

CITY NATIONAL CORP  
Form POS AM  
November 06, 2015

As filed with the Securities and Exchange Commission on November 6, 2015

Registration No. 333-53624

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

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Post-Effective Amendment No. 1 to  
FORM S-3 REGISTRATION STATEMENT NO. 333-53624  
UNDER  
THE SECURITIES ACT OF 1933

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CITY NATIONAL CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

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Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

95-2568550  
(IRS Employer  
Identification No.)

c/o RBC USA Holdco Corporation  
30 Hudson Street  
Jersey City, New Jersey, USA 07302-4600  
Tel: 212-437-9264  
(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive  
Offices)

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Daniel L. Torbenson  
Royal Bank of Canada  
30 Hudson Street  
Jersey City, New Jersey, USA 07302-4600  
Tel: 212-437-9264  
(Name, address and telephone number of agent for service)

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Copies to:  
Donald R. Crawshaw  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, New York 10004  
Tel: 212-558-4000

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Approximate date of commencement of proposed sale to the public: Not applicable. Removal from registration of securities that were not sold pursuant to the above referenced registration statements.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

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 the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

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DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the following Registration Statement filed by City National Corporation, a Delaware corporation (“City National”), on Form S-3 (the “Registration Statement”):

- Registration Statement No. 333-53624, originally filed with the Securities and Exchange Commission (the “SEC”) on January 12, 2001;

City National is filing this Post-Effective Amendment to the Registration Statement to withdraw and remove from registration any unissued and unsold securities issuable by City National pursuant to the above referenced Registration Statement.

On November 2, 2015, pursuant to the Agreement and Plan of Merger, dated as of January 22, 2015 (the “Agreement”), by and among Royal Bank of Canada, a Canadian chartered bank, City National and RBC USA Holdco Corporation, a Delaware corporation (“Holdco”), City National merged with and into Holdco, with Holdco continuing as the surviving corporation.

As a result of the consummation of the transactions contemplated by the Agreement, City National has terminated all offerings of its securities pursuant to the above referenced Registration Statement. In accordance with an undertaking made by City National in the Registration Statement to remove from registration by means of a post-effective amendment any securities which remain unsold at the termination of the offering, City National hereby removes and withdraws from registration all securities of City National registered pursuant to the Registration Statement that remain unsold as of the date hereof.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this November 6, 2015. No other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933, as amended.

RBC USA HOLDCO CORPORATION  
as successor by merger to City National Corporation

By: /s/ Steven J. Decicco  
Name: Steven J. Decicco  
Title: Chief Financial Officer

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