

TOMPKINS FINANCIAL CORP  
Form S-4/A  
May 16, 2012

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As filed with the Securities and Exchange Commission on May 16, 2012

File No. 333-180825

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Amendment No. 1**

**Form S-4/A**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**Tompkins Financial Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**New York**

(State or Other Jurisdiction of  
Incorporation or Organization)

**6022**

(Primary Standard Industrial  
Classification Code Number)

**16-1482357**

(IRS Employer  
Identification Number)

**The Commons, P.O. Box 460, Ithaca, NY 14851**

**(607) 273-3210**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Stephen S. Romaine, President and Chief Executive Officer**

**The Commons, P.O. Box 460, Ithaca, NY 14851**

**(607) 273-3210**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

**Copies to:**

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Reading, PA 19603-0679  
Telephone: (610) 478-2000

**Approximate Date of Commencement of Proposed Sale of Securities to the Public:**

**As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed document.**

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this joint proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state or jurisdiction where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED MAY 16, 2012**

**PROXY STATEMENT/PROSPECTUS  
OF  
TOMPKINS FINANCIAL CORPORATION**

**PROXY STATEMENT  
OF  
VIST FINANCIAL CORP.**

**2012 ANNUAL MEETING OF SHAREHOLDERS**

**SPECIAL MEETING OF SHAREHOLDERS**

**PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT**

Tompkins Financial Corporation, which we refer to as "Tompkins," and VIST Financial Corp., which we refer to as "VIST," have entered into a merger agreement that provides for the combination of the two companies. Under the merger agreement, VIST will merge with and into a wholly owned subsidiary of Tompkins, with Tompkins' subsidiary remaining as the surviving entity, and the separate corporate existence of VIST will cease. Before we complete the merger, the shareholders of VIST must approve and adopt the merger agreement. VIST shareholders will vote to approve and adopt the merger agreement and the other transactions and matters described below at a special meeting of shareholders to be held on July 17, 2012. Tompkins shareholders must approve the issuance of shares of Tompkins common stock to the shareholders of VIST in the merger. Tompkins shareholders will vote to approve the issuance of the shares of Tompkins common stock to the shareholders of VIST in the merger and the other transactions and matters described below at an annual meeting of shareholders to be held on July 18, 2012.

If the merger is completed, VIST shareholders will receive 0.3127 shares of Tompkins common stock in exchange for each share of VIST common stock they own immediately prior to completion of the merger, which we refer to as the "Exchange Ratio." The Exchange Ratio is subject to adjustment based on the average of the closing price of Tompkins common stock for the 20 consecutive business days ending three days prior to the date of the VIST special meeting of shareholders, which is to be held on July 17, 2012. If this average closing price is greater than \$43.98, the Exchange Ratio will be adjusted and fixed at 0.2842 shares of Tompkins common stock for each VIST share of common stock, and if this average closing price is less than \$35.98, the Exchange Ratio will be adjusted and fixed at 0.3475 shares of Tompkins common stock for each VIST share of common stock. The aggregate number of shares of Tompkins common stock to be issued in the merger is approximately 2,076,254 assuming that the Exchange Ratio is 0.3127. The exact total number of shares of Tompkins common stock to be issued in the merger will depend on the total number of shares of VIST common stock outstanding immediately prior to the effective time of the merger.

The common stock of Tompkins trades on the NYSE-Amex under the symbol "TMP." The common stock of VIST trades on the NASDAQ Global Market system under the symbol "VIST." On May 14, 2012, the most recent practicable trading day prior to the printing of this joint proxy statement/prospectus, the closing price of Tompkins common stock was \$36.32 per share and the closing price of VIST common stock was \$11.33 per share. The market price of both Tompkins common stock and VIST common stock will fluctuate before the completion of merger, therefore, you are urged to obtain current market quotations for both Tompkins common stock and VIST common stock.

The VIST board of directors has determined that the combination of VIST and Tompkins is advisable and in the best interests of VIST based upon its analysis, investigation and deliberation, and the VIST board of directors unanimously recommends that the VIST shareholders vote "FOR" the approval and adoption of the merger agreement and "FOR" the approval of the other proposals described in this joint proxy statement/prospectus.

The Tompkins board of directors has determined that the combination of Tompkins and VIST is in the best interests of Tompkins shareholders based upon its analysis, investigation and deliberation, and the Tompkins board of directors unanimously recommends that the Tompkins shareholders vote "FOR" the issuance of the shares of Tompkins common stock to the shareholders of VIST in connection with the merger and "FOR" the approval of the other proposals described in this joint proxy statement/prospectus.

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You should read this entire joint proxy statement/prospectus, including the annexes hereto and the documents incorporated by reference herein, carefully because it contains important information about the merger and the related transactions. **In particular, you should read carefully the information under the section entitled "Risk Factors" beginning on page 20.**

**The shares of Tompkins common stock to be issued to VIST shareholders in the merger are not deposits or savings accounts or other obligations of any bank or savings association, and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the Merger described in this joint proxy statement/prospectus or the Tompkins common stock to be issued in the merger, or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.**

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**ADDITIONAL INFORMATION**

**This joint proxy statement/prospectus incorporates business and financial information about Tompkins that is not included in or delivered with this document. This information is available from Tompkins without charge by first class mail or equally prompt means within one business day of receipt of your request, excluding exhibits unless the exhibit has been specifically incorporated by reference into the information that this document incorporates. To obtain timely delivery, you must request the information no later than five business days before you must make your investment decision. In the case of Tompkins shareholders, this means that you must make your request no later than July 11, 2012. If you want to receive a copy of any document incorporated by reference, please request it in writing or by telephone from Tompkins at the following address:**

**Tompkins Financial Corporation  
The Commons  
P.O. Box 460  
Ithaca, NY 14851  
Attention: Ms. Linda M. Carlton, Assistant Vice  
President and Corporate Secretary  
Telephone: (607) 273-3210**

Shareholders may also consult Tompkins' or VIST's websites for more information concerning the merger described in this joint proxy statement/prospectus and each of the parties thereto. Tompkins' website is [www.tompkinsfinancial.com](http://www.tompkinsfinancial.com) and VIST's website is [www.vistfc.com](http://www.vistfc.com). Information included on these websites is not incorporated by reference into this joint proxy statement/prospectus.

This joint proxy statement/prospectus is dated May 16, 2012 and is first being mailed to the shareholders of VIST and the shareholders of Tompkins on or about May 28, 2012.

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May 16, 2012

**NOTICE OF 2012 ANNUAL MEETING OF SHAREHOLDERS  
TO THE SHAREHOLDERS OF TOMPKINS FINANCIAL CORPORATION**

The Annual Meeting of Shareholders of Tompkins Financial Corporation, or "Tompkins," will be held on Wednesday, July 18, 2012 at 5:30 p.m., at the Country Club of Ithaca, 189 Pleasant Grove Road, Ithaca, New York, for the following purposes:

1. To approve the issuance of shares of Tompkins common stock in the merger of VIST Financial Corp. with and into TMP Mergeco. Inc., a wholly owned subsidiary of Tompkins, whereby the operating subsidiaries of VIST Financial Corp. will become wholly-owned subsidiaries of Tompkins;
2. To elect sixteen (16) Directors for a term of one year expiring in the year 2013;
3. To ratify the appointment of the independent registered public accounting firm, KPMG LLP, as Tompkins' independent auditor for the fiscal year ending December 31, 2012;
4. To approve the adjournment of the Tompkins annual meeting, if necessary, to solicit additional proxies; and,
5. To transact such other business as may properly come before the annual meeting or any adjournment thereof.

The board of directors has fixed the close of business on May 25, 2012 as the record date for determining shareholders entitled to notice of and to vote at the annual meeting. Only shareholders of record at the close of business on that date are entitled to vote at the annual meeting. A shareholder's information meeting for our shareholders in western New York will be held at 5:30 p.m. on August 13, 2012, at Genesee Country Village & Museum, 1410 Flint Hill Rd., Mumfords, NY 14511. A shareholder's information meeting for our shareholders in the Hudson Valley will be held at 6:00 p.m. on August 16, 2012 at Villa Barone, 466 Route 6, Mahopac, NY 10541.

Please refer to the attached joint proxy statement/prospectus with respect to the business to be transacted at the annual meeting of Tompkins shareholders. Information relating to the activities and operations of Tompkins during the fiscal year ended December 31, 2011 is also contained in the joint proxy statement/prospectus.

**The Tompkins board of directors unanimously recommends that you vote "FOR" all of the Tompkins proposals.** Your vote is important regardless of the number of shares you own. Whether or not you plan to attend the annual meeting, you are urged to read and carefully consider the enclosed joint proxy statement/prospectus. You may vote by telephone, via the Internet, or mark, sign, date, and return the enclosed form of proxy in the accompanying pre-addressed postage-paid envelope. Your proxy may be revoked prior to its exercise by filing a written notice of revocation or a duly executed proxy bearing a later date with the Corporate Secretary of Tompkins Financial prior to the annual meeting, or by attending the annual meeting and filing a written notice of revocation with the Corporate Secretary at the annual meeting prior to the vote and voting in person.

By Order of the Board of Directors,

/s/ JAMES J. BYRNES

/s/ LINDA M. CARLTON

James J. Byrnes  
*Chairman*

Linda M. Carlton  
*Asst. Vice President & Corporate Secretary*

TOMPKINS FINANCIAL CORPORATION, THE COMMONS, P.O. BOX 460, ITHACA, NEW YORK 14851 (607) 273-3210

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**

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**FOR THE STOCKHOLDER MEETING TO BE HELD July 18, 2012**

This joint proxy statement/prospectus and Tompkins' annual report to security holders are available under the "SEC Filings" tab at [www.tompkinsfinancial.com](http://www.tompkinsfinancial.com).

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**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD JULY 17, 2012**

TO THE SHAREHOLDERS OF VIST FINANCIAL CORP.:

**NOTICE IS HEREBY GIVEN** that the Special meeting of Shareholders of VIST Financial Corp. will be held at 10:00 A.M. (Eastern Time) on Tuesday, July 17, 2012, at the Crowne Plaza Reading, 1741 Papermill Road, Wyomissing, PA 19610, to consider and vote on the following proposals:

1. Approval and adoption of the Agreement and Plan of Merger, dated January 25, 2012, by and among Tompkins, Merger Sub, and VIST, which provides for, among other things, the merger of VIST with and into Merger Sub;
2. Approval, in an advisory (non-binding) vote, of the compensation payable to VIST's named executive officers in connection with the merger;
3. Approval of a proposal to authorize the board of directors to adjourn the special meeting, if necessary, to solicit additional proxies, in the event there are not sufficient votes to approve any of the other proposals; and
4. Transaction of such other business as may properly be presented at the meeting or any adjournment or postponement of the meeting.

All of these items, including the proposal to adopt the merger agreement, are described in more detail in the accompanying joint proxy statement/prospectus and its appendices. You should read these documents in their entirety before voting. We have fixed May 15, 2012 as the record date for determining those VIST shareholders entitled to vote at the special meeting. Accordingly, only shareholders of record at the close of business on that date are entitled to notice of and to vote at the special meeting or any adjournment or postponement of the meeting. A list of such shareholders will be available for inspection at the special meeting and for ten days prior to the meeting at VIST's headquarters located at 1240 Broadcasting Road, Wyomissing, PA 19610, during normal business hours.

**Your board of directors has unanimously determined that the proposed merger is advisable and in the best interests of VIST and its shareholders and unanimously recommends that you vote "FOR" the proposal to approve and adopt the merger agreement. Your board of directors also recommends that you vote "FOR" proposals 2 and 3 listed above.**

**We urge you to vote as soon as possible so that your shares will be represented. Please do not send in any VIST stock certificates until you receive written instructions to do so.**

BY ORDER OF THE BOARD OF DIRECTORS,

Donna O. Kowalski  
*Assistant Corporate Secretary*

May 16, 2012

*Your vote is important. Whether or not you plan to attend the special meeting, please complete, sign, date and return your proxy card or voting instruction card in the enclosed envelope promptly. For many shareholders, you may also vote your shares by calling the toll-free telephone number or by using the Internet as described in the instructions included with your proxy card or voting instruction card. If you later decide to attend the meeting, you can, if you wish, revoke the proxy and vote in person.*



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The Notice of Special Meeting and Joint Proxy Statement/Prospectus and the Proxy Card are available at <http://www.vistfc.com>.

