

TOMPKINS FINANCIAL CORP  
Form 10-K/A  
April 27, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**FORM 10-K/A**

**(Amendment No. 1)**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2014**

Commission File Number 1-12709

**Tompkins Financial Corporation**

(Exact name of registrant as specified in its charter)

**New York** **16-1482357**  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

**The Commons, P.O. Box 460, Ithaca, New York** **14851**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(888) 503-5753**

Securities registered pursuant to Section 12(b) of the Act:

**Common Stock (\$.10 Par Value Per Share) NYSE MKT LLC**

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(Title of class)

(Name of exchange on which traded)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of Securities Act. Yes  No .

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No .

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No .

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (S232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a nonaccelerated filer, or a smaller reporting company.

Large Accelerated Filer  Accelerated Filer  Nonaccelerated Filer  Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No .

The aggregate market value of the registrant's common stock held by non-affiliates was \$626,743,000 on June 30, 2014, based on the closing sales price of a share of the registrant's common stock, \$.10 par value (the "Common Stock"), as reported on the NYSE MKT LLC, on such date.

The number of shares of the registrant's Common Stock outstanding as of March 6, 2015, was 14,932,525 shares.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive Proxy Statement relating to its 2015 Annual Meeting of stockholders, to be held on May 4, 2015, are incorporated by reference into Part III of this Form 10-K where indicated.

**EXPLANATORY NOTE**

The Registrant is filing this Amendment No. 1 to Form 10-K for the fiscal year ended December 31, 2014 (“Amendment No. 1”) solely to correct an error on the cover page of the original Form 10-K as filed with the Securities and Exchange Commission on February 27, 2015 (the “Original Form 10-K”). The cover page of the Original Form 10-K mistakenly indicated that as of March 6, 2015 14,811,411 shares of the Registrant’s \$0.01 par value Common Stock were outstanding. The correct number of shares of the Registrant’s \$0.01 par value Common Stock outstanding as of such date was 14,932,525, as indicated on the cover page of this Amendment No. 1.

No changes are hereby made to the Registrant’s financial statements. Other than the change discussed above and the filing of the currently dated 302 certifications no changes have been made to the Original Form 10-K or the exhibits filed therewith. As such, this Amendment No. 1 should be read in conjunction with the Original Form 10-K.

The information contained in this Amendment No. 1 does not reflect events occurring subsequent to the filing of the Original Form 10-K

**PART IV**

Item 15. Exhibits and Financial Statement Schedules

(a)(3) Exhibits

The documents listed on the attached Exhibit Index are filed as part of this Amendment No. 1

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

TOMPKINS FINANCIAL CORPORATION

By: /s/ Stephen S. Romaine  
Stephen S. Romaine  
President and Chief  
Executive Officer  
(Principal Executive  
Officer)

Date: April 22, 2015

**Exhibit Index**

| Item No. | Description   |
|----------|---|
| 31.1     | <u>Certification of the Chief Executive Officer as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> (filed herewith). |
| 31.2     | <u>Certification of the Chief Financial Officer as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> (filed herewith). |