dyersburg/Dyer Chamber of Commerce. He has also served as past Chairman of Dyersburg/Dyer County Chamber of Commerce. Mr. Anderson currently serves as Chairman of the Tennessee State Committee for Farm Service Agency.

Mr. Anderson's institutional knowledge and longstanding service on the board of directors make him a qualified member of the board of directors.

Christian E. Heckler

Age 45

Director Since 2006

Mr. Heckler was appointed Regional President of the Southwest Region for the Bank in April 2006. He previously served as Community Bank President and Commercial Lender from 2002 to April 2006. Mr. Heckler earned a bachelor's degree in business administration from the University of Tennessee and is a 2007 graduate from the Graduate School of Banking from Louisiana State University. He also served as Vice President/Commercial Lending for Renasant Bank from 2000 to 2003 and Vice President/Commercial Lending of Trustmark National Bank from 1998 to 2000. He also serves as Chairman on the board of directors for Millington YMCA, on the Memphis Metro Board of Directors and as Tipton County Fundraising Campaign Chair for Dyersburg State Community College.

Mr. Heckler brings to the board experience in banking, commercial lending and business development.

Barry T. Ladd

Age 72

Director Since 1996

Mr. Ladd is retired and previously served as Executive Vice President and Chief Administrative Officer of the Company and the Bank from January 1996 to December 31, 2006. Prior to his service as Executive Vice President of the Bank, he also served as Branch Manager and Lending Officer of the Bank and as Commercial Lending Officer of the Bank. He earned a bachelor's degree and master's degree in business from the University of Tennessee. He is a graduate of School of Banking of the South. He also previously served as Technical Representative for Shell Chemical Company, Account Production Officer for Security Bank and as Partner in family farming/cattle operation business. He has served as Chairman of Newbern Industrial board of directors and on the boards of directors of Newbern Housing Authority and Dyer County Community Housing.

Mr. Ladd possesses extensive banking knowledge, experience in commercial lending and business development and institutional knowledge regarding operations of the Bank.

John M. Lannom

Age 59

Director Since 1999

Mr. Lannom is an attorney in private legal practice in Dyersburg, Tennessee. He also serves as Board Chairman and Chief Executive Officer of Forcum-Lannom, Inc. He earned a bachelor's degree from Vanderbilt University and his law degree from University of Memphis School of Law. He also serves as Secretary of Forcum Lannom Contractors, LLC and on the boards of directors for Dyer County Adult Education, Dyersburg State Community College Foundation, Dyer County United Way and Dyersburg/Dyer County Chamber of Commerce. He is also past Chairman of Dyersburg/Dyer County Chamber of Commerce.

Mr. Lannom brings an extensive legal background and executive decision-making and risk assessment skills to the board of directors. He has also served on the boards of directors of other corporations and charitable organizations.

Milton E. Magee

Age 76

Director Since 1969

Mr. Magee is retired from Chic Farm Co., a general farming operation. He is Partner of Magee and Taylor Family Limited Partnership and J&M FLP. He earned a bachelor's degree in agriculture from the University of Tennessee. He is a member and Chairman of Dyer County Commission. He has also served on the Finance Committee of Dyer County Commission. He is a member of the board of directors of Baptist Memorial Health Care Corporation in Memphis, Tennessee and has served as past and incoming Chairman of that corporation.

Mr. Magee brings leadership, business knowledge and executive decision-making skills to the board of directors through his over 40 years of service on the board of directors as well as service on other boards.

Green W. Smitheal

Age 57

Director Since 1993

Mr. Smitheal is owner and operator of Smitheal Farms. He earned a bachelor's degree in agriculture and economics from University of Tennessee. He serves as Treasurer of Farming Partnership and served on the Advisory Board for Boy Scout Troop 88 and participated in the Annual Fund Drive for West Tennessee Area Council of Boy Scouts of America. He is also a member of Dyer County Ag Committee.

Mr. Smitheal brings entrepreneurial and business building skills and experience to the board of directors, having successfully managed his own business. His expertise in agriculture is also helpful, given the size of the Bank's agricultural loan portfolio.

Incumbents Whose Terms Will Expire in 2014

J. Walter Bradshaw

Age 51

Director Since 1993

Mr. Bradshaw is Manager of Bradshaw & Company, Insurors, an independent insurance agency. Mr. Bradshaw holds a bachelor's degree from University of Tennessee and law degree from the University of Memphis School of Law. He has served as past Chairman of Dyersburg/Dyer County Chamber of Commerce and is on the board of directors for Dyersburg Electric System. He is past President of Dyersburg Rotary Club, member and past President of Dyer County Fair Association and past President of Insurors of Tennessee.

