

CITY HOLDING CO  
Form PRE 14A  
March 10, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

CITY HOLDING COMPANY  
(Name of Registrant as Specified In Its Charter)

N/A  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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March 20, 2017

To Our Shareholders:

On behalf of the Board of Directors, I cordially invite you to attend the Annual Meeting of Shareholders of City Holding Company which will be held in the Don Morris Room on the second floor of the Memorial Student Center at Marshall University, located at One John Marshall Drive, Huntington, West Virginia 25755, on Wednesday, April 19, 2017 at 2:30 p.m.

The notice of meeting and proxy statement accompanying this letter describe the specific business to be acted upon.

In addition to the specific matters to be acted upon, there will be a report on the progress of the Company and an opportunity for questions of general interest to the shareholders. We hope that you will join us at this year's Annual Meeting and look forward to personally greeting those of you who are able to attend.

It is important that your shares be represented at the meeting. Whether or not you plan to attend the Annual Meeting, please vote your shares by: (1) accessing the Internet at the website included on the proxy card, (2) calling the toll-free number shown on the proxy card, or (3) completing, signing and returning the enclosed proxy card as soon as possible in the postage-paid envelope provided.

City Holding Company thanks you for your consideration and your continued support.

C. Dallas Kayser  
Chairman of the Board

Charles R. Hageboeck  
President & CEO

CITY HOLDING COMPANY  
25 Gateway Road  
Post Office Box 7520  
Charleston, West Virginia 25356-0520

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
To Be Held April 19, 2017

Notice is hereby given that the Annual Meeting of Shareholders of City Holding Company will be held in the Don Morris Room on the second floor of the Memorial Student Center at Marshall University, located at One John Marshall Drive, Huntington, West Virginia 25755, on Wednesday, April 19, 2017 at 2:30 p.m. (local time) for the following purposes:

1. Election of Directors. To elect four Class III directors to serve for a term of three years. The names of the nominees are set forth in the accompanying proxy statement.
2. Ratify Independent Registered Public Accounting Firm. To ratify, on an advisory basis, the Audit Committee and the Board of Directors' appointment of Ernst & Young LLP as the independent registered public accounting firm for City Holding Company for 2017.
3. Majority Voting. To amend the Articles of Incorporation of City Holding Company to provide for Majority Voting in Uncontested Director Elections.
4. Advisory (Non-binding) Vote on Executive Compensation. To approve a non-binding advisory proposal on the compensation of the Named Executive Officers.
5. Advisory (Non-binding) Vote on the Frequency of Votes on Executive Compensation. To vote on whether an advisory vote on executive compensation should be held every one, two or three years.
6. Other Business. To transact such other business as may properly come before the meeting.

Shareholders of record at the close of business on March 3, 2017 are the only shareholders entitled to notice of and to vote at the Annual Meeting of Shareholders.

By Order of the Board of Directors,  
Victoria A. Faw,  
Secretary

March 20, 2017

IMPORTANT NOTICE

We urge you to sign and return the enclosed proxy or transmit your voting instructions by telephone or Internet as promptly as possible, regardless of your plans to attend the meeting. Please refer to the instructions on the proxy card for details about transmitting your voting instructions by telephone or Internet. If you attend the meeting, you may vote your shares in person, even if you have previously signed and returned your proxy or transmitted your voting

instructions by telephone or Internet.

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CITY HOLDING COMPANY  
25 Gatewater Road  
Charleston, West Virginia 25356-0520

## PROXY STATEMENT

### Information Concerning the Solicitation

This statement is furnished in connection with the solicitation of proxies to be used at the Annual Meeting of Shareholders of City Holding Company (the “Company” or “City”) to be held on April 19, 2017.

