

TOMPKINS FINANCIAL CORP  
Form 8-K  
May 11, 2016

**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 9, 2016

Tompkins Financial Corporation  
(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

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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)

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 (17CFR 240.13e-4(c))

**Section 5 – Corporate Governance and Management**

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

On Monday, May 9, 2016 Tompkins Financial Corporation (the “Company”) held its 2016 Annual Meeting of Shareholders (the “Annual Meeting”). As of the close of business March 14, 2016, the record date for the meeting, 15,022,239 shares of the Company’s common stock were issued and outstanding, of which 12,306,335 were represented at the Annual Meeting in person or by proxy, and this amount represented a quorum.

Shareholders voted on the following matters at the Annual Meeting:

- (1) Shareholders elected fourteen (14) director nominees for terms expiring at the 2017 Annual Meeting;

Shareholders approved the amendments to the Company’s 2009 Equity Plan, including the addition of 700,000 (2) shares for issuance thereunder and re-approval of the Internal Revenue Code Section 162(m) performance criteria, and modifying certain plan provisions; and

- (3) Shareholders ratified the appointment of the independent registered public accounting firm, KPMG LLP, as the Company’s independent auditor for the fiscal year ending December 31, 2016.

Set forth below are the shareholder voting results 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 2017 Annual Meeting.

| Director            | Number of<br>Shares Voted For | Shares<br>Withheld/Abstaining | Broker<br>Non-Votes |
|---------------------|-------------------------------|-------------------------------|---------------------|
| John E. Alexander   | 9,485,755                     | 312,354                       | 2,508,226           |
| Paul J. Battaglia   | 9,694,932                     | 103,177                       | 2,508,226           |
| Daniel J. Fessenden | 9,702,552                     | 95,556                        | 2,508,226           |
| James W. Fulmer     | 9,690,838                     | 107,270                       | 2,508,226           |

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|                     |           |         |           |
|---------------------|-----------|---------|-----------|
| Carl E. Haynes      | 9,701,877 | 96,232  | 2,508,226 |
| Susan A. Henry      | 9,691,277 | 106,832 | 2,508,226 |
| Patricia A. Johnson | 9,700,812 | 97,296  | 2,508,226 |
| Frank C. Milewski   | 9,700,913 | 97,196  | 2,508,226 |
| Sandra A. Parker    | 9,526,365 | 271,743 | 2,508,226 |
| Thomas R. Rochon    | 9,514,269 | 283,840 | 2,508,226 |
| Stephen S. Romaine  | 9,700,743 | 97,366  | 2,508,226 |
| Michael H. Spain    | 9,683,211 | 114,898 | 2,508,226 |
| Alfred J. Weber     | 9,699,859 | 98,250  | 2,508,226 |
| Craig Yunker        | 9,509,650 | 288,458 | 2,508,226 |

Proposal No. 2 – Approval of Amendments to the Company’s 2009 Equity Plan, including the addition of 700,000 shares for issuance thereunder and re-approval of the Internal Revenue Code Section 162(m) performance criteria

The Amendments to the Company’s 2009 Equity Plan, including the addition of 700,000 shares for issuance thereunder and re-approval of the Internal Revenue Code Section 162(m) performance criteria, were approved by the following vote:

| Number of<br>Shares Voted For | Number of<br>Shares Voted Against | Number of<br>Shares Abstaining | Broker<br>Non-Votes |
|-------------------------------|-----------------------------------|--------------------------------|---------------------|
| 8,398,175                     | 1,299,972                         | 99,958                         | 2,508,230           |

**Proposal No. 3 – Ratification of the Appointment of KPMG LLP as Independent Auditors of the Company for 2016**

The Audit Committee’s appointment of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2016 was ratified by the following vote:

| Number of<br>Shares Voted For | Number of<br>Shares Voted Against | Number of<br>Shares Abstaining | Broker<br>Non-Votes |
|-------------------------------|-----------------------------------|--------------------------------|---------------------|
| 12,178,868                    | 88,921                            | 38,546                         | 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 11, 2016 By: /S/ **Stephen S. Romaine**  
Stephen S. Romaine  
President and CEO