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**QUESTIONS AND ANSWERS**

*The following questions and answers briefly address some commonly asked questions about the merger (as defined below) and the shareholders meetings. They may not include all the information that is important to the shareholders of VIST and of Tompkins. Shareholders of VIST and of Tompkins should each read carefully this entire joint proxy statement/prospectus, including the annexes and other documents referred to in this document.*

***About the Merger***

**Q:** **What is the merger?**

A: Tompkins and VIST have entered into an Agreement and Plan of Merger, dated January 25, 2012, which is referred to as the "merger agreement." A copy of the merger agreement is attached as Annex A to, and is incorporated by reference in, this joint proxy statement/prospectus. The merger agreement contains the terms and conditions of the proposed business combination of Tompkins and VIST. Under the merger agreement, VIST will merge with and into TMP Mergerco. Inc., a wholly owned subsidiary of Tompkins which is referred to as "merger sub," with merger sub remaining as the surviving entity, and the separate corporate existence of VIST will cease. We refer to this transaction as the "merger." Immediately after the merger, it is expected that merger sub will merge into its parent, Tompkins, and all of VIST's subsidiaries will become direct subsidiaries of Tompkins.

**Q:** **Why am I receiving these materials?**

A: Tompkins is sending these materials to its shareholders to help them decide how to vote their shares of Tompkins common stock with respect to the issuance of Tompkins common stock in the merger and the other matters to be considered at the Tompkins annual meeting.

VIST is sending these materials to its shareholders to help them decide how to vote their shares of VIST common stock with respect to the proposed merger and the other matters to be considered at the VIST special meeting.

The merger cannot be completed unless VIST shareholders adopt the merger agreement and approve the merger and Tompkins shareholders approve the issuance of Tompkins common stock in the merger. VIST is holding its special meeting of shareholders to vote on the proposal necessary to complete the merger in addition to the other proposals described in "*VIST Special Meeting of Shareholders*" beginning on page 310. Tompkins is holding its 2012 annual meeting of shareholders to vote on the merger in addition to the other proposals described in "*Tompkins Annual Meeting of Shareholders*," beginning on page 318. Information about these meetings, the merger and the other business to be considered at the meetings is contained in this joint proxy statement/prospectus.

This document constitutes both a joint proxy statement of Tompkins and VIST and a prospectus of Tompkins. It is a joint proxy statement because the boards of directors of both companies are soliciting proxies from their respective holders of common stock. It is a prospectus because Tompkins will issue shares of its common stock in exchange for shares of VIST common stock in the merger.

**Q:** **Why is Tompkins proposing the merger?**

A: Tompkins' board of directors believes that the merger is in the best interest of Tompkins. In reaching this decision, Tompkins' board, in consultation with Macquarie Capital, its financial advisor, and Harris Beach PLLC, its legal advisor, identified several key strategic and financial reasons for the merger. These key reasons include the potential to diversify and expand Tompkins' market area in a region with favorable demographics, as well as the anticipated operating

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efficiencies, cost savings and opportunities for revenue enhancements of the combined company. For a more detailed discussion of Tompkins' reasons for the merger, see "*The Merger Background and Negotiation of the Merger*" and "*The Merger Tompkins' Reasons for the Merger*," beginning on pages 43 and 47, respectively.

**Q: Why is VIST proposing the merger?**

A: The VIST board of directors, in unanimously determining that the merger is in the best interests of VIST, considered a number of key factors which are described under the headings "*The Merger Background and Negotiation of the Merger*" and "*The Merger VIST's Reasons for the Merger*," beginning on pages 43 and 47, respectively.

**Q: What will VIST shareholders receive in the merger, and how will this affect holders of Tompkins common stock?**

A: In the proposed merger, VIST shareholders will receive 0.3127 shares of Tompkins common stock in exchange for each share of VIST common stock they own immediately prior to completion of the merger, which we refer to as the "Exchange Ratio." The Exchange Ratio is subject to adjustment based on the average closing prices of Tompkins common stock for the twenty consecutive business days ending three days prior to the date of the VIST special meeting of shareholders, which is to be held on July 17, 2012. If this average closing price is greater than \$43.98, the Exchange Ratio will be adjusted and fixed at 0.2842 shares of Tompkins common stock for each VIST share of common stock, and if this average closing price is less than \$35.98, the Exchange Ratio will be adjusted and fixed at 0.3475 shares of Tompkins common stock for each VIST share of common stock. As a result, the value of the Tompkins shares that VIST shareholders will receive in the merger will change, and we cannot predict what the value will be at the closing of the merger.

Further, if the Exchange Ratio decreases to 0.2842, this would increase the total number of shares of Tompkins common stock issued to VIST shareholders, which would have a dilutive effect on the relative ownership interest of each Tompkins shareholder in the combined company. Accordingly, at the time of the mailing of this joint proxy statement/prospectus, neither Tompkins nor VIST shareholders will be able to assess whether and to what extent Tompkins common stock issued in the merger will impact their relative holdings in the combined company following the merger.

Fractional shares of Tompkins common stock resulting from the application of the exchange ratio to a VIST shareholder's holdings of VIST common stock will be converted to the right to receive a cash payment for such fractional shares. The cash payment will be equal to an amount, rounded to the nearest cent and without interest, equal to the product of (i) the fraction of a share to which such holder would otherwise have been entitled and (ii) the average of the daily closing price of a share of Tompkins common stock as reported on Amex for the five consecutive trading days immediately preceding the Closing Date.

Tompkins shareholders will continue to own their existing shares of Tompkins common stock after the merger. Because of the number of shares of Tompkins common stock being issued in the merger, the interest in Tompkins represented by the existing shares of Tompkins common stock will be diluted. The existing shares of Tompkins will represent in the aggregate ownership of approximately 81% of the outstanding shares of Tompkins common stock upon the completion of the merger.

**Q: When do Tompkins and VIST expect to complete the merger?**

A: Tompkins and VIST expect to complete the merger after all conditions to the merger in the merger agreement are satisfied or waived, including after shareholder approvals are received at the

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respective meetings of Tompkins and VIST. Tompkins and VIST currently expect to complete the merger early in the third quarter of 2012. It is possible, however, that factors outside of either company's control could result in Tompkins and VIST completing the merger at a later time or not completing it at all.

**Q:**  
**What are the federal income tax consequences of the merger?**

A:  
The merger has been structured to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which is referred to as the Internal Revenue Code, and it is a condition to the completion of the merger that each of Tompkins and VIST receive a written opinion from their respective legal counsel to the effect that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code and that holders of VIST common stock will not recognize gain or loss for U.S. federal income tax purposes upon the exchange of their VIST common stock for Tompkins common stock pursuant to the merger. For further discussion of the material U.S. federal income tax consequences of the merger, see "*The Merger Material Federal Income Tax Consequences*," beginning on page 60.

***About the Tompkins Annual Meeting***

**Q:**  
**What am I being asked to vote on?**

A:  
Tompkins shareholders are being asked to vote on the following proposals:

1. *Issuance of Common Stock in the Merger.* To approve the issuance of Tompkins common stock in the merger contemplated by the merger agreement, a copy of which is attached as Annex A to this joint proxy statement/prospectus;
2. *Election of Directors.* To elect sixteen (16) Directors for a term of one year expiring in the year 2013;
3. *Ratification of Auditor Appointment.* To ratify the appointment of the independent registered public accounting firm, KPMG LLP, as Tompkins' independent auditor for the fiscal year ending December 31, 2012;
4. *Adjournment of Meeting.* To approve the adjournment of the Tompkins annual meeting, if necessary, to solicit additional proxies; and,
5. *Other Matters.* To transact such other business as may properly come before the Tompkins annual meeting or any adjournment thereof.

**Q:**  
**How does the board of directors of Tompkins recommend that I vote?**

A:  
The Tompkins board of directors recommends that holders of Tompkins common stock vote "**FOR**" all Tompkins proposals described in this joint proxy statement/prospectus.

**Q:**  
**What do I need to do now?**

A:  
After carefully reading and considering the information contained in this joint proxy statement/prospectus, please submit your proxy as soon as possible so that your shares will be represented at the meeting. Please follow the instructions set forth on the proxy card or on the voting instruction form provided by the record holder if your shares are held in the name of your broker or other nominee.





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**Q: How do I vote?**

A: If you are a shareholder of record of Tompkins as of May 25, 2012, which is referred to as the Tompkins record date, you may submit a proxy before the Tompkins annual meeting in one of the following ways:

use the toll-free number shown on your proxy card;

visit the website shown on your proxy card to submit a proxy via the Internet; or

complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope.

You may also cast your vote in person at the Tompkins annual meeting, as applicable.

If your shares are held in "street name" through a broker, bank or other nominee, that institution will send you separate instructions describing the procedure for voting your shares. Holders in "street name" who wish to vote in person at the Tompkins annual meeting will need to obtain a proxy form from the institution that holds their shares.

**Q: When and where is the Tompkins annual meeting of shareholders?**

A: The annual meeting of Tompkins shareholders will be held on Wednesday, July 18, 2012 at 5:30 p.m., at the Country Club of Ithaca, 189 Pleasant Grove Road, Ithaca, New York. All shareholders of Tompkins as of the Tompkins record date, or their duly appointed proxies, may attend the Tompkins annual meeting. Since seating is limited, seating at the Tompkins annual meeting will be on a first-come, first-served basis.

**Q: If my shares are held in "street name" by a broker or other nominee, will my broker or nominee vote my shares for me?**

A: Tompkins believes that brokers or other nominees will have discretionary authority to vote only on the ratification of auditors proposal (Proposal 3). Therefore, if you are a Tompkins shareholder and you do not instruct your broker or other nominee on how to vote your shares:

your broker or other nominee may not vote your shares on Proposal 1 (to authorize issuance of Tompkins common stock in connection with the merger), nor on Proposal 2 (the election of directors), nor on Proposal 4 (the adjournment proposal), and these "broker non-votes" will have no effect on the vote on these proposals; and

your broker or other nominee may vote your shares on Proposal 3 (to ratify the selection of KPMG LLP as Tompkins' independent registered public accounting firm for the fiscal year ending December 31, 2012).

This is because, if your shares are held in "street name" in a stock brokerage account or by a bank or other nominee, you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your bank or broker. Please note that you may not vote shares held in street name by returning a proxy card directly to Tompkins or by voting in person at the Tompkins annual meeting unless you provide a "legal proxy," which you must obtain from your bank or broker.

Brokers or other nominees who hold shares in street name for a beneficial owner typically have the authority to vote in their discretion on "routine" proposals when they have not received instructions from beneficial owners. However, brokers or other nominees are not allowed to exercise their voting discretion on matters that are determined to be "non-routine" without specific instructions from the beneficial owner. Broker non-votes are shares held by a broker or other nominee that are

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represented at the applicable meeting but with respect to which the broker or other nominee is not instructed by the beneficial owner of such shares to vote on the particular

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proposal and the broker or other nominee does not have discretionary voting power on such proposal.

**Q: What constitutes a quorum for the Tompkins annual meeting?**

A: The presence, in person or by proxy, of the holders of a majority of the outstanding shares of Tompkins common stock entitled to vote at the annual meeting is necessary to constitute a quorum at the annual meeting and any adjournment thereof. Each share is entitled to one vote on all matters. Abstentions and broker non-votes will be counted as present and entitled to vote for purposes of determining a quorum.

**Q: What vote is required to approve each proposal to be considered at the Tompkins annual meeting?**

A: *To elect Tompkins directors:* Election of the Tompkins directors requires the affirmative vote of a plurality of the votes cast at the Tompkins annual meeting. Accordingly, the sixteen (16) director nominees receiving the highest number of votes will be elected.

*To act on all other matters:* All other proposals on the agenda for the Tompkins annual meeting require the affirmative vote of a majority of the votes cast at the annual meeting. Accordingly, these proposals will be approved if the number of votes cast in favor of the proposal at the annual meeting or any adjournment thereof exceeds the number of votes cast against the proposal.

As of the record date for the Tompkins annual meeting, Tompkins' directors and executive officers collectively had the right to vote approximately 10% of the Tompkins common stock outstanding and entitled to vote at the Tompkins annual meeting. **Each of the directors and executive officers of Tompkins has indicated to us that he or she intends to vote "FOR" approval and adoption of the merger agreement**, although none of them has entered into any agreements obligating them to do so.