Mr. Bradshaw brings strong and broad financial services experience to the board of directors as well as an understanding of our business and operations.

Larry W. Gibson

Age 66

Director Since 1995

Mr. Gibson is owner and Chairman of Roberts-Gibson, Inc., a gasoline jobber company. He is past President and co-Chair of Executive Committee for Dyer County Fair Board and has served on the Tennessee State Fair board of directors. He is past President of Tennessee State Fair Association, past President of Dyer County Young Farmers & Homemakers and past President of Dyer County Ducks Unlimited. He has also previously served on Foundation Board of Dyersburg State Community College and is former member of Dyersburg/Dyer County Chamber of Commerce board of directors. He also serves on Board of Crime Stoppers.

Mr. Gibson brings entrepreneurial and business building skills and experience to the board of directors, having successfully managed his own business and served on other boards.

Allen G. Searcy

Age 71

Director Since 1999

Mr. Searcy is Secretary of Allen Searcy Builder-Contractor, Inc., President of Crestwood Development Corporation, Vice President of Building Solutions, Inc., Partner of Allen's Building Materials Company and Vice President of Latimer & Searcy Investments, Inc. Mr. Searcy attended the University of Tennessee.

Mr. Searcy brings executive decision-making, leadership and risk assessment skills to the board of directors as a result of his experience in the construction industry. His experience in real estate development and construction

is especially important to the board of directors as we manage through the current economic recession, much of which is real estate driven.

David R. Taylor

Age 66

Director Since 1997

Mr. Taylor is Chairman of Forcum Lannom Contractors, LLC, a company of engineers, contractors and developers. He holds a bachelor's degree in civil engineering from the University of Tennessee. He previously served as President and Chief Executive Officer from 1993 to 2003 of CENTEX/FORCUM LANNOM and President and Chief Executive Officer from 2003 to 2008 of Forcum Lannom Contractors, LLC. He has served as Past Chairman of Dyersburg/Dyer County Chamber of Commerce, Vice-Chairman of Dyersburg/Dyer County Chamber of Commerce, Industrial & Economic Development, member of Dyersburg State Community College Foundation Board, Chairman of Investment Committee for DSCC Foundation Board, member of Dyer County United Way Board of Directors, Past Chairman of Dyer County United Way, Past President for Tennessee Society of Professional Engineers and Past President of West Tennessee Area Council, Boy Scouts of America.

Mr. Taylor brings experience in leadership, strategic planning, executive decision-making and risk assessment to the board of directors, as a result of his roles in business and on other boards.

Dwight Steven Williams

Age 57

Director Since 1991

Mr. Williams is owner and President of Johnson-Williams Funeral Home, Inc. and a member of West TN Golf, LLC. He holds a bachelor's degree in agriculture business from the University of Tennessee and a B.A. in mortuary science from Northwest Mississippi School of Mortuary Science. He has a State Board Certification as a licensed Funeral Director and Embalmer. He is manager of a farming and land management operation. Mr. Williams serves on the Workforce Development Board, Dyer County High School Advisory Board, Newbern's Lion's Club, Fellowship of Christian Athletes Board, and as Chairman of the Newbern Housing Authority. Mr. Williams also serves as President of the Newbern Industrial Corporation.

Mr. Williams brings entrepreneurial and business building skills and experience to the board of directors, having successfully managed his own business.

Katie S. Winchester

Age 72

Director Since 1990

Ms. Winchester serves as Chairman of the Company and the Bank. She previously served as President of the Company and the Bank from 1992 to 2006 and Chief Executive Officer and Vice Chairman of the Company and the Bank from 1996 to April 2007. She served as Past Chairman of the Tennessee Higher Education Commission and Past Chairman of Baptist Memorial Health Care Corporation in Memphis, Tennessee. She served as a Member of Federal Advisory Council for the Federal Reserve Board in Washington, D.C. in 2000, 2001 and 2002. She is also a member of the boards of directors for Dyersburg State Community College Foundation Board, United Way of Dyer County, Dyer County Adult Education and Tennessee Vocational Rehabilitation (Dyersburg).

As our previous Chief Executive Officer, Ms. Winchester brings deep institutional knowledge and perspective to the board of directors regarding our strengths, challenges and opportunities. She also provides governance and community-service skills and experience gained through her service on the boards of various companies and charities.

Joseph S. Yates

Age 50

Director Since 2005

Mr. Yates is President and Chief Executive Officer of General Appliance & Furniture Co., a retail furniture and appliance outlet. He earned a bachelor's degree in business from the University of Tennessee and is past Chairman of Dyersburg/Dyer County Chamber of Commerce. He has also served as Chairman of Dyersburg City Schools Board, member and Chairman of Dyersburg Downtown Association, and member of board of directors for Dyersburg/Dyer County Chamber of Commerce.

