

CITY HOLDING CO
Form DEFA14A
April 05, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

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

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(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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- .. No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
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SUPPLEMENT TO THE PROXY STATEMENT OF CITY HOLDING COMPANY.

DATED MARCH 22, 2013 FOR THE ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON APRIL 24, 2013

On March 22, 2013 City Holding Company (the Company) filed its Definitive Proxy Statement relating to its Annual Meeting of Stockholders to be held on April 24, 2013. In connection with its Annual Meeting, the Company's Board of Directors recommended a vote approving City Holding Company's 2013 Incentive Plan (the Plan). In connection with this proposal, we are clarifying the number of shares outstanding and the number of shares available for future grant under all Company plans as of December 31, 2012 and April 3, 2013 as follows:

	As of December 31, 2012	As of April 3, 2013
Number of Stock Options Outstanding	289,544	261,269
Weighted Average Exercise Price	\$ 34.38	\$ 34.63
Weighted Average Term (in years)	4.1	4.6
Number of Restricted Share Awards Outstanding	116,711	125,919
Number of Shares Remaining for Future Grants: <i>City Holding Company 2003 Incentive Plan*</i>	539,713	514,105

* Between April 3, 2013 and April 29, 2013, the Company anticipates issuing an additional 20,000 restricted share awards under the City Holding Company 2003 Incentive Plan. The Company will not issue any additional shares under the City Holding Company 2003 Incentive Plan after April 29, 2013.

This Supplement to the Proxy Statement is first being released to shareholders on or about April 5, 2013, and should be read together with the Proxy Statement. The information contained in this Supplement to the Proxy Statement modifies or supersedes any inconsistent information contained in the Proxy Statement.