

CITY NATIONAL CORP
Form S-8
June 07, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

(Exact name of registrant as specified in its charter)

CITY NATIONAL CORPORATION

Delaware
(State or other jurisdiction of
incorporation or organization)

95-2568550
(I.R.S. Employer
Identification No.)

555 S. Flower Street, Los Angeles, California, 90071

(Address of Principal Executive Offices) (Zip Code)

CITY NATIONAL CORPORATION 2008 OMNIBUS PLAN

(Full title of the plan)

Michael B. Cahill, Executive Vice President, General Counsel and Secretary

City National Corporation

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555 S. Flower Street

Los Angeles, CA 90071

(Name and address of agent for service)

213-673-5300

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

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 definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|--------------------------------|--|--|-----------------------------------|
| Common Stock, \$1.00 Par Value (1) | 750,000 (2) | \$46.55 (3) | \$34,908,750 | \$4,000.54 |

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers an indeterminate number of additional shares that may become issuable pursuant to the anti-dilution adjustment provisions of the Plan.

(2) Represents 750,000 additional shares of Common Stock authorized to be issued under the registrant's 2008 Omnibus Plan (As Amended and Restated) (the 2008 Plan). Shares available for issuance under the 2008 Plan were initially registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on June 3, 2008 (Registration No. 333-151375).

(3) Estimated solely for the purpose of calculating the registration fee under Rules 457(c) and 457(h) of Regulation C under the Securities Act of 1933. The proposed maximum offering price per share with respect to the shares issuable under the 2008 Plan as of the filing date hereof is based on \$46.55 per share, which was the average of the high and low price of the Common Stock of the registrant on the New York Stock Exchange on June 5, 2012.

EXPLANATORY STATEMENT

This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which a registration statement on this form relating to an employee benefit plan is effective. Pursuant to General Instruction E of Form S-8, this registration statement hereby incorporates by reference the contents of the registration statements on Form S-8 filed by the Registrant on June 3, 2008, November 19, 2010 and May 6, 2011 with respect to the Registrant's 2008 Plan (Registration Nos. 333-151375, 333-170712 and 333-173985).

Item 8. Exhibits.

| No. | Exhibit |
|------|---|
| 4.1 | Restated Certificate of Incorporation (this Exhibit is incorporated by reference from the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009) |
| 4.2 | Bylaws, as amended to date (this Exhibit is incorporated by reference from the Registrant's Current Report on Form 8-K filed May 18, 2012) |
| 5.1 | Opinion of Michael B. Cahill |
| 23.1 | Consent of KPMG, LLP |
| 23.2 | Consent of Michael B. Cahill (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (on signature page) |
| 99.1 | 2008 Omnibus Plan (As Amended and Restated) (incorporated by reference to Appendix A to the registrant's Proxy Statement dated April 4, 2012) |

Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on June 6, 2012.

CITY NATIONAL CORPORATION
Registrant

/s/ Russell Goldsmith
Russell Goldsmith
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Russell Goldsmith, Christopher Carey and Michael B. Cahill and, in each case, any of their respective successors at the registrant (in functional position or otherwise) or designees, and each of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Capacity | Date |
|--|---|--------------|
| /s/ Russell Goldsmith Russell Goldsmith | President and Chief Executive Officer and Director (Principal Executive Officer) | June 6, 2012 |
| /s/ Christopher J. Carey Christopher J. Carey | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | June 6, 2012 |
| /s/ Olga Tsokova Olga Tsokova | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) | June 6, 2012 |

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| Signature | Capacity | Date |
|--|---------------------------------------|--------------|
| /s/ Bram Goldsmith Bram Goldsmith | Chairman of the Board and Director | June 6, 2012 |
| /s/ Christopher J. Warmuth Christopher J. Warmuth | Executive Vice President and Director | June 6, 2012 |
| /s/ Richard L. Bloch Richard L. Bloch | Director | June 6, 2012 |
| /s/ Kenneth L. Coleman Kenneth L. Coleman | Director | June 6, 2012 |
| /s/ Ashok Israni Ashok Israni | Director | June 6, 2012 |
| /s/ Ronald L. Olson Ronald L. Olson | Director | June 6, 2012 |
| /s/ Bruce Rosenblum Bruce Rosenblum | Director | June 6, 2012 |
| /s/ Peter M. Thomas Peter M. Thomas | Director | June 6, 2012 |
| /s/Robert H. Tuttle Robert H. Tuttle | Director | June 6, 2012 |
| /s/ Kenneth Ziffren Kenneth Ziffren | Director | June 6, 2012 |

Exhibit Index

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