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**Section 1: 8-K (8-K, STRONG-TREISTER APPOINTMENT 1 2018)**

**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 31, 2018**



**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



## Section 5 – Corporate Governance and Management

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

On February 1, 2018, City Holding Company (“the Company”) issued a news release, attached as Exhibit 99.1, announcing appointment of Diane Strong-Treister to its Board of Directors (“Board”) effective January 31, 2018. Ms. Strong-Treister was appointed to the Board as a Class I director and will stand for election at the Company’s 2018 Annual Meeting of Shareholders.

There is no arrangement or understanding with any person pursuant to which Ms. Strong-Treister was appointed as a member of the Board. Compensatory arrangements for Ms. Strong will be consistent with the previously disclosed standard arrangements for non-employee directors of the Company, as described on page 13 of the Company’s proxy statement for its 2017 Annual Meeting of Shareholders filed with the Commission on March 20, 2017, which disclosure is incorporated herein by reference.

As of the date of this filing, Ms. Strong-Treister has not been appointed to any committees of the Company.

City National Bank of West Virginia, a Company affiliate, also elected Ms. Strong-Treister to its Board of Directors at their meeting held on January 31, 2018.

In accordance with the Company’s by-laws, Mr. David Hambrick, a Class I director, having reached the mandatory retirement age of 75 will retire from the Board effective on the date of the 2018 Annual Meeting of Shareholders.

## Section 9 - Financial Statements and Exhibits

### Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1

[News Release issued February 1, 2018](#)

### 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, 2018

**City Holding Company**

By: /s/ Charles R. Hageboeck

Charles R. Hageboeck

President & CEO

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## Section 2: EX-99.1 (EXHIBIT 99.1, STRONG-TREISTER PR)

**Exhibit 99.1**

# ***NEWS RELEASE***

For Immediate Release  
January 31, 2018

For Further Information Contact:  
Charles R. Hageboeck, Chief Executive Officer and President  
(304) 769-1102

## **City Holding Company Elects Diane Strong-Treister to Board of Directors**

Charleston, West Virginia – City Holding Company, “the Company” (NASDAQ:CHCO), has elected Diane Strong-Treister, to its Board of Directors effective immediately and expiring at the next annual meeting of the shareholders scheduled for April 2018. This increases the number of directors of the Company from 13 to 14. The Board of Directors expects to recommend Ms. Strong-Treister as a Class I director, whose terms shall expire at the annual meeting of the shareholders in 2021, for shareholder approval in the election of directors scheduled for April 2018.

Strong-Treister grew up in Southeastern Ohio. She attended Rio Grande College and West Virginia State College. She joined Manpower on January 2, 1987 and began expanding the Manpower offices and growing it to eleven locations. Strong-Treister became President and Owner in 1997 after the death of her husband, Loren Treister. Strong-Treister continues to operate the 11 Manpower offices in West Virginia and Eastern Kentucky, including the following markets where City National Bank is located: Charleston, Morgantown, Bridgeport, Ripley, Huntington, Teays Valley and Ashland.

Strong-Treister serves on the Workforce Investment Board for the State of West Virginia; Mountwest Community & Technical College Foundation Board, Charleston Roundtable Committee of the Federal Reserve Bank of Richmond, and the Buckskin Council of Boy Scouts Board and received her Women Business Enterprise National Council certification (WBENC) in 2016. She founded the Strong-Treister Family Foundation upon the death of her husband Loren, in whose memory the soccer fields at Cato Park were named, and gives to many philanthropic organizations. Strong-Treister is a 2014 Recipient of the YWCA Women of Achievement.

“Diane represents a wonderful addition to the City Holding Board of Directors,” said Charles Hageboeck, President and Chief Executive Officer of City Holding. “Diane is one of the most positive and high energy people I know. With new City branches planned for Morgantown and Columbus, Ohio and nearly 850 employees, Diane’s unparalleled expertise in human resources will be invaluable. She is a highly respected business leader and brings an added dimension to our board’s collective expertise. She has grown her business significantly – and she understands the challenges of running an organization with staff located in many different communities. We are thrilled to have her!”

City Holding Company is a \$4.1 billion bank holding Company headquartered in Charleston, WV. City Holding Company is the parent company of City National Bank of West Virginia. City National operates 86 branches across West Virginia, Virginia, Kentucky and Ohio.