**Q: What if I abstain from voting or do not vote at the Tompkins annual meeting?**

A: For the purposes of the Tompkins annual meeting, an abstention, which occurs when a Tompkins shareholder attends the Tompkins annual meeting, either in person or by proxy, but abstains from voting, will have no effect on the outcome of the proposals to be considered at the Tompkins annual meeting.

**Q: What if I hold stock of both Tompkins and VIST?**

A: If you hold shares of both Tompkins and VIST, you will receive two separate packages of proxy materials. A vote as a VIST shareholder for the merger proposal or any other proposals to be considered at the VIST special meeting will not constitute a vote as a Tompkins shareholder for the share issuance proposal relating to the merger or any other proposals to be considered at Tompkins annual meeting, and vice versa. Therefore, please sign, date and return all proxy cards that you receive, whether from Tompkins or VIST, or submit separate proxies as both a Tompkins shareholder and a VIST shareholder by Internet or telephone.

**Q: May I change my vote or revoke my proxy after I have delivered my proxy or voting instruction card?**

A: Yes. You may change your vote at any time before your proxy is voted at the Tompkins annual meeting. You may do this in one of four ways:

by sending a notice of revocation to the corporate secretary of Tompkins;

by sending a completed proxy card bearing a later date than your original proxy card;



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by logging onto the website specified on your proxy card in the same manner you would to submit your proxy electronically or by calling the telephone number specified on your proxy card, in each case if you are eligible to do so, and following the instructions on the proxy card; or

by attending the Tompkins annual meeting and voting in person; however, your attendance alone will not revoke any proxy.

If you choose any of the first three methods, you must take the described action no later than 11:59 p.m., Eastern time, on the day before the date of the Tompkins annual meeting.

If your shares are held in an account at a broker or other nominee, you should contact your broker or other nominee to change your vote.

**Q: What happens if I sell my Tompkins shares after the Tompkins record date but before the Tompkins annual meeting?**

A: The record date for the Tompkins annual meeting is earlier than both the date of such meeting and the date that the merger is expected to be completed. If you transfer your Tompkins common stock after the Tompkins record date but before the date of the Tompkins annual meeting, you will retain your right to vote at the Tompkins annual meeting (provided that such shares remain outstanding on the date of the Tompkins annual meeting).

**Q: What do I do if I receive more than one joint proxy statement/prospectus or set of voting instructions?**

A: If you hold shares directly as a record holder and also in "street name," or otherwise through a nominee, you may receive more than one joint proxy statement/prospectus and/or set of voting instructions relating to the applicable meeting. These should each be voted or returned separately to ensure that all of your shares are voted.

**Q: Do I have appraisal or dissenters' rights?**

A: No. Under New York law, holders of Tompkins common stock will not be entitled to exercise any dissenters' or appraisal rights in connection with any of the proposals being presented to them.

**Q: Should I send in my Tompkins stock certificates?**

A: No. Please do not send your stock certificates with your proxy card.

Tompkins shareholders will not be required to exchange or take any other action regarding their stock certificates in connection with the merger. Tompkins shareholders holding stock certificates should keep their stock certificates both now and after the merger is completed.

**Q: Whom should I contact if I have additional questions?**

A: If you are a Tompkins shareholder and have any questions about the merger, or if you need additional copies of this document or the enclosed proxy card, you should contact:

Tompkins Financial Corporation  
The Commons  
P.O. Box 460  
Ithaca, NY 14851

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Attention: Ms. Linda M. Carlton, Assistant Vice President and Corporate Secretary  
Telephone: (607) 273-3210

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*About the VIST Special Meeting*

**Q: What are the matters on which I am being asked to vote at the VIST special meeting?**

A: You are being asked to consider and vote on the following matters:

Approval and adoption of the merger agreement, a copy of which is attached as Annex A to this proxy statement/prospectus;

Approval, in an advisory (non-binding) vote, of compensation payable to the named executive officers of VIST in connection with the merger ("merger-related executive compensation"); and

Adjournment of the VIST special meeting, if necessary, to solicit additional proxies.

**Q: How does the VIST board of directors recommend that I vote my shares?**

A: The VIST board of directors recommends that the VIST shareholders vote their shares as follows:

"FOR" approval and adoption of the merger agreement;

"FOR" approval, in an advisory (non-binding) vote, of the merger-related executive compensation; and

"FOR" an adjournment of the VIST special meeting, if necessary, to solicit additional proxies.

**Q: What do I need to do now?**

A: After carefully reading and considering the information contained in this joint proxy statement/prospectus, please submit your proxy as soon as possible so that your shares will be represented at VIST's special meeting. Please follow the instructions set forth on the proxy card or on the voting instruction form provided by the record holder if your shares are held in the name of your broker or other nominee.

**Q: Who is entitled to vote at the VIST special meeting?**

A: VIST shareholders of record as of the close of business on May 15, 2012, which is referred to as the VIST record date.

**Q: How many votes do I have?**

A: Each share of VIST common stock is entitled to one vote.

**Q: How do I vote my VIST shares?**

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A:

You may vote your VIST shares by completing and returning the enclosed proxy card or by voting in person at the VIST special meeting. In addition, you may be able to vote via the Internet, as described below.

**Voting by Proxy.** You may vote your VIST shares by completing and returning the enclosed proxy card. Your proxy will be voted in accordance with your instructions. If you do not specify a choice on one of the proposals described in this joint proxy statement/prospectus, your proxy will be voted in favor of that proposal.

**ON YOUR VIST PROXY CARD:**

Mark your selections;

Date and sign your name exactly as it appears on your card; and

Return your completed proxy card in the enclosed postage-paid envelope.



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**Voting by Internet.** If you are a registered shareholder, you may vote electronically through the Internet by following the instructions included with your proxy card. If your shares are registered in the name of a broker or other nominee, your nominee may be participating in a program provided through ADP Investor Communication Services that allows you to vote via the Internet. If so, the voting form your nominee sends you will provide Internet instructions.

**Voting in person.** If you attend the VIST special meeting, you may deliver your completed proxy card in person or may vote by completing a ballot which will be available at the VIST special meeting.

Should you have any questions on the procedure for voting your shares, please contact Phoenix Advisory Partners at 110 Wall Street, 27th Floor, New York, NY 10005 or toll-free at (877) 478-5038 (brokers and banks should call (212) 493-3910).

**Q: Why is my vote important?**

A:

Because the merger cannot be completed without the affirmative vote of the holders of at least 70% of the shares of VIST common stock outstanding on May 15, 2012, and because a majority of the outstanding VIST common stock entitled to vote is necessary to constitute a quorum in order to transact business at the special meeting, every shareholder's vote is important.

**Q:**

**If my shares of VIST common stock are held in street name by my broker, will my broker automatically vote my shares for me?**

A:

No. Your broker **CANNOT** vote your shares on any proposal at the VIST special meeting without instructions from you. You should instruct your broker as to how to vote your shares, following the directions your broker provides to you. Please check the voting form used by your broker.

**Q: What if I fail to instruct my broker?**

A:

If you do not provide your broker with instructions, your broker generally will not be permitted to vote your shares on the merger proposal or any other proposal (a so-called "broker non-vote") at the VIST special meeting. For purposes of determining the number of votes cast with respect to the merger proposal, only those votes cast "for" or "against" the proposal are counted. Broker non-votes, if any, are submitted by brokers or nominees in connection with the special meeting, will not be counted as votes "for" or "against" for purposes of determining the number of votes cast, but will be treated as present for quorum purposes. Because the affirmative vote of the holders of at least 70% of the shares of VIST common stock is required for the adoption of the merger agreement, abstentions and broker non-votes will have the effect of a vote against adoption of the merger agreement but will not affect the outcome of any of the other matters being voted on at the meeting.

**Q: What constitutes a quorum for the VIST special meeting?**

A:

As of May 9, 2012, 6,639,762 shares of VIST common stock were issued and outstanding, each of which will be entitled to one vote at the meeting. A majority of the outstanding shares, present or represented by proxy, constitutes a quorum. If you vote by proxy, your shares will be included for determining the presence of a quorum. Both abstentions and broker non-votes are also included for purposes of determining the presence of a quorum.

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**Q: Assuming the presence of a quorum, what is the vote required to approve the matters to be considered at the VIST special meeting?**

A: The affirmative vote of the holders of at least 70% of the shares of VIST common stock outstanding on May 15, 2012 is required for the approval and adoption of the merger agreement. The affirmative vote of a majority of all votes cast, in person and by proxy, at the meeting is required to approve the other matters to be considered at the meeting. Abstentions and broker non-votes will have the effect of a vote against adoption of the merger agreement but will not affect the outcome of any of the other matters being voted on at the meeting.

Simultaneously with the execution of the merger agreement, the directors and executive officers of VIST holding approximately 17% of the outstanding shares of VIST common stock each entered into a voting agreement with Tompkins pursuant to which each executive officer and director agreed that he or she will vote his or her shares of VIST common stock (i) in favor of the approval and adoption of the merger agreement and (ii) against any proposal made in opposition to or competition with the merger agreement or that would impede, interfere with, delay or otherwise adversely affect the consummation of the merger.

**Q: Do I have appraisal or dissenters' rights?**

A: No. Under Pennsylvania law, holders of VIST common stock will not be entitled to exercise any appraisal rights in connection with the merger or any of the other proposals being presented to them.

**Q: Can I attend the VIST special meeting and vote my shares in person?**

A: Yes. All shareholders, including shareholders of record and those who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the special meeting. Holders of record of VIST common stock can vote in person at the special meeting. If you are not a shareholder of record, you must obtain a proxy, executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the special meeting. If you plan to attend the special meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership and you must bring a form of personal photo identification with you in order to be admitted. We reserve the right to refuse admittance to anyone without proper proof of share ownership and without proper photo identification.

**Q: Can I change my vote?**

A: Yes. You may revoke any proxy at any time before it is voted by (1) signing and returning a proxy card with a later date, (2) delivering a written revocation letter to the Secretary of VIST, or (3) attending the special meeting in person, notifying the Secretary and voting by ballot at the special meeting. VIST Secretary's mailing address is VIST Financial Corp., P.O. Box 6219, Wyomissing PA 19610.

Any shareholder entitled to vote in person at the special meeting may vote in person regardless of whether a proxy has been previously given, and such vote will revoke any previous proxy, but the mere presence (without notifying the Secretary of VIST) of a shareholder at the special meeting will not constitute revocation of a previously given proxy.

**Q: Is my vote confidential?**

A: Proxy instructions, ballots and voting tabulations that identify individual shareholders are handled in a manner designed to protect your voting privacy. Your vote will not be disclosed either within

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VIST or to third parties except (1) as necessary to meet applicable legal requirements, (2) to allow for the tabulation of votes and certification of the vote, or (3) to facilitate a successful proxy solicitation by the Board. Occasionally, shareholders provide written comments on their proxy card, which are then forwarded to management.

**Q: Who will bear the cost of soliciting votes for the VIST special meeting?**

A:

Tompkins will pay the cost of preparing, assembling, printing, mailing and distributing these proxy materials. In addition to the mailing of these proxy materials, the solicitation of proxies or votes may be made in person, by telephone, or by electronic communication by our directors, officers, and employees, who will not receive any additional compensation for such solicitation activities. VIST has retained the services of Phoenix Advisory Partners to aid in the solicitation of proxies from banks, brokers, nominees and intermediaries, and to tabulate votes at the meeting. VIST estimates that it will pay a fee of \$7,000, plus expenses, for these services. In addition, VIST may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation material to such beneficial owners.

**Q: What happens if additional proposals are presented at the VIST special meeting?**

A:

Other than the proposals described in this joint proxy statement/prospectus, VIST does not expect any matters to be presented for a vote at the special meeting. If you grant a proxy, the persons named as proxy holders, Donna O. Kowalski and Edward C. Barrett, will have the discretion to vote your shares on any additional matters properly presented for a vote at the special meeting.

**Q: When do you expect to complete the merger?**

A:

We expect to complete the merger in the third quarter of 2012. However, we cannot assure you when or if the merger will occur. Among other things, we cannot complete the merger until we obtain the approval of VIST shareholders at the special meeting.

