

CITY NATIONAL CORP  
Form 8-K  
May 08, 2009

**United States**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **May 5, 2009**

**City National Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-10521**

**95-2568550**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**City National Center, 400 North Roxbury Drive, Beverly Hills, California**

(Address of principal executive offices)

**90210**

(Zip Code)

Registrant's telephone number, including area code: **(310) 888-6000**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01. OTHER EVENTS.**

On May 5, 2009, City National Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Credit Suisse Securities (USA) LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters specified therein (the Underwriters ), with respect to the sale of 2,800,000 shares of the Company s common stock, par value \$1.00 per share (the Common Stock ) to the Underwriters in connection with a public underwritten offering (the Offering ). In addition, pursuant to the Underwriting Agreement, the Company granted the Underwriters an option to purchase up to an additional 420,000 shares of Common Stock. On May 8, 2009 the sale of the 2,800,000 shares of Common Stock to the Underwriters was completed.

The Offering is more fully described in a prospectus supplement, filed with the Securities and Exchange Commission (the Commission ) on May 5, 2009, to the accompanying prospectus filed with the Commission on December 18, 2008, as part of the Company s Registration Statement on Form S-3ASR (File No. 333-156275). A copy of the Underwriting Agreement is included as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

The following exhibits are filed herewith:

<u>EXHIBIT NO.</u>	<u>DESCRIPTION OF EXHIBIT</u>
1.1	Underwriting Agreement, between the Company, Credit Suisse Securities (USA) LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the Underwriters, dated May 5, 2009

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**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.

Dated: May 8, 2009

CITY NATIONAL CORPORATION

By: /s/ Michael B. Cahill  
Michael B. Cahill  
*Executive Vice President,  
Corporate Secretary and General Counsel  
(Authorized Officer)*

**INDEX TO EXHIBITS**

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