

CITY NATIONAL CORP
Form 8-A12B
November 13, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO
SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

CITY NATIONAL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of incorporation or organization)

95-2568550
(IRS Employer Identification No.)

City National Plaza
555 South Flower Street
Los Angeles, California
(Address of Principal Executive Offices)

90071
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class
to be so Registered**

**Name of Each Exchange on Which
Each Class is to be Registered**

**Depository Shares each representing a 1/40th interest in a share of
5.50% Non-Cumulative Perpetual Preferred Stock, Series C**

New York Stock Exchange, Inc.

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. x.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. o

Securities Act registration statement file number to which this form relates: 333-169259

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The descriptions of the general terms and provisions of the 5.50% Non-Cumulative Perpetual Preferred Stock, Series C, par value \$1.00 per share (the "Series C Preferred Stock") of City National Corporation (the "Registrant") as well as the Registrant's depositary shares each representing a 1/40th interest in a share of the Series C Preferred Stock to be registered hereunder are incorporated herein by reference to the descriptions included under the captions "Description of Preferred Stock" and "Description of Depositary Shares" in the Prospectus Supplement dated November 6, 2012, as filed with the Securities and Exchange Commission (the "SEC") on November 7, 2012 pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended, to the prospectus in the Registration Statement on Form S-3 (No. 333-169259) of the Registrant, as filed with the SEC on September 8, 2010. Such sections are incorporated herein by reference.

Item 2. Exhibits.

- 3.1 Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009).
- 3.2 By-Laws of the Registrant, as amended to date as of May 9, 2012 (incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed May 18, 2012).
- 3.3 and 4.1 Certificate of Designations of 5.50% Non-Cumulative Perpetual Preferred Stock, Series C (incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed November 13, 2012).
- 4.2 Deposit Agreement, dated November 13, 2012, by and among the Registrant, Computershare Trust Company, N.A., as depositary, Computershare Inc., and the holders from time to time of the depositary receipts described therein (incorporated herein by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K filed November 13, 2012).
- 4.3 Form of Certificate Representing the 5.50% Non-Cumulative Perpetual Preferred Stock, Series C (incorporated herein by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed November 13, 2012).
- 4.4 Form of Depositary Receipt representing the depositary shares (included as part of Exhibit 4.2 of the Registrant's Current Report on Form 8-K filed November 13, 2012).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: November 13, 2012

CITY NATIONAL CORPORATION

By:

Name:

Title:

/s/ Michael B. Cahill

Michael B. Cahill

Executive Vice President, General Counsel
and Corporate Secretary

EXHIBIT INDEX

Number	Description	Method of Filing
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