

TOMPKINS FINANCIAL CORP
Form S-8
October 24, 2012

As filed with the Securities and Exchange Commission on October 24, 2012

SEC Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

TOMPKINS FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

NEW YORK

(State or other jurisdiction of incorporation or organization)

16-1482357

(I.R.S. Employer Identification No.)

The Commons, P.O. Box 460

Ithaca, New York 14851

(Address of Principal Executive Offices) (Zip Code)

TOMPKINS FINANCIAL CORPORATION EMPLOYEE STOCK OWNERSHIP PLAN [ESOP]

(Full title of the plan)

Francis M. Fetsko
Executive Vice President and Chief Financial Officer
Tompkins Financial Corporation
The Commons, P.O. Box 460
Ithaca, New York 14851

with a copy to:
Thomas E. Willett,
Esq.
Harris Beach PLLC
99 Garnsey Road
Pittsford, New York
14534
(585) 419-8800

(Name and Address of Agent For Service)

(607) 273-3210

(Telephone number, including area code, of agent for service)

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 Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Do not check if smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per share ⁽²⁾	Proposed maximum aggregate offering price ⁽²⁾	Amount of registration fee
Common Stock, \$0.10 par value	100,000	\$39.93	\$3,993,000	\$544.65

⁽¹⁾ The Registration Statement also includes an indeterminate number of additional shares that may become issuable pursuant to antidilution provisions of the plan.

⁽²⁾ In accordance with Rules 457(h)(1) and 457(c), calculated on the basis of the high and low prices of the Common Stock on the NYSE MKT on October 22, 2012.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 (this “Registration Statement”), which incorporates by reference the contents of the Registrant’s previous Registration Statement on Form S-8 (No. 333-163977) filed with the Securities and Exchange Commission on December 23, 2009, is being filed by the Registrant solely to register an additional 100,000 shares for issuance under the Tompkins Financial Corporation Employee Stock Ownership Plan [ESOP]. Accordingly, this Registration Statement consists only of those items required by General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed with this Registration Statement:

5	Opinion of Harris Beach PLLC
23.1	Consent of KPMG LLP
23.2	Consent of Grant Thornton LLP
23.3	Consent of ParenteBeard LLC

23.4 Consent of Harris Beach PLLC (included in Exhibit 5)

24 Power of Attorney (included at Pages II-2 and II-3)

Tompkins Financial Corporation Employee Stock Ownership Plan (incorporated by reference to Exhibit 99 to the registrant’s Registration Statement on Form S-8 (SEC Registration No. 333-163977) filed on December 23, 2009).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ithaca, State of New York, on this 24th day of October, 2012.

TOMPKINS FINANCIAL
CORPORATION

By: /s/Stephen S. Romaine
Name Stephen S. Romaine
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, jointly and severally, Stephen S. Romaine and Francis M. Fetsko and each of them, as his true and lawful attorneys-in-fact and agents, each with full power of substitution, for him, and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement and Power of Attorney have been signed below by the following persons in the capacities and on the dates indicated:

Name	Capacity	Date
<u>/s/ James J. Byrnes</u>	Chairman of the Board, Director	October 24, 2012
James J. Byrnes		

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<u>/s/ Stephen S. Romaine</u>	President and Chief Executive Officer, Director (Principal Executive Officer)	October 24, 2012
Stephen S. Romaine		
<u>/s/ James W. Fulmer</u>	Vice Chairman, Director	October 24, 2012
James W. Fulmer		
<u>/s/ Francis M. Fetsko</u>	Executive Vice President, Chief Financial Officer, Chief Operating Officer (Principal Financial Officer and Principal Accounting Officer)	October 24, 2012
Francis M. Fetsko		
<u>/s/ John E. Alexander</u>	Director	October 24, 2012
John E. Alexander		
<u>/s/ Paul J. Battaglia</u>	Director	October 24, 2012
Paul J. Battaglia		

/s/ Daniel J. Fessenden
Director October 24, 2012
Daniel J. Fessenden
/s/ Reeder D. Gates
Director October 24, 2012
Reeder D. Gates
/s/ James R. Hardie
Director October 24, 2012
James R. Hardie
/s/ Carl E. Haynes
Director October 24, 2012
Carl E. Haynes
/s/ Susan A. Henry
Director October 24, 2012
Susan A. Henry
/s/ Patricia A. Johnson
Director October 24, 2012
Patricia A. Johnson
/s/ Frank C. Milewski
Director October 24, 2012
Frank C. Milewski
/s/ Sandra A. Parker
Director October 24, 2012
Sandra A. Parker
/s/ Thomas R. Rochon
Director October 24, 2012
Thomas R. Rochon
/s/ Michael H. Spain
Director October 24, 2012
Michael H. Spain
/s/ William D. Spain, Jr.
Director October 24, 2012
William D. Spain, Jr.
/s/ Alfred J. Weber
Director October 24, 2012
Alfred J. Weber
/s/ Craig Yunker
Director October 24, 2012
Craig Yunker

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