

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**

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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)

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**

<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	\$39.93	\$3,993,000	\$544.65

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

<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 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 24<sup>th</sup> 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

**EXHIBIT INDEX**

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