

TOMPKINS FINANCIAL CORP  
Form 8-K  
January 28, 2015

**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)      January 22, 2015

**Tompkins Financial Corporation**

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(Exact Name of Registrant as specified in Charter)

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

The Commons, PO Box 460, Ithaca, New York 14851  
(Address of Principal Executive Offices)              (Zip Code)

Registrant's telephone number, including area code (607) 273-3210

(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 (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition**

On January 28, 2015, Tompkins Financial Corporation, (the “Company”) issued a press release announcing its earnings for the calendar quarter ended December 31, 2014. A copy of the press release is attached to this Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**Item 5.02(b) Departure of Directors or Certain Officers**

Director James R. Hardie has reached the mandatory retirement age of 72 as outlined in Article IV, Section 4 of the Company’s Second Amended and Restated Bylaws and will, therefore, not stand for re-election to the Company’s Board of Directors at the 2015 Annual Meeting of Shareholders.

On January 22, 2015, Director William D. Spain, Jr. requested that he not be considered for re-nomination to the Company’s Board of Directors at the 2015 Annual Meeting of Shareholders.

**Item 8.01 Other Events**

On January 28, 2015, the Company issued a press release announcing that its Board of Directors approved payment of a regular quarterly cash dividend of \$0.42 per share, payable on February 17, 2015, to common shareholders of record on February 9, 2015. A copy of the press release is attached to this Report on Form 8-K as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release of Tompkins Financial Corporation dated January 28, 2015
99.2	Press Release of Tompkins Financial Corporation dated January 28, 2015

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: January 28, 2015 By: /s/ Stephen S. Romaine  
Stephen S. Romaine  
President and CEO

**INDEX TO EXHIBITS**

**EXHIBIT**

**EXHIBIT DESCRIPTION**

**NUMBER**

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