**Q: Whom should I call with questions about the special meeting or the merger?**

A:

VIST shareholders should call VIST's Investor Relations at (610) 306-7211, or Phoenix Advisory Partners, VIST's proxy solicitor, at toll-free at (877) 478-5038 (brokers and banks should call (212) 493-3910), with any questions about the special meeting, the merger or any related transactions.

**Q: Will I be able to trade the shares of Tompkins common stock that I receive in the merger?**

A:

Yes. The shares of Tompkins common stock that you receive pursuant to the merger will be listed on the NYSE-Amex under the symbol "TMP." Certain persons who are deemed affiliates of VIST will be required to comply with Rule 145 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), if they sell their shares of Tompkins common stock received pursuant to the merger.

**Q: Should I send in my VIST stock certificates now?**

A:

No. If VIST shareholders approve the merger agreement, after the merger is completed, you will receive written instructions, including a letter of transmittal, that will explain how to exchange your VIST stock certificates for Tompkins common stock certificates. **Please do not send in any VIST stock certificates until you receive these written instructions and the letter of transmittal.**



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**Q: Are there risks that I should consider in deciding whether to vote to approve the merger agreement?**

A:

Yes. You should consider the risk factors set out in the section entitled "*Risk Factors*" beginning on page 20 of this joint proxy statement/ prospectus.

**Q: What if I hold stock of both Tompkins and VIST?**

A:

If you hold shares of both Tompkins and VIST, you will receive two separate packages of proxy materials. A vote as a VIST shareholder for the merger proposal or any other proposals to be considered at the VIST special meeting will not constitute a vote as a Tompkins shareholder for the share issuance proposal relating to the merger or any other proposals to be considered at Tompkins annual meeting, and vice versa. Therefore, please sign, date and return all proxy cards that you receive, whether from Tompkins or VIST, or submit separate proxies as both a Tompkins shareholder and a VIST shareholder by Internet or telephone.

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**SUMMARY**

*This summary highlights selected information in this document, and it may not include all the information that is important to the shareholders of VIST and the shareholders of Tompkins. Shareholders of VIST and shareholders of Tompkins should each read carefully this entire joint proxy statement/prospectus, including the annexes and other documents referred to in this document.*

**The Companies**

***Tompkins***

Tompkins is headquartered in Ithaca, New York and is registered as a Financial Holding Company with the Federal Reserve Board under the Bank Holding Company Act of 1956, as amended. Tompkins offers a variety of financial products and services, including commercial and consumer banking, leasing, trust and investment management, financial planning and wealth management, insurance, and brokerage services. Tompkins' subsidiaries include: three wholly-owned banking subsidiaries, Tompkins Trust Company, The Bank of Castile, The Mahopac National Bank; AM&M Financial Services, Inc., a wholly owned registered investment advisor; and a wholly-owned insurance agency subsidiary, Tompkins Insurance Agencies, Inc. AM&M and the trust division of Tompkins Trust Company provide investment services under the Tompkins Financial Advisors name, including investment management, trust and estate, financial and tax planning as well as life, disability and long-term care insurance services.

At December 31, 2011, Tompkins had total assets of approximately \$3.4 billion, deposits of \$2.7 billion, and stockholders' equity of \$299.1 million. Tompkins' principal offices are located at The Commons, Ithaca, New York, 14851, and its telephone number is (607) 273-3210. Tompkins' common stock is traded on the NYSE-Amex under the Symbol "TMP." Tompkins was organized in 1995, under the laws of the State of New York, as a bank holding company for Tompkins Trust Company, a commercial bank that has operated in Ithaca, New York and surrounding communities since 1836.

***VIST***

VIST is a Pennsylvania business corporation headquartered in Wyomissing, Pennsylvania. VIST was organized as a bank holding company on January 1, 1986 and became a financial holding company on February 7, 2002 upon election with the Board of Governors of the Federal Reserve System (the "Federal Reserve"). VIST offers a wide array of financial services, including banking, insurance, investment, and mortgage services, through its various subsidiaries VIST Bank, VIST Insurance, LLC and VIST Capital Management, LLC. As of December 31, 2011, VIST Bank's wholly-owned subsidiary, VIST Mortgage Holdings, LLC, was inactive.

At December 31, 2011, VIST had total assets of \$1.43 billion, total shareholders' equity of \$115.7 million, and total deposits of \$1.19 billion. VIST's executive offices are located at 1240 Broadcasting Road, Wyomissing, Pennsylvania 19610, and its telephone number is (610) 603-7211. VIST's common stock is traded on the NASDAQ Global Market system under the symbol "VIST." For further information about VIST, its business and operations, please see "*Additional Information about VIST*" beginning on page 89.

***Merger Sub***

Merger Sub was incorporated in the State of New York on January 24, 2012, and is a wholly owned subsidiary of Tompkins. Merger Sub has not, and prior to the completion of the merger will not, conduct any activities other than those incidental to its formation and the matters contemplated by the merger agreement.

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**The Merger**

Each of the Tompkins board of directors and VIST board of directors has approved and adopted the merger agreement, which provides that, subject to the terms and conditions of the merger agreement and in accordance with the New York Business Corporation Law, which is referred to in this joint proxy statement/prospectus as the NYBCL, upon completion of the merger, VIST will merge with and into Merger Sub, a wholly owned subsidiary of Tompkins, with Merger Sub being the surviving corporation in the merger and remaining a wholly owned subsidiary of Tompkins. Immediately after the merger, it is expected that merger sub will merge into its parent, Tompkins, and all of VIST's subsidiaries will become direct subsidiaries of Tompkins.

Each share of VIST common stock issued and outstanding immediately prior to the completion of the merger (except any shares of VIST common stock held by VIST, Tompkins, or Merger Sub, which will be cancelled upon completion of the merger) will be converted into the right to receive 0.3127 shares of Tompkins common, which we refer to as the "Exchange Ratio." The Exchange Ratio is subject to adjustment based on the average of the closing price of Tompkins common stock for the 20 consecutive business days ending three days prior to the date of the VIST special meeting of shareholders, which is to be held on July 17, 2012. If this average closing price is greater than \$43.98, the Exchange Ratio will be adjusted and fixed at 0.2842 shares of Tompkins common stock for each VIST share of common stock, and if this average closing price is less than \$35.98, the Exchange Ratio will be adjusted and fixed at 0.3475 shares of Tompkins common stock for each VIST share of common stock. As a result, the value of the Tompkins shares that VIST shareholders will receive in the merger will change, and we cannot predict what the value will be at the closing of the merger. Further, if the Exchange Ratio decreases to 0.2842, this would increase the total number of shares of Tompkins common stock issued to VIST shareholders, which would have a dilutive effect on the relative ownership interest of each Tompkins shareholder in the combined company. Accordingly, at the time of the mailing of this joint proxy statement/prospectus, neither Tompkins nor VIST shareholders will be able to assess whether and to what extent Tompkins common stock issued in the merger will impact their relative holdings in the combined company following the merger.

Fractional shares of Tompkins common stock resulting from the application of the Exchange Ratio to a VIST shareholder's holdings of VIST common stock will be converted to the right to receive a cash payment for each such fractional share. The cash payment will equal an amount, rounded to the nearest cent and without interest, equal to the product of (i) the fraction of a share to which such holder would otherwise have been entitled and (ii) the average of the daily closing sales prices of a share of Tompkins Common Stock as reported on NYSE-Amex for the five consecutive trading days immediately preceding the Closing Date.

For further discussion of the merger consideration, see "*The Merger Merger Consideration*," beginning on page 59.

**Recommendation of the Tompkins Board of Directors**

Tompkins' board of directors recommends that holders of Tompkins common stock vote as follows:

"FOR" the proposal to issue shares of Tompkins common stock in connection with the merger;

"FOR" each of the director nominees;

"FOR" the proposal to ratify Tompkins' appointment of an independent auditor;

"FOR" the proposal to adjourn the Tompkins annual meeting, if necessary, to solicit additional proxies; and

"FOR" the proposal to to transact other proper business at the annual meeting, or any adjournment thereof.

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For further discussion of Tompkins' reasons for the merger and the recommendations of Tompkins' board of directors, "*The Merger Tompkins' Reasons for the Merger*" and "*The Merger Recommendation of Tompkins' Board of Directors*," beginning on pages 47 and 48, respectively.

**Recommendation of the VIST Board of Directors**

VIST's board of directors recommends that holders of VIST common stock vote as follows:

"FOR" the approval and adoption of the merger agreement;

"FOR" approval, in an advisory (non-binding) vote, of the merger-related executive compensation; and

"FOR" an adjournment of the VIST special meeting, if necessary, to solicit additional proxies.

For further discussion of VIST's reasons for the merger and the recommendations of VIST's board of directors, see "*The Merger VIST's Reasons for the Merger*" and "*The Merger Recommendation of VIST's Board of Directors*," beginning on pages 48 and 51, respectively.

**Opinion of VIST's Financial Advisor**

In connection with the VIST board of directors' consideration of the merger agreement, VIST's financial advisor, Stifel, Nicolaus & Company, Incorporated, or "Stifel," provided its opinion to the VIST board of directors at the January 24, 2012 meeting of the VIST board of directors that, as of that date, and subject to and based on the qualifications and assumptions set forth in its opinion, the exchange ratio stated in the merger agreement was fair, from a financial point of view, to VIST's shareholders. The full text of Stifel's opinion is attached as Annex B to this joint proxy statement/prospectus. VIST shareholders should read that opinion and the description of Stifel's opinion contained in this document in their entirety. The opinion of Stifel does not reflect any developments that may have occurred or may occur after the date of its opinion and prior to the completion of the merger.

VIST paid Stifel a cash fee of \$250,000 concurrently with the rendering of the fairness opinion. Additionally, VIST has agreed to pay to Stifel at the time of completion of the merger a cash fee estimated to be approximately \$1.06 million.

**Interests of VIST's Directors and Executive Officers in the Merger**

In addition to their interests as VIST shareholders, the directors and executive officers of VIST may have interests in the merger that are different from or in addition to interests of other VIST shareholders. These interests include, among others, provisions in the merger agreement regarding board membership, as well as change in control agreements, employment agreements, indemnification, insurance, stock options, vesting of restricted stock, and eligibility to participate in various employee benefit plans. For purposes of the VIST agreements and plans, the completion of the merger will generally constitute a change in control. These additional interests may create potential conflicts of interest and cause some of these persons to view the proposed transaction differently than you may view it as a VIST shareholder. The financial interests of VIST's executive officers and directors in the merger include the following:

the appointment, effective at the closing of the merger, of two current VIST directors (to be mutually identified by Tompkins and VIST, subject to certain limitations) to the board of directors of Tompkins and the payment of compensation to such individuals in accordance with the policies of Tompkins, which currently consists of the following payments to each of Tompkins' non-employee directors: an annual retainer of \$13,000, a per diem payment of \$1,250 for each Tompkins board meeting and between \$400 and \$750 for each committee meeting attended, depending on the committee;





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the appointment, effective at the closing of the merger, of five current VIST directors (to be mutually identified by Tompkins and VIST, subject to certain limitations) to the board of directors of VIST Bank and the payment of compensation to such individuals in accordance with the policies of Tompkins related to its subsidiary banks, which currently consists of the following payments to each of the banks' non-employee directors: an annual retainer of \$14,200, and \$400 for each committee meeting attended;

the nomination of two (2) members of the current VIST board of directors which persons may or may not be those selected to fill the vacancies described above-for election at the first annual meeting of Tompkins following the merger;

the continued indemnification of current directors and executive officers of VIST and its subsidiaries pursuant to the terms of the merger agreement and providing these individuals with director's and officer's liability insurance;

the retention of certain executive officers of VIST, and payment of compensation to such executive officers, pursuant to employment agreements between Tompkins and each of them that are expected become effective at the closing of the merger;

each of VIST's named executive officers, as well as certain other executives, will be entitled to severance or change-in-control benefits upon a termination of their employment following the merger (except in certain limited circumstances); and,

the acceleration of vesting of unvested VIST stock options and restricted stock held by VIST directors and officers, and either the cashing out or the conversion of VIST stock options held by directors and officers into stock options to purchase shares of Tompkins common stock.

