

UNITED STATES

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| OMB APPROVAL |

SECURITIES AND EXCHANGE COMMISSION

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Washington, D.C. 20549

| OMB Number: |

FORM 12b-25

| 3235-0056 |

NOTIFICATION OF LATE FILING

| Expires: |

(Check One): Form 10-K Form 20-F Form 11-K

| May 31, 1997 |

Form 10-Q Form N-SAR

| Estimated

| average burden

| hours per

| response..2.50 |

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For Period Ended: Sept. 30, 2000

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Transition Report on Form 10-K

| SEC File No. |

Transition Report on Form 20-F

| 1-6123 |

Transition Report on Form 11-K

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Transition Report on Form 10-Q

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Transition Report on Form N-SAR

| CUSIP No. |

| 224174201 |

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For the Transition Period Ended: _____

[Read Instruction (on back page) Before Preparing Form. Please Print or Type]

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I - REGISTRANT INFORMATION

Full Name of Registrant

Citadel Holding Corporation

Former Name if Applicable

Address of Principal Executive Office (Street and Number)

550 South Hope Street, Ste. 1825

City, State and Zip Code

Los Angeles, CA 90071

PART II - RULES 12b-25 (b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
 - (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K or Form N-SAR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
 - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.
- [X]

PART III - NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

(Attach Extra Sheets if Needed)

See attached.

PART IV - OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification.

Andrzej Matyczynski

213

239-0555

(Name)

(Area Code)

(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). [X] Yes [] No

(3) Is it anticipated that any significant changes in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? [X] Yes [] No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of results cannot be made. See attached.

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Citadel Holding Corporation

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date 11-14-2000

By /s/ Andrzej Matyczynski

Andrzej Matyczynski, CFO

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

CITADEL HOLDING CORPORATION

PART III - NARRATIVE

Registrant will be unable to timely file its Quarterly Report on Form 10-Q for the nine months ended September 30, 2000 because Registrant needs time to review the results and disclosures of its affiliate, Reading Entertainment, Inc., a separate filing registrant, to ensure consistency in reporting. Registrant is currently incorporating such disclosures into its Form 10-Q and will file its Form 10-Q promptly upon preparation of its financial statements and disclosures and in no event beyond the applicable extension period.

PART IV - NARRATIVE

Net loss applicable to common stockholders amounted to approximately(\$3,049,000) or basic loss per share of (\$0.45) as compared to a net earnings applicable to common stockholders of approximately \$9,229,000 or basic earnings per share of \$1.38 for the nine months ended September 30, 2000 and 1999, respectively. The \$12,278,000 or 133.04% decrease in net earnings applicable to common stockholders from prior year is primarily attributable to (1) approximately \$13,337,000 of non-recurring gain on sale of a rental property being included in Citadel's Consolidated Statement of Operations for the 1999 period, (2) a decrease in the rental income, real estate operating expenses, depreciation in the 2000 periods as compared to the 1999 period as a result of a rental property being sold in June 1999, (3) the \$3,002,000 loan loss provision taken on the line of credit extended to the Agricultural Partnerships in the second and third quarters of 2000, and (4) a combined net loss of approximately (\$472,000) recorded in the third quarter for the Citadel Off Broadway Theatres, Inc. and the Citadel Cinemas, Inc.