The solicitation of proxies in the enclosed form is made on behalf of the Board of Directors of the Company. The cost of preparing, assembling, and mailing the proxy material and of reimbursing brokers, nominees, and fiduciaries for the out-of-pocket and clerical expenses of transmitting copies of the proxy material to the beneficial owners of shares held of record by such persons will be borne by the Company. The Company does not currently intend to solicit proxies otherwise than by use of the mail, but certain officers and regular employees of the Company or its subsidiaries, without additional compensation, may use their best efforts, by telephone or otherwise, to obtain proxies. The proxy materials are being mailed, on or about March 20, 2017, to shareholders of record at the close of business on March 3, 2017 (the “Record Date”).

### Annual Reports

The Company’s Annual Report to Shareholders for the fiscal year ended December 31, 2016, is being furnished with this Proxy Statement to shareholders of record on the Record Date. The Annual Report to Shareholders does not constitute a part of this Proxy Statement or the proxy solicitation material.

### IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 19, 2017

This Proxy Statement and the 2016 Annual Report and any amendments thereto that are required to be furnished to shareholders are available online at [www.ViewMaterial.com/CHCO](http://www.ViewMaterial.com/CHCO).

### Householding

The Securities and Exchange Commission (“SEC”) has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more shareholders sharing the same address by delivering a single proxy statement addressed to those shareholders. This process is commonly referred to as “householding.”

The Company has implemented “householding” in an effort to reduce the number of duplicate mailings to the same address. This process benefits both shareholders and the Company because it eliminates unnecessary mailings delivered to your home and helps to reduce the Company’s expenses. “Householding” will not be used, however, if the Company has received contrary instructions from one or more of the shareholders sharing an address. We will continue to “household” indefinitely until you instruct us otherwise. You may notify the Company that you would like to receive separate copies of the Company’s annual report and proxy statement in the future, or that you would like to receive one copy for multiple shareholders sharing an address, by calling Computershare Investor Services, LLC at 1-800-568-3476, or by mail to the attention of City Holding Company, c/o Computershare Investor Services, LLC, P. O. Box 43078, Providence, RI 02940-3078. If you would like to receive a separate copy of the Company’s

2017 Proxy Statement and 2016 Annual Report, please contact Victoria A. Faw, Corporate Secretary, City Holding Company, 25 Gatewater Road, Cross Lanes, WV 25313 or call 304-769-1100. Even if your household receives only one annual report and one proxy statement, the Company will continue to send a separate proxy card for each shareholder residing at your address. Please note, however, that if a broker holds shares of the Company on your behalf, (that is, in “street name” (e.g., in a brokerage account or retirement plan account)) you may continue to receive duplicate mailings.

#### Voting Methods

The accompanying proxy is for use at the Annual Meeting if a shareholder either will be unable to attend in person or will be able to attend but wishes to vote by proxy. Shares may be voted by completing the enclosed proxy card and mailing it in the postage-paid envelope provided, voting over the Internet, or using a toll-free telephone number. Please refer to the proxy card or the information forwarded by your bank, broker or other holder of record to see which options are available. (If your shares are held in the name of a bank, broker or other

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holder of record, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the meeting.) Shareholders who vote over the Internet may incur costs, such as Internet access charges, for which the shareholder is responsible. The Internet and telephone voting facilities for eligible shareholders of record will close at 6:00 a.m., Eastern Time, on April 19, 2017. Specific instructions to be followed by any shareholder interested in voting via the Internet or telephone are shown on the enclosed proxy card. The Internet and telephone voting procedures are designed to authenticate the shareholder's identity and to allow shareholders to vote their shares and confirm that their instructions have been properly recorded. In the event that a shareholder's proxy does not reference Internet or telephone information because the shareholder is not the registered owner of the shares, the shareholder should complete and return the paper proxy card in the self-addressed, postage-paid envelope provided.

