

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): April 24, 1995

CITADEL HOLDING CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

| | | |
|--|---------------------------------------|---|
| Delaware (STATE OR OTHER JURISDICTION OF INCORPORATION) | 1-8625 (COMMISSION FILE NUMBER) | 95-3885184 (I.R.S. EMPLOYER IDENTIFICATION NO.) |
|--|---------------------------------------|---|

| | |
|---|---------------------|
| 600 North Brand Boulevard, Glendale, California (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) | 91203 (ZIP CODE) |
|---|---------------------|

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (818) 549-3130

None
(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

Page 1 of 3 pages

ITEM 5. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

99. Press Release of Citadel Holding Corporation, dated April 25, 1995.

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.

CITADEL HOLDING CORPORATION, a
Delaware corporation

By: /s/ Steve Wesson

Name: Steve Wesson
Title: President and Chief
Executive Officer

April 25, 1995

CITADEL HOLDING CORPORATION ANNOUNCES
SALE OF SHARES OF FIDELITY FEDERAL BANK

Los Angeles, California (April 25, 1995) - Citadel Holding Corporation today announced that it had reached agreement to sell approximately 2.9 million shares of Class B Common Stock of Fidelity Federal Bank, a Federal Savings Bank, to various purchasers. Citadel will receive \$3.50 per share before selling costs.

The sales, together with Citadel's previously announced sales to Roderick Dillon and certain affiliates, reduce Citadel's ownership in Fidelity to less than 1% of the outstanding common stock of Fidelity. Under Fidelity's Charter, all shares of Fidelity sold by Citadel, as well as the shares retained by Citadel, have been converted into equal numbers of shares of Fidelity Class A Common Stock.

Citadel shares are listed on the American Stock Exchange under the symbol "CDL". Contact: Steve Wesson, President and Chief Executive Officer, Citadel Holding Corporation, (818) 549-3130.