VIST's board of directors was aware of these interests and took them into account in its decision to approve the merger agreement. Please see *"The Merger Interests of Certain Persons in the Merger"* beginning on page 63 for a more detailed description of these interests, as well as the costs associated with them. Certain officers of VIST and its subsidiaries are expected to be appointed as officers of Tompkins or its subsidiaries upon completion of the merger, and as employees of these surviving entities, they will be eligible for certain employee benefits. Please see *"The Merger Employee Benefit Plans"* on page 61 for more information. All of these circumstances may cause some of VIST's directors and executive officers to view the proposed merger differently than VIST shareholder may view it.

**Material United States Federal Income Tax Consequences of the Merger**

The merger has been structured to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, and it is a condition to the completion of the merger that each of Tompkins and VIST receive a written opinion from their respective legal counsel to the effect that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. Stevens and Lee, P.C., counsel to VIST, will also render an opinion that the holders of VIST common stock will not recognize gain or loss for U.S. federal income tax purposes upon the exchange of their VIST common stock for Tompkins common stock pursuant to the merger. For further discussion of the material U.S. federal income tax consequences of the merger, see *"The Merger Material Federal Income Tax Consequences,"* beginning on page 60.

**Holders of VIST common stock should consult their tax advisors to determine the tax consequences to them, including the application and effect of any state, local or non-U.S. income and other tax laws, of the merger.**

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**Accounting Treatment of the Merger**

The merger will be treated as a "business combination" using the acquisition method of accounting with Tompkins treated as the acquiror under generally accepted accounting principles, or GAAP.

For further discussion of the accounting treatment of the merger, see "*The Merger Accounting Treatment*," beginning on page 81.

**No Appraisal Rights**

Neither shareholders of Tompkins nor shareholders of VIST will have appraisal or dissenters' rights in connection with any of the proposals to be voted upon at their respective meetings.

**Regulatory Matters**

The Federal Reserve must approve the merger under the provisions of the Bank Holding Company Act of 1956, as amended (the "Bank Holding Company Act"), relating to the acquisition of a bank holding company by another bank holding company, and the applicable waiting period must expire before it can be completed. In addition, the Pennsylvania Department of Banking must approve the merger under the Pennsylvania Banking Code of 1965. The application for approval of the merger was filed with the Federal Reserve on May 10, 2012, and it is expected that application will be made with the Pennsylvania Department of Banking during May 2012.

For further discussion of the regulatory requirements in connection with the merger, see "*The Merger Regulatory Approvals Required for the Merger*," beginning on page 79.

**Conditions to Completion of the Merger**

Currently, we expect to complete the merger in the third quarter of 2012. As more fully described in this joint proxy statement/prospectus and in the merger agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived. These conditions include, among others:

the approval of the issuance of the shares of Tompkins common stock in the merger by the affirmative vote of the holders of a majority of the votes cast, in person or by proxy, at the Tompkins annual meeting;

the approval and adoption of the merger agreement by the affirmative vote of the holders of seventy percent (70%) of the outstanding shares of VIST common stock entitled to vote thereon;

the purchase or redemption of all VIST Series A Preferred Stock, and the warrant to purchase shares of VIST common stock, from the U.S. Treasury, with the result that any and all restrictions, limitations or conditions associated with VIST's participation in the Capital Purchase Program of the Troubled Asset Relief Program of the United States Department of the Treasury, or "TARP," will have terminated and no longer be of any force and effect;

the receipt of all required regulatory approvals, including the expiration of all waiting periods relating to such approvals, without the imposition of any condition or requirement that Tompkins' board of directors reasonably determines would materially and adversely affect the combined enterprise or materially impair the value of VIST (including its subsidiaries) to Tompkins;

the approval for listing on NYSE-Amex of the Tompkins common stock to be issued in the merger; and



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receipt by Tompkins and VIST of an opinion of their respective legal counsel to the effect that, for federal income tax purposes, the merger will constitute a reorganization or be treated as part of a reorganization, within the meaning of Section 368(a) of the Internal Revenue Code.

Tompkins' obligation to complete the merger is also separately subject to the satisfaction or waiver of the following conditions, among others:

the execution and delivery of employment agreements by certain of VIST's key employees, on terms and conditions satisfactory to Tompkins, as described below under "*The Merger Interests of Certain Persons in the Merger New Employment Agreements*" on page 67;

the approval, on terms and conditions satisfactory to Tompkins, by the Federal Deposit Insurance Corporation, or "FDIC," of the assignment by merger of a certain Shared-Loss Agreement, dated November 19, 2010, by and among the FDIC as Receiver for Allegiance Bank of North America, and VIST and VIST Bank;

the execution and delivery of resignations from each of the directors of VIST's subsidiaries; and

VIST's representations and warranties in the merger agreement being true and correct, subject to the materiality standards contained in the merger agreement, and the performance by VIST, in all material respects, of all of its obligations under the merger agreement.

VIST's obligation to complete the merger is also separately subject to the satisfaction or waiver of the following conditions, among others:

Tompkins' representations and warranties in the merger agreement being true and correct, subject to the materiality standards contained in the merger agreement, and the performance by Tompkins, in all material respects, of all of its obligations under the merger agreement.

We cannot provide assurance as to when or if all of the conditions to the merger can or will be satisfied or waived by the appropriate party. For further discussion of the conditions to the merger, see "*The Merger Conditions to the Completion of the Merger*," beginning on page 69.

**No Solicitation of Other Offers**

VIST has agreed that it, its subsidiaries, and its representatives (including its directors and officers) will not, directly or indirectly:

initiate, solicit, induce or knowingly encourage, the making or implementation of any alternative acquisition proposal; or

participate in any discussions or negotiations regarding any alternative acquisition proposal, or furnish information or access to any person that has made an alternative acquisition proposal.

The merger agreement does not, however, prohibit VIST from furnishing information or access to a third party who has made an alternative acquisition proposal and participating in discussions and negotiating with such person prior to the receipt of shareholder approval if specified conditions are met. Among those conditions is a good faith determination by VIST's board of directors that the acquisition proposal constitutes a proposal that is more favorable to VIST and its shareholders than the transactions contemplated by the merger agreement and is reasonably capable of being completed on its stated terms, taking into account all financial, regulatory, legal and other aspects of the proposal.

For further discussion of the restrictions on solicitation of acquisition proposals from third parties, see "*The Merger No Solicitation by VIST*," beginning on page 75.

**Termination and Termination Fee**

The merger agreement contains customary termination provisions for a transaction of this type that may apply even if VIST's and Tompkins' shareholders approve the merger. Tompkins and VIST can

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agree by mutual consent to terminate the merger agreement, if the board of directors of each determines to do so. In addition, either VIST or Tompkins may decide, without the consent of the other, to terminate the merger agreement if the merger is not completed by December 31, 2012.

VIST may terminate the merger agreement, without the consent of Tompkins, for the following reasons, among others, which are more fully described in this document:

if VIST has received a proposal for a competing business combination between VIST and a third party that is financially superior to the merger with Tompkins, and following certain procedures specified in merger agreement, the board of directors of VIST has made a determination to accept such superior proposal; and

if the average of the closing prices of Tompkins' common stock is less than \$32.00 (as adjusted for certain capital transactions) for the 10 consecutive trading days ending on the date on which certain closing conditions to the merger have been satisfied or waived by the party entitled to enforce such conditions.

Tompkins may terminate the merger agreement, without the consent of VIST, for the following reasons, among others, which are more fully described in this document:

if VIST has entered into an acquisition agreement with respect to a different transaction, or terminated the merger agreement, or if VIST withdraws or modifies, in a manner adverse to Tompkins, its recommendation to its shareholders in order to accept a proposal for a competing business combination between VIST and a third party that is financially superior to the merger with Tompkins; and

if the aggregate amount of VIST past-due loans and non-performing assets exceeds \$65,000,000 as of any month end prior to the closing date of the merger.

In addition, if Tompkins terminates the merger agreement as described above or under certain other circumstances, which are described in detail later in this joint proxy statement/prospectus, VIST will be required either to reimburse Tompkins' out-of-pocket expenses associated with the merger, to reimburse Tompkins for both its out-of-pocket expenses as well as for burdened staff costs, or to pay a termination fee of \$3,300,000, depending upon the reason for termination. For further discussion of these reimbursements and the termination fee and the circumstances under which the merger agreement may be terminated, see "*The Merger Termination of the Merger Agreement*," beginning on page 77.

**Matters to Be Considered at the Meetings**

*Tompkins*

Tompkins shareholders will be asked to vote on proposals related to the following:

the issuance of shares of Tompkins common stock in connection with the merger;

the election of sixteen (16) Directors for a term of one year expiring in the year 2013;

the ratification of the appointment of the independent registered public accounting firm, KPMG LLP, as Tompkins' independent auditor for the fiscal year ending December 31, 2012; and

the adjournment of the Tompkins annual meeting, if necessary, to solicit additional proxies.

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The Tompkins board of directors recommends that Tompkins shareholders vote "FOR" all of the proposals set forth above. For further discussion of the Tompkins annual meeting, see "*Tompkins Annual Meeting of Shareholders*," beginning on page 318.



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**VIST**

VIST shareholders will be asked to consider and vote on the following proposals:

adoption of the merger agreement;

approval, in an advisory (non-binding) vote, of the merger-related executive compensation; and

approval of an adjournment of the VIST special meeting, if necessary, to solicit additional proxies.

The VIST board of directors recommends that VIST shareholders vote "FOR" all of the proposals set forth above. For further discussion of the VIST special meeting, see "*VIST Special Meeting of Shareholders*," beginning on page 310.

**Rights of VIST Shareholders Will Change as a Result of the Merger**

The rights of Tompkins shareholders are governed by New York law and by Tompkins' restated certificate of incorporation and second amended and restated bylaws. The rights of VIST shareholders are governed by Pennsylvania law and by VIST's articles of incorporation, as amended, and bylaws. Upon the completion of the merger, the rights of VIST shareholders will be governed by New York law and by Tompkins' restated certificate of incorporation and second amended and restated bylaws. Therefore, VIST shareholders receiving merger consideration will have different rights once they become Tompkins shareholders. These differences are described in greater detail under "*Comparison of Rights of Holders of VIST Common Stock and Tompkins Common Stock*," beginning on page 83.

**Litigation Related to the Merger**

On February 2, 2012, Gary Veitch, a purported shareholder of VIST, filed a complaint in the Supreme Court of Pennsylvania, Court of Common Pleas, Berks County against VIST, its directors, Tompkins, and Merger Sub, in connection with merger agreement. The lawsuit is brought on behalf of a putative class of similarly situated shareholders, and alleges that VIST's board of directors breached its fiduciary duties regarding the merger, that Tompkins and Merger Sub aided and abetted the alleged breach of fiduciary duties, and that the merger represents a waste of corporate assets. The plaintiffs ask that, among other equitable remedies, the merger be enjoined and that plaintiffs be reimbursed for costs and reasonable legal fees. Additionally, on February 6, 2012, William K. Serp, a purported shareholder of VIST, made a separate demand under Pennsylvania law on VIST's board of directors, demanding that the VIST board of directors rectify alleged failures of fiduciary duty in connection with the merger. On May 9, 2012, Mr. Serp filed a complaint in the United States District Court for the Eastern District of Pennsylvania against VIST, its directors, Tompkins, and Merger Sub in connection with the merger agreement and this joint proxy statement/prospectus. The lawsuit is brought both individually and derivatively on behalf of a putative class of similarly-situated shareholders, and alleges, among other things, that this joint proxy statement/prospectus does not comply with Section 14(a) of the Securities Exchange Act of 1934 and Rule 14a-9 promulgated thereunder, that VIST's board of directors breached their fiduciary duties regarding the merger, and that VIST, Tompkins and Merger Sub aided and abetted the alleged breach of fiduciary duties. Plaintiff asks that the merger be enjoined or rescinded, that there be an award of damages, and that plaintiff be reimbursed for costs and reasonable legal fees. VIST intends to vigorously defend itself, and Tompkins intends to vigorously defend itself and Merger Sub, against these allegations.

**Where You Can Find More Information**

If you would like more information about Tompkins or VIST, you should refer to the documents filed by each of us with the SEC. We have identified these documents and have set out instructions as to how you can obtain copies of these documents beginning on page 364 under the heading "*Where You Can Find More Information*."

