

TOMPKINS FINANCIAL CORP  
Form S-8  
August 03, 2015

**As filed with the Securities and Exchange Commission on August 3, 2015**

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)

**TOMPKINS FINANCIAL CORPORATION EMPLOYEE STOCK OWNERSHIP PLAN [ESOP]**

(Full title of the plan)

<b>Francis M. Fetsko</b>	<b>with a copy to:</b>
<b>Executive Vice President, Chief Operating Officer</b>	<b>Alyssa Hochberg Fontaine, Esq.</b>
<b>And Chief Financial Officer</b>	<b>Harris Beach PLLC</b>
<b>Tompkins Financial Corporation</b>	<b>119 E. Seneca Street</b>
<b>The Commons, P.O. Box 460</b>	<b>Ithaca, NY 14850</b>
<b>Ithaca, New York 14851</b>	<b>(607) 273-6444</b>

(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 a  
smaller reporting  
company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered <sup>(1)</sup></b>	<b>Proposed maximum offering price per share <sup>(2)</sup></b>	<b>Proposed maximum aggregate offering price <sup>(2)</sup></b>	<b>Amount of registration fee</b>
Common Stock, \$0.10 par value	100,000	\$53.19	\$5,319,000	\$618.07

The Registration Statement also includes an indeterminate number of additional shares that may become issuable <sup>(1)</sup>pursuant to share splits, share dividends, antidilution provisions and other adjustments to the extent contemplated by the Tompkins Financial Corporation Employee Stock Ownership Plan (the "ESOP").

<sup>(2)</sup>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 July 30, 2015.

## 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 and on Form S-8 (No. 333-184582) filed with the Securities and Exchange Commission on October 24, 2012, (together, the “Prior Registration Statements”), 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]. The Prior Registration Statements, relating to the same class of securities and the same plan, are currently effective. 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 Harris Beach PLLC (included in Exhibit 5)
- 24 Power of Attorney (included at Pages II-2 and II-3)
- 99 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 3<sup>rd</sup> day of August, 2015.

TOMPKINS FINANCIAL  
CORPORATION

By: /s/ Stephen S. Romaine  
Stephen S. Romaine  
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:

<b>Name</b>	<b>Capacity</b>	<b>Date</b>
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<u>/S/ Thomas R. Rochon</u>	Chairman of the Board, Director	July 30, 2015
Thomas R. Rochon		
<u>S/ Stephen S. Romaine</u>	President and Chief Executive Officer, Director (Principal Executive Officer)	July 30, 2015
Stephen S. Romaine		
<u>/S/ James W. Fulmer</u>	Vice Chairman, Director	July 30, 2015
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)	July 30, 2015
Francis M. Fetsko		
<u>/S/ John E. Alexander</u>	Director	July 30, 2015
John E. Alexander		
<u>/S/ Paul J. Battaglia</u>	Director	July 30, 2015
Paul J. Battaglia		

/S/ Daniel J. Fessenden

Director July 30, 2015

Daniel J. Fessenden

/S/ Carl E. Haynes

Director July 30, 2015

Carl E. Haynes

/S/ Susan A. Henry

Director July 30, 2015

Susan A. Henry

/S/ Patricia A. Johnson

Director July 30, 2015

Patricia A. Johnson

/S/ Frank C. Milewski

Director July 30, 2015

Frank C. Milewski

/S/ Sandra A Parker

Director July 30, 2015

Sandra A. Parker

/S/ Michael H. Spain

Director July 30, 2015

Michael H. Spain

/S/ Alfred J. Weber

Director July 30, 2015

Alfred J. Weber

/S/ Craig Yunker

Director July 30, 2015

Craig Yunker

**EXHIBIT INDEX**

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