The proxy may be revoked at any time before the shares subject to it are voted by (i) notifying, in writing, Victoria A. Faw, Corporate Secretary, City Holding Company, P. O. Box 7520, Charleston, WV 25356-0520, (ii) executing a proxy bearing a later date (including a proxy given over the Internet or by telephone), or (iii) voting in person at the Annual Meeting the shares represented by the proxy. (Your attendance at the Annual Meeting will not, by itself, revoke your proxy; you must vote in person at the Annual Meeting.) If your shares are held by a broker on your behalf (that is, in street name), you must contact your broker or nominee to revoke your proxy.

If you participate in City Holding Company's 401(k) Plan & Trust and hold shares of Company common stock in your plan account as of the Record Date, you will receive a request for voting instructions from the tabulation agent on behalf of the trustee (City National Bank) with respect to your plan shares. If you hold Company common stock outside of the plan, you will vote those shares separately. You are entitled to direct City National Bank how to vote your plan shares.

All shares of the Company's common stock, par value \$2.50 per share (the "Common Stock") represented by valid proxies received pursuant to this solicitation, and not revoked before they are exercised, will be voted in the manner specified therein. The Board of Directors unanimously recommends a vote:

1. FOR the nominees for director listed in these materials and on the proxy card;
2. FOR the ratification, on an advisory basis, of the selection of the Company's independent registered public accounting firm;
3. FOR the amendment to the Articles of Incorporation of the Company to provide for Majority Voting in Uncontested Director Elections;
4. FOR the approval, on an advisory basis, of the compensation of the Company's named executive officers as disclosed in these materials; and
5. FOR a frequency of one year for future advisory votes on executive compensation.

In the absence of voting instructions to the contrary, shares represented by validly executed proxies will be voted in accordance with the foregoing recommendations. If any other matters are properly presented for consideration at the Annual Meeting, the persons named as proxies and acting thereunder will have discretion to vote on those matters according to their best judgment to the same extent as the person delivering the proxy would be entitled to vote. At this time, the Company is not aware of any other matters that may come before the Annual Meeting.

#### Outstanding Voting Shares

The Company's only authorized voting equity security is its Common Stock.

Only shareholders of record at the close of business on March 3, 2017, the Record Date, are entitled to vote at the Annual Meeting. On that day, there were issued and outstanding 15,585,010 shares of Common Stock (after deducting an aggregate of 3,476,538 shares held in treasury). Each share is entitled to one vote. The presence, in person or by properly executed proxy, of the holders of a majority of the outstanding shares of the Company's Common Stock entitled to a vote at the Annual Meeting is necessary to constitute a quorum at the Annual Meeting. Abstentions will be counted as shares present for purposes of determining the presence of a quorum. A quorum must be present before any business, including the shareholder votes listed above, can be conducted.

With respect to Proposal 1, directors are elected by a plurality of the votes cast; therefore, the directors that receive the most “for” votes will be elected and a vote withheld will not affect the outcome of the election. In elections of directors, each shareholder shall have the right to cast one vote for each share of stock owned by him for as many persons as there are directors to be elected, or, upon notice to the Company at least 48 hours before the Annual Meeting and in accordance with West Virginia law, he may cumulate such votes and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares of stock, or he may distribute them on the same principle among as many candidates and in such manner as he shall desire. If one shareholder duly gives notice in accordance with West Virginia law that he intends to cumulate votes, all shareholders may do so. If any shares are voted for the election of directors pursuant to a proxy, the persons named in the accompanying proxy card may, unless otherwise directed, cumulate their votes at their discretion and vote for less than all such nominees. For all other purposes, each share is entitled to only one vote.

With respect to Proposal 2, the number of votes cast “for” the approval of the ratification, on an advisory basis, of the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm must exceed the number of votes cast “against” the proposal. “Abstain” votes will not affect the outcome of Proposal 2.

With respect to Proposal 3, the number of votes cast “for” the approval of the amendment to the Articles of Incorporation of the Company to provide for Majority Voting in Uncontested Director Elections must exceed the number of votes cast “against” the proposal. “Abstain” votes will not affect the outcome of Proposal 3.

