

CITY HOLDING CO
Form 10-K/A
March 20, 2013

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

FORM 10-K/A
Amendment No. 1

(Mark One)

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For The Fiscal Year Ended December 31, 2012

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For The Transition Period From _____ To _____.

Commission File number 0-11733

CITY HOLDING COMPANY
(Exact name of registrant as specified in its charter)

West Virginia
(State or other jurisdiction of incorporation or organization)

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

25 Gateway Road
Charleston, West Virginia
(Address of principal executive offices)

25313
(Zip Code)

(304) 769-1100
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on Which Registered: |
|--------------------------------|--|
| Common Stock, \$2.50 par value | NASDAQ Global Select Market |

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act:

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act:

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Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes

No

As of June 30, 2012, the last business day of the registrant's most recently completed second quarter, the aggregate market value of the shares of common stock held by non-affiliates, based upon the closing price per share of the registrant's common stock as reported on the Nasdaq Global Select Market was approximately \$477.4 million. (Registrant has assumed that all of its executive officers and directors are affiliates. Such assumption shall not be deemed to be conclusive for any other purpose.)

As of March 10, 2013, there were 15,660,193 shares of the Company's common stock, \$2.50 par value, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the annual report to security holders for the fiscal year ended December 31, 2012 are incorporated by reference into Part 1, Item 1 and Part II, Items 6, 7, 7A, and 8. Portions of the Proxy Statement for the 2013 annual shareholders' meeting to be held on April 24, 2013 are incorporated by reference into Part III, Items 10, 11, 12, 13, and 14.

EXPLANATORY NOTE

This Annual Report on Form 10-K/A constitutes Amendment No. 1 to the City Holding Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which was originally filed on March 15, 2013. This Amendment is being filed solely to correct certain typographical errors in Exhibit 13.

The original filing inadvertently labeled the Company's Consolidated Statements of Changes in Shareholders' Equity and the Consolidated Statements of Cash Flows as unaudited. This Amendment removes the inadvertent labeling.

This Amendment does not reflect events occurring after the filing date of the original Form 10-K and does not modify or update the disclosures in the original Form 10-K, other than the typographical corrections noted above.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 20, 2013

City Holding Company
(Registrant)

By:/s/ Charles R. Hageboeck, Ph.D.
Charles R. Hageboeck, Ph.D.
President and Chief Executive Officer
(Principal Executive Officer)

By:/s/ David L. Bumgarner
David L. Bumgarner
Senior Vice President, Chief Financial Officer and
Principal Accounting Officer
(Principal Financial Officer)