

TOMPKINS FINANCIAL CORP  
Form 8-K  
May 24, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 20, 2013

Tompkins Financial Corporation

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(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| New York<br>(State or other jurisdiction<br>of incorporation) | 1-12709<br>(Commission<br>File Number) | 16-1482357<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|   |                     |
|---|---------------------|
| The Commons, PO Box 460, Ithaca,<br>New York<br>(Address of Principal executive<br>offices) | 14851<br>(Zip Code) |
|---|---------------------|

Date of Report (Date of earliest event reported) (607) 273-3210

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))
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## Section 5 – Corporate Governance and Management

## Item 5.07 Submission of Matters to a Vote of Security Holders

On Monday, May 20, 2013 at 5:30 p.m., at the Country Club of Ithaca, 189 Pleasant Grove Road, Ithaca, New York, Tompkins Financial Corporation (the “Company”) held its 2013 Annual Meeting of Shareholders (the “Annual Meeting”). On March 22, 2013, the record date for the meeting, 14,447,017 shares of the Company's common stock were issued and outstanding, of which 12,076,194 were represented at the meeting in person or by proxy, and this amount represented a quorum.

Shareholders voted on the following matters:

- (1) Shareholders elected eighteen (18) director nominees for terms expiring at the 2014 Annual Meeting;
- (2) Shareholders ratified the selection of the independent registered public accounting firm, KPMG LLP, as the Company’s independent auditor for the fiscal year ending December 31, 2013;

Set forth below are the number of votes cast for or against each such matter as well as the number of abstentions and broker non-votes with respect to each such matter:

## Proposal No. 1 – Election of Directors

The individuals named below were elected at the Annual Meeting as members of the Board of Directors, to serve for a term of one year expiring at the 2014 Annual Meeting.

| Director              | Number of<br>Shares Voted For | Broker<br>Shares Withheld<br>Abstain | Broker<br>Non-Votes |
|-----------------------|-------------------------------|--------------------------------------|---------------------|
| John E. Alexander     | 9,330,651                     | 99,372                               | 2,646,171           |
| Paul J. Battaglia     | 9,353,906                     | 76,117                               | 2,646,171           |
| James J. Byrnes       | 9,340,442                     | 89,581                               | 2,646,171           |
| Daniel J. Fessenden   | 9,309,943                     | 120,080                              | 2,646,171           |
| James W. Fulmer       | 9,342,830                     | 87,193                               | 2,646,171           |
| Reeder D. Gates       | 9,322,999                     | 107,024                              | 2,646,171           |
| James R. Hardie       | 9,359,554                     | 70,469                               | 2,646,171           |
| Carl E. Haynes        | 9,351,450                     | 78,573                               | 2,646,171           |
| Susan A. Henry        | 9,307,955                     | 122,068                              | 2,646,171           |
| Patricia A. Johnson   | 9,315,087                     | 114,936                              | 2,646,171           |
| Frank C. Milewski     | 9,360,728                     | 69,295                               | 2,646,171           |
| Sandra A. Parker      | 9,314,929                     | 115,094                              | 2,646,171           |
| Thomas R. Rochon      | 9,315,446                     | 114,577                              | 2,646,171           |
| Stephen S. Romaine    | 9,307,316                     | 122,707                              | 2,646,171           |
| Michael H. Spain      | 9,293,051                     | 136,972                              | 2,646,171           |
| William D. Spain, Jr. | 8,905,925                     | 524,098                              | 2,646,171           |
| Alfred J. Weber       | 9,323,073                     | 106,950                              | 2,646,171           |
| Craig Yunker          | 9,311,598                     | 118,425                              | 2,646,171           |



Proposal No. 2 – Ratification of the Selection of KPMG LLP as Independent Auditors of the Company for 2013

The Audit Committee’s appointment of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2013 was ratified by the following vote:

| Number of<br>Shares<br>Voted For | Number of<br>Shares Against | Number of<br>Shares Abstain | Broker<br>Non-Votes |
|----------------------------------|-----------------------------|-----------------------------|---------------------|
| 11,929,922                       | 96,107                      | 50,165                      | 0                   |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TOMPKINS FINANCIAL CORPORATION

Date: May 24, 2013

/S/ Stephen S. Romaine  
Stephen S. Romaine  
President and CEO