
EDGAR Submission Header Summary

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| | 8.01 |
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| Emails | vikki.faw@cityholding.com |

Documents

| | |
|---------|---|
| 8-K | form8-k.htm |
| | CHCO Form 8-K, Compensatory Arrangements of Certain Officers |
| GRAPHIC | chcologo.jpg |
| | CHCO logo |
| 8-K | submissionpdf.pdf |
| | Printable copy CHCO Form 8-K, Compensatory Arrangements of Certain Officers |

Module and Segment References

**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)
February 26, 2014



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 February 26, 2014, base salary levels and 2013 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 | 2014 Base Salary |
|----------------------|---|------------------------|
| Charles R. Hageboeck | President & CEO (Principal Executive Officer) | \$ 500,000 |
| David L. Bumgarner | Chief Financial Officer and Principal Accounting Officer (Principal Financial Officer) | \$ 207,000 |
| Craig G. Stilwell | Executive Vice President, Retail Banking | \$ 330,000 |
| John A. DeRito | Executive Vice President, Commercial Banking | \$ 250,000 |
| Jeffrey D. Legge | Senior Vice President, Chief Administrative Officer and Chief Information Officer | \$ 175,000 |

The schedule set forth below indicates the 2013 incentive compensation for each of the Company’s named executive officers.

| Name | Title | 2013 Incentive Compensation |
|----------------------|---|-----------------------------------|
| Charles R. Hageboeck | President & CEO (Principal Executive Officer) | \$ 325,191 |
| David L. Bumgarner | Chief Financial Officer and Principal Accounting Officer (Principal Financial Officer) | \$ 78,500 |
| Craig G. Stilwell | Executive Vice President, Retail Banking | \$ 156,608 |
| John A. DeRito | Executive Vice President, Commercial Banking | \$ 130,627 |
| Jeffrey D. Legge | Senior Vice President, Chief Administrative Officer and Chief Information Officer | \$ 62,015 |

Item 8.01 Other Events.

On February 26, 2014, the Company’s Board of Directors, based upon the recommendation of its Compensation Committee, approved an award of the equivalent of \$25,000 of Company Common Stock, par value \$2.50, to each non-employee director of the Company on December 31, 2013 and pro-rated based upon the number of months of service during the year. The market price on the date of grant, February 26, 2014, was \$44.14 per share.

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 26, 2014

City Holding Company

By: /s/ David L. Bumgarner

David L. Bumgarner
Chief Financial Officer