Mr. Yates brings business management skills and experience to the board of directors, having successfully managed his own business.

Required Vote

If cumulative voting is not declared at the annual meeting, and assuming the presence of a quorum, director nominees will be elected by a plurality of the votes cast by the shares of our common stock entitled to vote at the annual meeting. If cumulative voting is properly declared at the annual meeting, the five director nominees receiving the highest number of votes cast by the shares of our common stock present in person or by proxy at the annual meeting will be elected, assuming the presence of a quorum.

The board of directors recommends a vote “FOR” each of the nominees listed above.

PROPOSAL 2: RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has selected Alexander Thompson Arnold PLLC as our independent registered public accounting firm for the year ending December 31, 2013. We are presenting this proposal to the shareholders for ratification at the annual meeting. A representative of Alexander Thompson Arnold PLLC is expected to be present at the meeting, will have the opportunity to make a statement and will be available to respond to appropriate questions.

The Audit Committee reviews and pre-approves each audit and non-audit service provided by Alexander Thompson Arnold PLLC prior to its engagement to perform such services. The Audit Committee has not adopted any other pre-approval policies or procedures.

Required Vote

Assuming the presence of a quorum, the appointment of Alexander Thompson Arnold PLLC as our independent registered public accounting firm for the year ending December 31, 2013 will be ratified if the votes cast (in person or by proxy by the shares of common stock entitled to vote at the meeting) favoring ratification exceed the votes cast (in person or by proxy by the shares of common stock entitled to vote at the meeting) opposing ratification. In the event that shareholders do not ratify the appointment of Alexander Thompson Arnold PLLC by such vote, the Audit Committee would consider the vote in connection with the engagement of an independent registered public accounting firm for fiscal year 2014, but would likely not consider a change for fiscal year 2013 because of the difficulty and expense of making such a change.

The board of directors recommends a vote “FOR” the ratification of the appointment of Alexander Thompson Arnold PLLC as our independent registered public accounting firm for the year ending December 31, 2013.

GENERAL INFORMATION

Proposals by Shareholders/Director Selection

Shareholder proposals intended to be presented in proxy materials to be mailed in 2014 must be submitted by certified or registered mail to Laura Beth Butler, Corporate Secretary, First Citizens Bancshares, Inc., P.O. Box 370, Dyersburg, Tennessee 38025-0370. Such proposals must include proof of ownership of our common stock. We must receive all such proposals no later than November 15, 2013 in order for the nomination or proposal to be included in our proxy statement. Shareholder proposals submitted after November 15, 2013 will not be included in our proxy statement, but may be included in the agenda for our 2014 annual meeting if properly submitted to our Corporate Secretary at the address listed above.

Names of nominees to be proposed for election to the board of directors other than those made by the Nominating Committee must be delivered in writing to the Corporate Secretary of the Company no later than December 15, 2013. The written notice must include the full name of the proposed director, age and date of birth, educational background and a list of business experience and positions held by the proposed director for the preceding five years. The notice must include home and business addresses and telephone numbers. In addition, the submission must include a signed representation by the nominee to timely provide all necessary information requested by the Company in order that disclosure requirements may be met in the solicitation of proxies for the election of directors. Shareholder nominations submitted after November 15, 2013 but before December 15, 2013 will not be included in our proxy materials, but may be included in the agenda for our 2014 annual meeting if the preceding requirements are satisfied. The name of each nominee for director must be placed in nomination by a shareholder present in person at the annual meeting. The nominee must also be present in person at the annual meeting for the nomination to be made.

Shareholder Communication

Shareholders desiring to communicate directly with the board of directors may do so through the Corporate Governance/Nominating/Compensation Committee by contacting the chairman or any member of the committee. Committee membership is identified in the "About Us – Investor Relations" section of our website at www.firstcitizens-bank.com or may be obtained by calling the Audit Department at 731-287-4275. Letters sent via the U.S. Postal Service may be mailed to Chairman, Corporate Governance Committee, First Citizens National Bank Audit Department, P.O. Box 890, Dyersburg, Tennessee 38025-0890. The Chairman of the Corporate Governance Committee will directly forward written communications to the individual director(s) to whom they are addressed.

Other Business

The board of directors knows of no other business other than that set forth herein to be transacted at the meeting. If other matters requiring a vote of shareholders arise, persons designated as proxies will vote their judgment on such matters. If you specify a different choice on the proxy, your shares will be voted in accordance with the specifications you make.

By Order of the Board of Directors



Laura Beth Butler
Corporate Secretary

Dyersburg, Tennessee
March 15, 2013