With respect to Proposal 4, the number of votes cast “for” the approval of the compensation of the named executive officers as discussed in these materials must exceed the number of votes cast “against” the proposal. “Abstain” votes will not affect the outcome of Proposal 4.

With respect to Proposal 5, the frequency of the advisory vote on executive compensation, the alternative receiving the greatest number of votes - every one year, every two years or every three years - will be the frequency that shareholders approve.

If your shares are held by a broker on your behalf (that is, in “street name”), and you do not instruct the broker as to how to vote these shares on Proposals 1, 3, 4 or 5, the broker may not exercise discretion to vote for or against those proposals. This would be a “broker non-vote” and these shares will not be counted as having been voted on the applicable proposal. With respect to Proposal 2, the broker may exercise its discretion to vote for or against that proposal in the absence of your instruction. Please instruct your bank or broker so your vote can be counted.

## COMMON STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

## Beneficial Ownership of Directors and Named Executive Officers

Information included in this table is based upon the “beneficial ownership” rules issued under the Securities Exchange Act of 1934, as amended (the “Securities Exchange Act”). Under these rules, a person is deemed to be a beneficial owner of any shares of our common stock if that person has or shares “voting power,” which includes the power to vote or direct the voting of the shares, or “investment power,” which includes the right to dispose or direct the disposition of the shares. Thus, under the rules, more than one person may be deemed to be a beneficial owner of the same shares. A person is also deemed to be a beneficial owner of any shares as to which that person has the right to acquire beneficial ownership within 60 days.

The table below presents certain information as of March 3, 2017 regarding beneficial ownership of shares of Common Stock by directors, named executive officers listed under “Executive Officers of City Holding Company” on page 19, and all directors and executive officers as a group.

## BENEFICIAL OWNERSHIP

Name of Beneficial Owner	Sole Voting and Investment Power <sup>(1)</sup> (#)	Common Shares Subject to a Right to Acquire <sup>(2)</sup> (#)	Aggregate Percentage Owned (%)	CHCO Shares Held as Collateral for Loans (#)
<b>Directors</b>				
John R. Elliot	167,026	-	1.07	-
Charles W. Fairchilds	8,111	-	*	-
William H. File III	24,200	-	*	-
Robert D. Fisher <sup>(3)</sup>	29,057	-	*	-
Jay C. Goldman <sup>(3)</sup>	24,636	-	*	-
Patrick C. Graney, III <sup>(3)</sup>	2,800	-	*	-
Charles R. Hageboeck <sup>(3)(4)</sup>	84,936	8,811	*	-
David W. Hambrick <sup>(5)</sup>	46,360	-	*	-
Tracy W. Hylton II	54,524	-	*	-
J. Thomas Jones	3,732	-	*	-
C. Dallas Kayser	21,755	-	*	-
James L. Rossi	16,555	-	*	-
Sharon H. Rowe <sup>(6)</sup>	10,823	-	*	9,625
<b>Named Executive Officers</b>				
David L. Bumgarner	15,646	2,040	*	-
Craig G. Stilwell	34,796	4,201	*	-
John A. DeRito	24,843	3,494	*	-
Jeffrey D. Legge	15,326	1,579	*	-
Directors and Executive Officers as a group (17 persons)	585,126	20,125	3.88%	9,625

\* Less than 1%.

(1) Includes shares (a) owned by or with certain relatives; (b) held in various fiduciary capacities; (c) held by certain corporations; and (d) held in trust under the Company's 401(k) Plan & Trust.

(2) Includes options to acquire shares of the Company's Common Stock that are exercisable within 60 days.

- (3) Messrs. Fisher, Goldman, Graney and Hageboeck are nominees for re-election to the Board of Directors as Class III directors.
- (3) Mr. Hageboeck serves as President and CEO of the Company and is considered a Named Executive Officer.
- (5) Mr. Hambrick has notified the Company that he intends to resign as a director following the 2017 Annual Meeting of Shareholders.
- (6)