

CITY NATIONAL CORP  
Form 8-A12B  
November 07, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-A**

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**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**

**New York Stock Exchange, Inc.**

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**Depository Shares each representing a 1/40th interest in a share  
of 6.750% Fixed Rate/Floating Rate Non-Cumulative Preferred  
Stock, Series D**

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.

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.

Securities Act registration statement file number to which this form relates: 333-191981

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

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**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 6.750% Fixed Rate/Floating Rate Non-Cumulative Preferred Stock, Series D, par value \$1.00 per share (the Series D Preferred Stock) of City National Corporation (the Registrant) as well as the Registrant's depository shares each representing a 1/40th interest in a share of the Series D 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 Depository Shares in the Prospectus Supplement dated October 31, 2013, as filed with the Securities and Exchange Commission (the SEC) on November 1, 2013 pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended, to the prospectus in the Registration Statement on Form S-3 (No. 333-191981) of the Registrant, as filed with the SEC on October 30, 2013. 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 Certificate of Amendment of Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.2 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012).
- 3.3 Bylaws of the Registrant, as amended to date (incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed May 18, 2012).
- 3.4 and 4.1 Certificate of Designations of 6.750% Fixed Rate/Floating Rate Non-Cumulative Preferred Stock, Series D (incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed November 7, 2013).
- 4.2 Deposit Agreement, dated November 7, 2013, by and among the Registrant, Computershare Trust Company, N.A., as depository, Computershare Inc., and the holders from time to time of the depository receipts described therein (incorporated herein by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K filed November 7, 2013).
- 4.3 Form of Certificate Representing the 6.750% Fixed Rate/Floating Rate Non-Cumulative Preferred Stock, Series D (incorporated herein by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed November 7, 2013).
- 4.4 Form of Depository Receipt representing the depository shares (included as part of Exhibit 4.2 of the Registrant's Current Report on Form 8-K filed November 7, 2013).

**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 7, 2013

CITY NATIONAL CORPORATION

By:		/s/ Michael B. Cahill
	Name:	Michael B. Cahill
	Title:	Executive Vice President, General Counsel and Corporate Secretary

**EXHIBIT INDEX**

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