



DIVISION OF  
CORPORATION FINANCE

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

May 14, 2015

Via E-mail

Rick D. Riley  
Vice Chairman and President  
Citizens, Inc.  
400 East Anderson Lane  
Austin, TX 78752

**Re: Citizens, Inc.  
Post-Effective Amendment No. 1 to Form S-3 on Form S-1  
Filed May 7, 2015  
File No. 333-185618**

Dear Mr. Riley:

We have limited our review of your registration statement to the issue we have addressed in our comment.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to this comment, we may have additional comments.

Exhibit 5.1

1. We note the language in the legal opinion filed as Exhibit 5.1 that counsel's "opinion is furnished for the benefit of the Company...may be relied upon by the Company...may not otherwise be relied upon, used, quoted or referenced to, by or filed with any other person or entity without my prior written permission." Please be advised that this limitation on reliance is not consistent with our views on the requirements of legal opinions required by paragraph 5 of S-K Item 601(b). Accordingly, please remove the language quoted above from the legal opinion and re-file the opinion as an exhibit to your registration statement. For additional guidance, please refer to Section II.B.3.d of the Division of Corporation Finance Staff Legal Bulletin No. 19, available at <http://www.sec.gov/interp/legals/cfslb19.htm>.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of

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all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement, please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

Please contact Christina De Rosa at (202) 551-3577, Daniel Greenspan at (202) 551-3623 or me at (202) 551-3715 with any other questions.

Sincerely,

/s/ Daniel Greenspan for

Jeffrey P. Riedler  
Assistant Director

cc: Via E-mail  
Michael K. Renetzky  
Locke Lord, LLP  
111 South Wacker Drive  
Chicago, Illinois 60606