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**RISK FACTORS**

*In considering whether to vote in favor of the proposal to approve the Merger Agreement, you should consider all of the information included in this document and its annexes and all of the information included in the documents we have incorporated by reference. In particular, you should consider the following risk factors.*

**Risks Relating to VIST and Tompkins Shareholders in Connection with the Merger**

***VIST shareholders cannot be sure of the market value of the Tompkins common stock that they will receive in the merger.***

In the proposed merger, VIST shareholders will receive Exchange Ratio. The Exchange Ratio is subject to adjustment based on the average of the closing prices of Tompkins common stock for the 20 consecutive business days ending three days prior to the date of the VIST special meeting of shareholders, which is to be held on July 17, 2012. If this average closing price is greater than \$43.98, the Exchange Ratio will be adjusted and fixed at 0.2842 shares of Tompkins common stock for each VIST share of common stock, and if this average closing price is less than \$35.98, the Exchange Ratio will be adjusted and fixed at 0.3475 shares of Tompkins common stock for each VIST share of common stock. As a result, the value of the Tompkins shares that VIST shareholders will receive in the merger will change, and we cannot predict what the value will be at the closing of the merger. Further, if the Exchange Ratio decreases to 0.2842, this would increase the total number of shares of Tompkins common stock issued to VIST shareholders, which would have a dilutive effect on the relative ownership interest of each Tompkins shareholder in the combined company. Accordingly, at the time of the mailing of this joint proxy statement/prospectus, neither Tompkins nor VIST shareholders will be able to assess whether and to what extent Tompkins common stock issued in the merger will impact their relative holdings in the combined company following the merger.

In addition, relative prices of Tompkins common stock and VIST common stock are likely to change between the date of this Joint Proxy Statement/Prospectus and the date that the merger is completed. The market prices of Tompkins and VIST common stock may change as a result of a variety of factors, including general market and economic conditions, changes in business, operations and prospects, and regulatory considerations. Many of these factors are beyond the control of Tompkins and VIST. As Tompkins and VIST market share prices fluctuate, the value of the shares of Tompkins common stock that a VIST shareholder will receive will correspondingly fluctuate. It is impossible to predict accurately the market price of Tompkins common stock upon, or after completion of, the merger. Accordingly, it is also impossible to predict accurately the market value of the consideration to be received by shareholders of VIST in the merger upon their exchange of shares of VIST common stock for shares of Tompkins common stock.

***The market price of Tompkins common stock may be affected by factors different from those affecting VIST common stock.***

Upon completion of the merger, VIST shareholders will own approximately 19% of the combined company. Tompkins' current businesses and markets differ from those of VIST and, accordingly, the results of operations of Tompkins after the merger may be affected by factors different from those currently affecting the results of operations of VIST. For a discussion of the businesses of Tompkins and VIST and of certain factors to consider in connection with those businesses, see "Additional Information About VIST" beginning on page 89, and referred to under "Where You Can Find More Information" beginning on page 364.

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***The credit quality of VIST's loans may be poorer than Tompkins expected, which would require Tompkins to increase its allowance for loan losses and negatively affect Tompkins' earnings.***

In the merger Tompkins will acquire from VIST approximately \$958 million of corporate, commercial real estate, residential mortgage and construction and development related loans. As part of its due diligence on the merger, Tompkins reviewed a sample of these loans in various categories and has applied a fair value discount of approximately \$55 million to reflect the credit risk of the loan portfolio. Tompkins' examination of these loans was made using the same criteria, analyses and collateral evaluations that Tompkins has traditionally used in the ordinary course of our business. Although Tompkins believes the loans that it will acquire are of acceptable credit quality, no assurance can be given as to the future performance of these loans. If the credit quality of these loans deteriorates more than Tompkins expects, it will require Tompkins to increase its allowance for loan losses and could affect Tompkins' earnings in future periods in a material and adverse manner.

***The required regulatory approvals and filings may not be obtained or completed, may delay the date of completion of the merger or may contain materially burdensome conditions.***

Tompkins and VIST will be required to obtain regulatory approvals with respect to certain filings and/or applications regarding the merger. These approvals and filings may include, among other items, applications and notices filed with the Federal Reserve, approval of the listing of Tompkins common stock issued in the merger on NYSE-Amex, approval of the merger by the Pennsylvania Department of Banking and/or related filings pursuant to the Pennsylvania Banking Code, as amended, and such other relevant filings, registrations, authorizations or approvals as may be required by a governmental or regulatory entity. Such filings and approvals must be completed prior to effecting the merger. Tompkins and VIST have agreed to use their reasonable best efforts to complete these filings and obtain these approvals; however, satisfying any requirements of regulatory agencies may delay the date of completion of the merger or such approval may not be obtained at all. In addition, you should be aware that, as in any transaction, it is possible that, among other things, restrictions on Tompkins after the merger may be sought by governmental agencies as a condition to obtaining the required regulatory approvals and these conditions could be materially burdensome to Tompkins following the closing of the merger. We cannot assure you as to whether these regulatory approvals will be received, the timing of the approvals or whether any conditions will be imposed.

***Failure to complete the merger could negatively affect the market price of Tompkins' and VIST's common stock.***

If the merger is not completed for any reason, Tompkins and VIST will be subject to a number of material risks, including the following:

the market price of their common stock may decline to the extent that the current market prices of their shares already reflect a market assumption that the merger will be completed;

costs relating to the merger, such as legal, accounting and financial advisory fees, and, in specified circumstances, additional reimbursement and termination fees, must be paid even if the merger is not completed;

the diversion of management's attention from the day-to-day business operations and the potential disruption to each company's employees and business relationships during the period before the completion of the merger may make it difficult to regain financial and market positions if the merger does not occur.

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***If Tompkins does not successfully integrate VIST into its business and operations following the merger, the combined company may not realize the expected benefits from the merger.***

Integration in connection with any merger transaction is difficult and there is a risk that integrating the two companies may take more time and resources than we presently expect. Tompkins' ability to integrate VIST, which currently operates as a stand-alone business, into its operations and business divisions after the merger and its future success depends in large part on the ability of the management teams to work together effectively. The integration efforts may also be more difficult and time consuming than the companies anticipate. As with any merger of financial institutions, there may also be disruptions that cause VIST to lose customers or cause customers to withdraw deposits from VIST or Tompkins banking subsidiaries, or other unintended consequences that could have a material adverse effect on Tompkins' results of operations or financial condition.

***Tompkins and VIST will be subject to business uncertainties and contractual restrictions while the merger is pending.***

Uncertainties about the effect of the merger on their businesses may have an adverse effect on Tompkins and VIST. These uncertainties may also impair VIST's ability to attract, retain and motivate strategic personnel until the merger is consummated, and could cause their customers and others that deal with VIST to seek to change their existing business relationship, which could negatively impact Tompkins upon consummation of the merger. In addition, the merger agreement restricts Tompkins and VIST from taking certain specified actions without the other's consent until the merger is consummated. These restrictions may prevent Tompkins and VIST from pursuing or taking advantage of attractive business opportunities that may arise prior to the completion of the merger.

***The merger agreement limits VIST's ability to pursue alternatives to the merger with Tompkins.***

The merger agreement contains terms and conditions that make it more difficult for VIST to engage in a business combination with a party other than Tompkins. Subject to limited exceptions, VIST is required to convene a special meeting and VIST's board of directors is required to recommend approval of the merger agreement. If the VIST board of directors determines to accept a superior acquisition proposal from a competing third party, VIST will be obligated to pay a \$3.3 million termination fee to Tompkins. A competing third party may be discouraged from considering or proposing an acquisition of VIST, including an acquisition on better terms than those offered by Tompkins, due to the termination fee and VIST's obligations under the merger agreement. Further, the termination fee might result in a potential competing third party acquiror proposing a lower per share price than it might otherwise have proposed to acquire VIST. See "*The Merger Termination of the Merger Agreement Termination Fee*" beginning on page 78.

***The opinion of VIST's financial advisor does not reflect changes in circumstances since January 24, 2012.***

VIST's financial advisor, Stifel, rendered an opinion dated January 24, 2012, to the VIST board of directors that, as of such date, and subject to and based on the considerations referred to in its opinion, the Exchange Ratio to be received for each VIST share was fair, from a financial point of view, to holders of VIST common stock. The opinion was based on economic, market and other conditions in effect on, and the information made available to it as of, the date thereof. Changes in the operations and prospects of Tompkins or VIST, general market and economic conditions and other factors on which Stifel's opinion to VIST was based, may significantly alter the value of Tompkins or VIST or the prices of shares of Tompkins common stock or VIST common stock by the time the merger is completed. The opinion does not speak as of the time the merger will be completed or as of any date other than the date of such opinion. The VIST board of directors' recommendation that holders of VIST common stock vote "FOR" adoption of the merger agreement, however, is as of the

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date of this joint proxy statement/prospectus. For a description of the opinion that VIST received from its financial advisor, please refer to "*The Merger Opinion of VIST's Financial Advisor*" beginning on page 51. For a description of the other factors considered by VIST's board of directors in deciding to approve the merger, please refer to "*The Merger VIST's Reasons for the Merger*" beginning on page 48.

***VIST directors and executive officers may have interests in the merger that differ from your interests.***

Some of VIST's directors and executive officers have interests in the transaction other than their interests as shareholders. These interests include, among others, provisions in the merger agreement regarding board membership, as well as change in control agreements, employment agreements, indemnification, insurance, stock options, vesting of restricted stock, and eligibility to participate in various employee benefit plans. For purposes of the VIST agreements and plans, the completion of the merger will generally constitute a change in control. These additional interests may create potential conflicts of interest and cause some of these persons to view the proposed transaction differently than you may view it as a VIST shareholder. The financial interests of VIST's executive officers and directors in the merger include the following:

the appointment, effective at the closing of the merger, of two current VIST directors (to be mutually identified by Tompkins and VIST, subject to certain limitations) to the board of directors of Tompkins and the payment of compensation to such individuals in accordance with the policies of Tompkins;

the appointment, effective at the closing of the merger, of five current VIST directors (to be mutually identified by Tompkins and VIST, subject to certain limitations) to the board of directors of VIST Bank and the payment of compensation to such individuals in accordance with the policies of Tompkins;

the nomination of two (2) members of the current VIST board of directors which persons may or may not be those selected to fill the vacancies described above-for election at the first annual meeting of Tompkins following the merger;

the continued indemnification of current directors and executive officers of VIST and its subsidiaries pursuant to the terms of the merger agreement and providing these individuals with director's and officer's liability insurance;

the retention of certain executive officers of VIST, and the payment of compensation to these executives, including a retention payment, pursuant to employment agreements between Tompkins and these executives that will become effective at the closing of the merger;

each of VIST's named executive officers, as well as certain other executives, will be entitled to severance benefits upon a termination of their employment following the merger (except in certain limited circumstances); and,

the acceleration of vesting of unvested VIST stock options and restricted stock held by VIST directors and officers, and either the cashing out or the conversion of VIST stock options held by directors and officers into stock options to purchase shares of Tompkins common stock.

Please see "*The Merger Interests of Certain Persons in the Merger*" beginning on page 63 for a more detailed description of these interests, as well as the costs associated with such interests. Certain officers of VIST and its subsidiaries are expected to be appointed as officers of Tompkins or its subsidiaries upon completion of the merger, and as employees of these surviving entities, they will be eligible for certain employee benefits. Please see "*The Merger Employee Benefit Plans*" on page 61 for more information. All of these circumstances may cause some of VIST's directors and executive officers to view the proposed merger differently than VIST shareholders may view it.

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***The unaudited pro forma financial data included in this joint proxy statement/prospectus is preliminary and Tompkins' actual financial position and results of operations after the merger may differ materially from the unaudited pro forma financial data included in this joint proxy statement/prospectus.***

The unaudited pro forma financial data in this joint proxy statement/prospectus is presented for illustrative purposes only and is not necessarily indicative of what the combined company's actual financial position or results of operations would have been had the merger been completed on the dates indicated. The pro forma financial data reflect adjustments, which are based upon preliminary estimates, to record VIST's identifiable assets acquired and liabilities assumed at fair value and the resulting goodwill recognized. The purchase price allocation reflected in this document is preliminary, and final allocation of the purchase price will be based upon the actual purchase price and the fair value of the assets and liabilities of VIST as of the date of the completion of the merger. Accordingly, the final purchase accounting adjustments may differ materially from the pro forma adjustments reflected in this document.

