

TOMPKINS FINANCIAL CORP

Form S-8

July 22, 2016

As filed with the Securities and Exchange Commission on July 22, 2016

SEC Registration No. 333-

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**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)

**2009 EQUITY PLAN**

(Full title of the plan)

**Francis M. Fetsko**

**Executive Vice President, CFO & COO**

**Tompkins Financial Corporation**

**The Commons, P.O. Box 460**

**Ithaca, New York 14851**

(Name and Address of Agent For Service)

**with a copy to:**

**Alyssa H. Fontaine, Esq., General Counsel**

**Tompkins Financial Corporation**

**121 E. Seneca Street**

**Ithaca, New York 14850**

**(607) 274-7685**

**(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 a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities</b>	<b>Amount to be</b>	<b>Proposed maximum</b>	<b>Proposed maximum</b>	<b>Amount of</b>
<b>to be registered</b>	<b>registered <sup>(1)</sup></b>	<b>offering price per</b>	<b>aggregate</b>	<b>registration</b>
		<b>share <sup>(2)</sup></b>	<b>offering price <sup>(2)</sup></b>	<b>fee</b>
Common Stock, \$.10 par value	700,000	\$69.27	\$48,489,000	\$4,882.84

(1) The Registration Statement also includes an indeterminate number of additional shares that may become issuable pursuant to antidilution provisions of the 2009 Equity 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 LLC on July 21, 2016.

## **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. 333-160738) filed with the Securities and Exchange Commission on July 22, 2009, is being filed by the Registrant solely to register an additional 700,000 shares for issuance under the Tompkins Financial Corporation 2009 Equity Plan, as amended through the date hereof. 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, Independent Registered Public Accounting Firm
- 23.2 Consent of Harris Beach PLLC (included in Exhibit 5)
- 24 Power of Attorney (included at pages II-2 and II-3)
- 99.1 Tompkins Financial Corporation 2009 Equity Plan (incorporated herein by reference to Exhibit 99 to the Registrant’s Registration Statement on Form S-8 (No. 333-160738), filed on July 22, 2009)
- 99.2 Amendment No. 1 to Tompkins Financial Corporation 2009 Equity Plan (incorporated by reference to Appendix A to the Registrant’s Definitive Proxy Statement filed on April 1, 2016)

**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 20<sup>th</sup> day of July, 2016.

TOMPKINS FINANCIAL CORPORATION

By: /s/ Francis M. Fetsko  
 Francis M. Fetsko  
 Executive Vice President, Chief Financial Officer and Chief Operating 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 Exchange 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:

<b>Name</b>	<b>Capacity</b>	<b>Date</b>
/s/ Thomas R. Rochon Thomas R. Rochon	Chairman of the Board	July 20, 2016
/s/ Stephen S. Romaine Stephen S. Romaine	President and Chief Executive Officer, Director (Principal Executive Officer)	July 20, 2016
/s/ James W. Fulmer James W. Fulmer	Vice Chairman, Director	July 20, 2016
/s/ Francis M. Fetsko Francis M. Fetsko	Executive Vice President, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 20, 2016
/s/ John E. Alexander John E. Alexander	Director	July 20, 2016

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/s/ Paul J. Battaglia  
Paul J. Battaglia

Director

July 20, 2016

/s/ Daniel J. Fessenden  
Daniel J. Fessenden

Director

July 20, 2016

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/s/ Carl E. Haynes                      Director July 20, 2016  
Carl E. Haynes

/s/ Susan A. Henry                      Director July 20, 2016  
Susan A. Henry

/s/ Patricia A. Johnson                Director July 20, 2016  
Patricia A. Johnson

/s/ Frank C. Milewski                 Director July 20, 2016  
Frank C. Milewski

/s/ Sandra A. Parker                   Director July 20, 2016  
Sandra A. Parker

/s/ Michael H. Spain                   Director July 20, 2016  
Michael H. Spain

/s/ Alfred J. Weber                    Director July 20, 2016  
Alfred J. Weber

/s/ Craig Yunker                        Director July 20, 2016  
Craig Yunker

**EXHIBIT INDEX**

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