

CITY HOLDING CO  
Form 8-K  
February 02, 2016

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)  
January 27, 2016

CITY HOLDING COMPANY  
(Exact Name of Registrant as Specified in its Charter)

Commission File Number: 0-11733

West Virginia  
(State or Other Jurisdiction of  
Incorporation or Organization)

55-0619957  
(I.R.S. Employer  
Identification No.)

25 Gatewater Road, Cross Lanes, WV 25313  
(Address of Principal Executive Offices, Including Zip Code)

304-769-1100  
(Registrant's Telephone Number, Including Area Code)

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(b) under the Exchange Act (17 CFR 240.14a-12(b))
- 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 (17CFR240.13e-4(c))

## Section 5 – Corporate Governance and Management

## Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Compensation Committee recommended, and the independent directors of the Board of Directors of City Holding Company (the “Company”) approved, on January 27, 2016, 2015 incentive compensation for certain of the Company’s named executive officers, including the Company’s principal executive officer and the Company’s principal financial officer as set forth below:

| Name                 | Title   | 2015 Cash Incentive Compensation |
|----------------------|---|----------------------------------|
| Charles R. Hageboeck | President & CEO<br>(Principal Executive Officer)  | \$316,969                        |
| David L. Bumgarner   | Chief Financial Officer and Principal Accounting Officer<br>(Principal Financial Officer) | \$71,444                         |
| Craig G. Stilwell    | Executive Vice President, Retail Banking  | \$164,353                        |
| John A. DeRito       | Executive Vice President, Commercial Banking  | \$84,673                         |
| Jeffrey D. Legge     | Senior Vice President, Chief Administrative Officer and Chief Information Officer         | \$65,407                         |

The Company adopted a clawback policy in 2014 that provides that if the Company is required to prepare an accounting restatement other than as a result of a change in accounting principles, then each executive officer must pay back the excess incentive compensation amount paid to such officer over the corrected incentive compensation payment after applying the restatement. This clawback applies to any award of cash incentive compensation paid to executive officers after December 17, 2014, and includes the awards for performance in 2015 and paid in 2016.

## Item 8.01 Other Events.

On January 27, 2016, the Company’s Board of Directors, based upon the recommendation of its Compensation Committee, approved an award of the equivalent of \$30,000 of Company Common Stock, par value \$2.50, to each non-employee director of the Company on December 31, 2015 and pro-rated based upon the number of months of service during the year. The market price on the date of grant, January 27, 2016 was \$42.38 per share.

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Signatures

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the Undersigned hereunto duly authorized.

Dated: February 2, 2016

City Holding Company

By:

/s/ David L. Bumgarner  
David L. Bumgarner  
Chief Financial Officer

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