***After the merger is completed, VIST shareholders will become Tompkins shareholders and will have different rights that may be less advantageous than their current rights.***

Upon completion of the merger, VIST shareholders will become Tompkins shareholders. Differences between VIST's articles of incorporation and bylaws and Tompkins' restated certificate of incorporation and second amended and restated bylaws will result in changes to the rights of VIST shareholders who become Tompkins shareholders.

***VIST shareholders will have less influence as shareholders of Tompkins than as shareholders of VIST.***

VIST shareholders currently have the right to vote in the election of the board of directors of VIST and on other matters affecting VIST. The amount of Tompkins common stock VIST shareholders will receive for their shares of VIST common stock will result in the transfer of control of VIST to the shareholders of Tompkins. The percentage ownership of VIST shareholders in Tompkins will be much less than their percentage ownership of VIST. Because of this, VIST shareholders in the aggregate will have significantly less influence on the management and policies of Tompkins than they now have on the management and policies of VIST.

***Litigation relating to the merger could require us to incur significant costs and suffer management distraction, as well as delay and/or enjoin the merger.***

On February 2, 2012, Gary Veitch, a purported shareholder of VIST, filed a complaint in the Supreme Court of Pennsylvania, Court of Common Pleas, Berks County against VIST, its directors, Tompkins, and Merger Sub, in connection with the merger agreement. The lawsuit is brought on behalf of a putative class of similarly situated shareholders, and alleges that VIST's board of directors breached its fiduciary duties regarding the merger, that Tompkins and Merger Sub aided and abetted the alleged breach of fiduciary duties, and that the merger represents a waste of corporate assets. The plaintiffs ask that, among other equitable remedies, the merger be enjoined and that plaintiffs be reimbursed for costs and reasonable legal fees. Additionally, on February 6, 2012, William K. Serp, a purported shareholder of VIST, made a separate demand under Pennsylvania law on VIST's board of directors, demanding that the VIST board of directors rectify alleged failures of fiduciary duty in connection with the merger. On May 9, 2012, Mr. Serp filed a complaint in the United States District Court for the Eastern District of Pennsylvania against VIST, its directors, Tompkins, and Merger Sub in connection with the merger agreement and this joint proxy statement/prospectus. The lawsuit is brought both individually and derivatively on behalf of a putative class of similarly-situated shareholders, and alleges, among other things, that this joint proxy statement/prospectus does not comply with Section 14(a) of the Securities Exchange Act of 1934 and Rule 14a-9 promulgated thereunder, that VIST's board of directors breached their fiduciary duties regarding the merger, and that VIST, Tompkins and Merger Sub aided and abetted

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the alleged breach of fiduciary duties. Plaintiff asks that the merger be enjoined or rescinded, that there be an award of damages, and that plaintiff be reimbursed for costs and reasonable legal fees. VIST intends to vigorously defend itself, and Tompkins intends to vigorously defend itself and Merger Sub, against these allegations. Such actions, however, create additional uncertainty relating to the merger and responding to such demands and defending such actions is costly and distracting to management. While there can be no assurance as to the ultimate outcomes of the demands or the litigation, neither Tompkins nor VIST believes that their resolution will have a material adverse effect on its respective financial position, results of operations or cash flows.

**Risks Relating to Combined Operations Following the Merger**

*Tompkins may fail to realize the cost savings estimated for the merger.*

The success of the merger will depend, in part, on Tompkins' ability to realize the estimated cost-savings from combining the businesses of Tompkins and VIST. Tompkins' management estimated at the time the proposed merger was announced that it believes it can achieve total cost-savings of approximately \$8.9 million, to be phased in between 2012 and 2014. While Tompkins and VIST continue to believe these cost-savings estimates are possible as of the date of this document, it is possible that the potential cost-savings could turn out to be more difficult to achieve than originally anticipated. The cost-savings estimates also depend on the ability to combine the businesses of Tompkins and VIST in a manner that permits those cost-savings to be realized. If the estimates of Tompkins and VIST turn out to be incorrect or Tompkins and VIST are not able to successfully combine their two companies, the anticipated cost-savings may not be realized fully or at all, or may take longer than expected to realize.

*Unanticipated costs relating to the merger could reduce Tompkins' future earnings per share.*

We believe that we have reasonably estimated the likely incremental costs of the combined operations of Tompkins and VIST following the merger. However, it is possible that unexpected transaction costs such as taxes, fees or professional expenses or unexpected future operating expenses such as unanticipated costs to integrate the two businesses, increased personnel costs or increased taxes, as well as other types of unanticipated adverse developments, including negative changes in the value of VIST's loan portfolio, could have a material adverse effect on the results of operations and financial condition of Tompkins following the merger. In addition, if actual costs are materially different than expected costs, the merger could have a significant dilutive effect on Tompkins' earnings per share.

*Failure to comply with the terms of the Shared-Loss Agreement with the FDIC may result in significant losses.*

It is a condition of closing that the FDIC approve, on terms and conditions satisfactory to Tompkins, the assignment by merger of a certain Shared-Loss Agreement, dated November 19, 2010, by and among the FDIC as Receiver for Allegiance Bank of North America, VIST and VIST Bank. This loss sharing agreement covers approximately \$51 million in assets (as of December 31, 2011), and provides that the FDIC will reimburse VIST for 70 percent of net losses on covered assets incurred up to \$12.0 million, and 80 percent of net losses exceeding \$12.0 million. The term for loss sharing on residential real estate loans is ten years, while the term for loss sharing on non-residential real estate loans is five years in respect to losses and eight years in respect to loss recoveries. If the FDIC consents to the assignment of this loss sharing agreement from VIST to Tompkins, Tompkins must comply with the specific, detailed and cumbersome compliance, servicing, notification and reporting requirements provided in the Shared-Loss Agreement. Tompkins' failure to comply with the terms of the agreements or to properly service the loans and other real estate owned under the requirements of the loss sharing agreements may cause individual loans or large pools of loans to lose eligibility for loss share payments from the FDIC. This could result in material losses that are currently not anticipated.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This document contains certain forward-looking information about Tompkins, VIST and the combined company that is intended to be covered by the safe harbor for "forward-looking statements" provided by the Private Securities Litigation Reform Act of 1995. These statements may include statements for the period after the completion of the merger. Representatives of Tompkins and VIST may also make forward-looking statements. Forward-looking statements are statements that are not historical facts. Words such as "expect," "believe," "will," "may," "anticipate," "plan," "estimate," "intend," "should," "can," "likely," "could" and similar expressions are intended to identify forward-looking statements. These statements include statements about the expected benefits of the merger, information about the combined company's objectives, plans and expectations, the likelihood of satisfaction of certain conditions to the completion of the merger and whether and when the merger will be completed. Forward-looking statements are not guarantees of performance. These statements are based upon the current beliefs and expectations of the management of each of Tompkins and VIST and are subject to risks and uncertainties, including the risks described in this joint proxy statement/prospectus under the section "Risk Factors," that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements.

In light of these risks, uncertainties, assumptions and factors, the results anticipated by the forward-looking statements discussed in this joint proxy statement/prospectus or made by representatives of Tompkins or VIST may not occur. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof or, in the case of statements made by representatives of Tompkins or VIST, on the date those statements are made. All subsequent written and oral forward-looking statements concerning the merger or the combined company or other matters addressed in this joint proxy statement/prospectus and attributable to Tompkins or VIST or any person acting on behalf of either are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable law or regulation, neither Tompkins nor VIST undertakes any obligation to update or publish revised forward-looking statements to reflect events or circumstances after the date hereof or the date of the forward-looking statements or to reflect the occurrence of unanticipated events.



Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA OF TOMPKINS**

The following tables set forth selected consolidated financial information for Tompkins. The selected income statement data for each of the years ended December 31, 2011, 2010, 2009, 2008, and 2007 and the selected balance sheet data as of December 31, 2011, 2010, 2009, 2008, and 2007 have been derived from Tompkins' consolidated financial statements that were audited by KPMG LLP. The selected income statement data for the three months ended March 31, 2012 and 2011 and the selected balance sheet data as of March 31, 2012 and 2011 have been derived from Tompkins' unaudited consolidated financial statements. You should read this information in conjunction with Tompkins' consolidated financial statements and related notes included in Tompkins' Annual Report on Form 10-K for the year ended December 31, 2011, which are incorporated by reference herein and from which this information is derived. Please see "Where You Can Find More Information" beginning on page 364.

(in thousands, except per share data)	Quarter	Quarter	Year Ended December 31,				
	Ended March 31, 2012	Ended March 31, 2011	2011	2010	2009	2008	2007
<b>Balance Sheet Data:</b>							
Total assets	\$ 3,546,694	\$ 3,278,894	\$ 3,400,248	\$ 3,260,343	\$ 3,153,260	\$ 2,867,722	\$ 2,359,459
Total loans	1,977,569	1,914,344	1,981,849	1,910,358	1,914,818	1,817,531	1,440,122
Deposits	2,859,436	2,612,517	2,660,564	2,495,873	2,439,864	2,134,007	1,720,826
Other borrowings	132,884	140,353	186,075	244,193	208,956	274,791	210,862
Shareholders' equity	305,967	282,237	299,143	273,408	245,008	219,361	198,647
<b>Income Statement Data:</b>							
Interest and dividend income	33,128	34,287	137,088	144,062	146,795	140,783	132,441
Interest expense	5,687	6,745	25,682	32,287	39,758	50,393	58,412
Net interest income	27,441	27,542	111,406	111,775	107,037	90,390	74,029
Provision for loan and lease losses	1,125	1,910	8,945	8,507	9,288	5,428	1,529
Net securities gains	2	95	396	178	348	477	384
Net income attributable to Tompkins Financial Corporation	7,811	8,773	35,419	33,831	31,831	29,834	26,371
<b>Per Common Share(1)</b>							
Basic earnings per share	0.70	0.80	3.21	3.13	2.98	2.81	2.47
Diluted earnings per share	0.70	0.80	3.20	3.11	2.96	2.78	2.45
Cash dividends per share	0.36	0.34	1.40	1.33	1.24	1.20	1.13
Book value per share	27.32	25.77	26.89	25.09	22.87	20.44	18.71
Tangible book value per share(2)	22.98	21.60	22.58	20.88	18.51	16.05	16.20
<b>Earnings Performance Ratios</b>							
Return on average assets(4)	0.91%	1.09%	1.07%	1.06%	1.06%	1.13%	1.16%
Return on average equity(4)	10.35%	12.83%	12.02%	12.72%	13.66%	14.15%	13.88%
Net interest margin(4)	3.51%	3.78%	3.72%	3.86%	3.92%	3.81%	3.63%
Noninterest income to operating revenue	29.82%	31.20%	30.12%	29.23%	30.16%	33.74%	37.31%
<b>Asset Quality Ratios</b>							
Nonperforming assets to assets	1.19%	1.40%	1.26%	1.43%	1.12%	0.56%	0.40%
Allowance for loan and lease losses to total loans	1.36%	1.46%	1.39%	1.46%	1.27%	1.03%	1.01%
Allowance for loan and lease losses to nonperforming loans and leases	66.65%	64.33%	66.65%	61.46%	69.72%	116.50%	156.27%
Net loan and lease charge-offs to average loans and leases(4)	0.36%	0.36%	0.48%	0.26%	0.20%	0.18%	0.09%
<b>Capital Ratios</b>							
Tangible common equity to tangible assets(3)	7.4%	7.3%	7.5%	7.1%	6.4%	6.1%	7.4%
Tier 1 leverage (to average assets)	8.5%	8.2%	8.5%	8.0%	7.4%	6.7%	7.9%
Tier 1 capital (to risk-weighted assets)	13.1%	12.4%	12.9%	12.2%	10.9%	9.6%	11.3%
Total capital (to risk-weighted assets)	14.4%	13.7%	14.2%	13.4%	12.1%	10.6%	12.2%

(1) Per share data has been retroactively adjusted to reflect a 10% stock dividend paid on February 15, 2010

(2) Tangible book value per share is a non-GAAP based financial measure calculated using non-GAAP based amounts. The most directly comparable GAAP based measure is book value per share. To calculate tangible book value per share, we divide tangible common equity, which is a non-GAAP based measure calculated as common shareholders' equity less intangible assets, by the number of shares of common stock outstanding. In contrast,

book value per share is calculated by dividing total common

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shareholders' equity by the number of shares of common stock outstanding. We included tangible book value per share because it is a basis upon which we assess our financial performance and it is a financial measure commonly used in our industry.

