

CITY NATIONAL CORP
Form S-8
June 03, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

CITY NATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

95-2568550

(I.R.S. Employer Identification No.)

400 North Roxbury Drive

Beverly Hills, California

(Address of Principal Executive Offices)

90210

(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 South Flower Street

Los Angeles, California 90071

(Name and address of agent for service)

213-673-9500

(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 x

Accelerated filer o

Non-accelerated filer o

Smaller reporting company o

(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)				
Shares not previously registered	3,500,000	\$48.625 (2)	\$170,187,500	\$6,688.37
Shares registered under prior plan	(3)	N/A (3)	N/A (3)	N/A (3)

(1) Pursuant to Rule 416(b) 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) 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 the average of the high and low price of the common stock of the registrant on the New York Stock Exchange on May 27, 2008.

(3) A total of 4,112,856 shares of common stock of City National Corporation, a Delaware corporation (the Registrant) are being registered in connection with the 2008 Omnibus Plan (the 2008 Plan). Pursuant to Instruction E of Form S-8 and the telephonic interpretation of the Securities and Exchange Commission (the Commission) set forth in the Division of Corporation Finance's Manual of Publicly Available Telephone Interpretations dated July 1997, G. Securities Act Forms, No. 89 (Interpretation 89) 612,856 of the 4,112,856 shares registered hereby are being carried forward from a Registration Statement on Form S-8 filed on May 13, 2002 (File no. 333-88118), as amended by the Post-Effective Amendment No. 1 to Form S-8 filed July 30, 2004 (the 2002 Form S-8) in connection with the City National Corporation Amended and Restated 2002 Omnibus Plan. A total registration fee of \$21,220 was paid with respect to the 2002 Form S-8. Pursuant to Instruction E to Form S-8 and Interpretation 89, no additional registration fee is due with respect to 612,856 of the 4,112,856 shares registered hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The registrant, City National Corporation, hereby incorporates into this Registration Statement by reference the following documents, which have been filed by the registrant with the SEC:

- (a) The Registrant's annual report on Form 10-K for the year ended December 31, 2007, filed on February 29, 2008;
- (b) The Registrant's Current Reports on Form 8-K filed on January 24, 2008 and April 17, 2008; and
- (c) The description of the Registrant's common stock which is contained in the Registration Statement on Form 8-A filed on April 20, 1990.

All documents subsequently filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicate that all securities offered have been sold or which deregister all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the securities offered hereby has been passed upon by Michael B. Cahill. Mr. Cahill is Secretary, Executive Vice President and General Counsel of the Registrant. As of May 30, 2008, Mr. Cahill was deemed to be the beneficial owner of 77,371 shares

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of the common stock (including shares underlying options exercisable within 60 days) and is eligible to receive additional options as an employee of the Registrant.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes City National Corporation to indemnify directors and officers in certain circumstances against liabilities, including expenses, incurred while acting in such capacities; provided, generally, that any such indemnified director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was

unlawful. The City National Corporation By-laws provide for the indemnification of directors and officers to the maximum extent permitted by the Delaware General Corporation Law.

In addition, the City National Corporation Certificate of Incorporation provides that City National Corporation shall eliminate the personal liability of its directors to the fullest extent permitted by the Delaware General Corporation Law, and City National Corporation has entered into indemnification agreements with certain of its directors and officers providing for additional indemnification. City National Corporation has policies of directors and officers liability insurance which insure directors and officers against the cost of defense, settlement, or payment of a judgment under certain circumstances.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

5.1 Opinion of Michael B. Cahill, and consent.

23.1 Consent of KPMG LLP.

24.1 Power of Attorney for Directors (on signature page).

99.1 2008 Omnibus Plan (incorporated by reference to Appendix A of the registrant's Proxy Statement dated March 17, 2008).

Item 9. Undertakings.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

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(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deficiencies from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.

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(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(5) That, insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Beverly Hills, State of California, on May 30, 2008.

City National Corporation
Registrant

By: /s/ Russell Goldsmith
Russell Goldsmith,

President, Chief Executive Officer and Director

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 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 dates indicated.

Signature	Capacity	Date
/s/ Russell Goldsmith Russell Goldsmith	President, Chief Executive Officer and Director (Principal Executive Officer)	May 30, 2008
/s/ Christopher J. Carey Christopher J. Carey	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 30, 2008
/s/ Bram Goldsmith Bram Goldsmith	Chairman of the Board and Director	May 30, 2008

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Signature	Capacity	Date
/s/ Christopher J. Warmuth Christopher J. Warmuth	Executive Vice President and Director	May 30, 2008
/s/ Richard L. Bloch Richard L. Bloch	Director	May 30, 2008
/s/ Kenneth L. Coleman Kenneth L. Coleman	Director	May 30, 2008
/s/ Ashok Israni Ashok Israni	Director	May 30, 2008
/s/ Linda M. Griego Linda M. Griego	Director	May 30, 2008
/s/ Michael L. Meyer Michael L. Meyer	Director	May 30, 2008
/s/ Ronald L. Olson Ronald L. Olson	Director	May 30, 2008
/s/ Bruce Rosenblum Bruce Rosenblum	Director	May 30, 2008
/s/ Peter M. Thomas Peter M. Thomas	Director	May 30, 2008
/s/ Kenneth Ziffren Kenneth Ziffren	Director	May 30, 2008

Index to Exhibits

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