- (3) The ratio of tangible common equity to tangible assets is a non-GAAP financial measure calculated using non-GAAP based measures. The most direct comparable GAAP measure is the ratio of common shareholders' equity to total assets. To calculate tangible common shareholders' equity and assets, we subtract intangible assets from both common shareholders' equity and total assets. Tangible common equity is then divided by tangible assets to arrive at the ratio.

- (4) Quarterly ratios have been annualized.

Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA OF VIST**

The following tables set forth selected consolidated financial information for VIST. The selected income statement data for each of the years ended December 31, 2011, 2010, 2009, 2008, and 2007 and the selected balance sheet data as of December 31, 2011, 2010, 2009, 2008, and 2007 have been derived from VIST's consolidated financial statements that were audited by ParenteBeard LLC (for fiscal years 2007 through 2010) and Grant Thornton LLP (for fiscal year 2011). The selected income statement data for the three months ended March 31, 2012 and 2011 and the selected balance sheet data as of March 31, 2012 and 2011 have been derived from VIST's unaudited consolidated financial statements. You should read this information in conjunction with VIST's consolidated financial statements and related notes which are set forth beginning on page 168.

(in thousands, except per share data)	Quarter	Quarter	Year Ended December 31,				
	Ended March 31, 2012	Ended March 31, 2011	2011	2010	2009	2008	2007
<b>Financial Condition:</b>							
Total assets	\$ 1,409,982	\$ 1,411,844	\$ 1,431,715	\$ 1,425,012	\$ 1,308,719	\$ 1,226,070	\$ 1,124,951
Securities available for sale	364,987	288,952	375,691	279,755	268,030	226,665	186,481
Securities held to maturity	1,534	2,028	1,555	2,022	3,035	3,060	3,078
Federal Home Loan Bank stock	5,514	6,749	5,800	7,099	5,715	5,715	5,562
Loans, net of unearned income	896,055	926,194	907,177	954,363	910,964	886,305	820,998
Covered Loans	47,814	62,818	50,706	66,770			
Allowance for loan losses	13,664	15,283	14,049	14,790	11,449	8,124	7,264
Deposits	1,164,996	1,148,968	1,187,449	1,149,280	1,020,898	850,600	712,645
Repurchase agreements	103,121	105,194	103,362	106,843	115,196	120,086	110,881
Federal funds purchased						53,424	118,210
Borrowings				10,000	20,000	50,000	45,000
Junior subordinated debt	18,431	18,593	18,534	18,437	19,658	18,260	20,232
Shareholders' equity	115,528	132,001	115,683	132,447	125,428	123,629	106,592
Book value per share	13.63	16.29	13.66	16.44	17.22	17.30	18.84
<b>Operating Results:</b>							
Interest income	\$ 16,159	\$ 16,893	\$ 67,809	\$ 64,087	\$ 62,740	\$ 65,838	\$ 68,076
Interest expense	5,131	5,373	21,508	23,343	27,318	30,637	34,835
Net interest income before provision for loan losses	11,028	11,520	46,301	40,744	35,422	35,201	33,241
Provision for loan losses	2,200	2,230	9,036	10,210	8,572	4,835	998
Net interest income after provision for loan losses	8,828	9,290	37,265	30,534	26,850	30,366	32,243
Fee based income	4,737	4,149	17,737	18,854	19,555	19,209	20,171
Gain on sale of equity interest				1,875			
(Loss) gain on sale of other real estate owned	(151)	(804)	(1,245)	(1,640)	(1,117)	(120)	28
Net realized gains (losses) on sales of securities	577	89	1,473	691	344	(7,230)	(2,324)
Net credit impairment losses	(577)	(64)	(1,519)	(850)	(2,468)		
Non-interest expense	12,525	12,358	74,457	45,945	44,586	43,518	40,902
Income (loss) before income taxes	889	302	(20,746)	3,519	(1,422)	(1,293)	9,216
Income tax (benefit) expense	178	(204)	(165)	(465)	(2,029)	(1,858)	1,746
Net income (loss)	711	506	(20,581)	3,984	607	565	7,470
Preferred stock dividends and discount accretion	436	427	1,709	1,678	1,649		
Net income (loss) available to common shareholders	\$ 275	\$ 79	\$ (22,290)	\$ 2,306	\$ (1,042)	\$ 565	\$ 7,470
<b>Per Share Data:</b>							
Earnings (loss) per common share basic	\$ 0.04	\$ 0.01	\$ (3.39)	\$ 0.37	\$ (0.18)	\$ 0.10	\$ 1.32

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Earnings (loss) per common share diluted	\$ 0.04	\$ 0.01	\$ (3.39)	\$ 0.37	\$ (0.18)	\$ 0.10	\$ 1.31
Cash dividends per common share	\$ 0.05	\$ 0.05	\$ 0.20	\$ 0.20	\$ 0.30	\$ 0.50	\$ 0.77
<b>Selected Ratios:</b>							
Return on average assets(1)	0.20%	0.14%	(1.42)%	0.29%	0.05%	0.05%	0.70%
Return on average shareholders' equity(1)	2.47%	1.55%	(14.90)%	3.02%	0.51%	0.54%	7.15%
Dividend payout ratio	120.73%	415.19%	(5.90)%	53.69%	(166.22)%	503.89%	58.53%
Average equity to average assets	8.21%	9.34%	9.41%	9.73%	9.38%	8.95%	9.78%

(1) Quarterly ratios have been annualized.

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**UNAUDITED PRO FORMA COMBINED CONSOLIDATED FINANCIAL INFORMATION**

The following unaudited pro forma combined consolidated financial information assumes that each share of VIST common stock will be exchanged for .3127 shares of Tompkins common stock, and further assumes an average Tompkins common stock price of \$39.98 (using the trading day average for the 20-day period ending January 24, 2012, the day before the signing of the merger agreement on January 25, 2012). Utilizing the exchange ratio of .3127, it is anticipated that VIST common shareholders will own approximately 14.5% of the voting stock of the combined company after the merger.

The unaudited pro forma combined consolidated financial information is based upon the assumption that the total number of shares of VIST common stock outstanding immediately prior to the completion of the merger will be 6,639,762 and utilizes the exchange ratio of .3127 which will result in 2,076,254 Tompkins common shares being issued in the transaction. Upon completion of the merger, all unvested VIST stock options will become fully vested. Of the 922,074 VIST options outstanding, certain options will convert into options to purchase Tompkins common stock and the holders of other options will be paid cash reflecting the difference between the merger consideration and the option exercise price. The unaudited pro forma combined consolidated financial statements assume that a total of \$1.1 million is paid in cash for the settlement of 602,689 outstanding stock options and the remaining 319,385 stock options will be converted into options to purchase Tompkins common stock and have an estimated fair value of \$1.8 million.

The following unaudited pro forma combined consolidated financial statements as of March 31, 2012 combines the historical consolidated financial statements of Tompkins and VIST. The unaudited pro forma combined consolidated financial statements give effect to the proposed acquisition as if the acquisition occurred on March 31, 2012 with respect to the consolidated statement of condition, and at the beginning of the period, for the three months ended March 31, 2012 and for the year ended December 31, 2011, with respect to the consolidated statement of income. In addition, the pro forma combined consolidated financial statements assume that immediately prior to or contemporaneously with the completion of the merger, Tompkins will fund the redemption of VIST's TARP in the amount of \$25 million, plus any accrued dividends payable at the time of the redemption, using the proceeds of Tompkins' April 2012 issuance of 1,006,250 shares of Tompkins common stock, which issuance raised \$38.2 million, net of underwriting discounts but not excluding other offering expenses. The related VIST TARP warrants will also be purchased from the U.S. Treasury for an assumed price of \$2.3 million, consistent with VIST's book value of warrants, subject to final negotiation with the U.S. Treasury.

The notes to the unaudited pro forma combined consolidated financial statements describe the pro forma amounts and adjustments presented below. **This pro forma data is not necessarily indicative of the operating results that Tompkins would have achieved had it completed the merger as of the beginning of the period presented and should not be considered as representative of future operations.**

The unaudited pro forma combined consolidated financial information presented below is based on, and should be read together with, the historical financial information that Tompkins and VIST have included in this joint proxy statement/prospectus as of and for the indicated periods.

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**Selected Unaudited Pro Forma Combined Consolidated Financial Data**  
(In Thousands, Except Per Share Data)

	For the Twelve Months Ended December 31, 2011	As of or for the Three Months Ended March 31, 2012
<b>Combined consolidated statement of income(1):</b>		
Total interest income	\$ 202,149	\$ 48,600
Total interest expense	41,514	9,399
Net interest income	160,635	39,201
Provision for loan and lease losses	17,981	3,325
Net interest income after provision for loan and leases losses	142,654	35,876
Total noninterest income	64,460	16,247
Total noninterest expenses(2)	174,028	39,151
Income before income tax expense	33,086	12,972
Income tax expense	16,972	4,132
Net income attributable to noncontrolling interests and Tompkins Financial Corporation	16,114	8,840
Net income attributable to noncontrolling interests	131	33
Preferred stock dividends and discount accretion		
Net income attributable to Tompkins Financial Corporation	\$ 15,983	\$ 8,807
Net income per share (Basic)	\$ 1.13	\$ 0.62
Net income per share (Diluted)	\$ 1.13	\$ 0.62
<b>Selected combined consolidated statement of condition items(1):</b>		
Securities available for sale		\$ 1,598,783
Securities held to maturity		27,912
Total loans and leases, net		2,851,793
Total assets		4,994,377
Total deposits		4,045,822
Borrowing		458,877
Equity		428,095

(1) The selected unaudited pro forma combined consolidated statement of condition items for Tompkins and VIST include estimated fair value purchase accounting adjustments of assets and liabilities of VIST. The selected unaudited pro forma combined consolidated statement of income does not include anticipated merger-related expenses or cost savings from the merger.

(2) Total noninterest expenses in 2011 include a \$25.1 million noncash expense for goodwill impairment recorded on VIST's books.

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**Unaudited Pro Forma Combined Consolidated Statement of Condition as of March 31, 2012  
(In Thousands, Except Share and Per Share Data)**

	<b>Tompkins Financial Corporation</b>	<b>VIST Financial Corp.</b>	<b>Pro Forma Adjustments</b>	<b>Equity Issuance</b>	<b>Pro Forma Combined</b>
<b>Assets</b>					
Cash and due from banks	\$ 102,163	\$ 15,647	\$	\$	\$ 117,810
Interest-bearing deposits	1,154	6,104			7,258
Cash and cash equivalents	103,317	21,751			125,068
Trading securities, at fair value	18,766				18,766
Available-for-sale securities, at fair value	1,240,598	364,987	(17,524)(4)(10)	10,722(12)	1,598,783
Held-to-maturity securities	26,321	1,534	58(4)		27,913
Loans and leases, net of unearned income and deferred costs and fees	1,977,569	900,542	7,839(5)		2,885,950
Credit fair value of loans purchased			(55,023)(6)		(55,023)
Loans, net of fair value adjustments	1,977,569	900,542	(47,184)		2,830,927
Less: allowance for loan and lease losses	26,948	13,664	(13,664)(6)		26,948
Net loans and leases	1,950,621	886,878	(33,520)		2,803,979
Covered loans, net		47,814	(6)		47,814
Federal Home Loan Bank stock and Federal Reserve Bank stock	16,460	5,514			21,974
Premises and equipment, net	45,200	8,650	(9)		53,850
Bank owned life insurance	43,473	19,932			63,405
Goodwill	44,653	16,513	42,226(1)		103,392
Other intangible assets, net	3,916	3,253	5,603(3)		12,772
Accrued interest and other assets	53,369	33,156	30,136(11)(13)		116,661
<b>Total Assets</b>	<b>\$ 3,546,694</b>	<b>\$ 1,409,982</b>	<b>\$ 26,979</b>	<b>\$ 10,722</b>	<b>\$ 4,994,377</b>
<b>Liabilities</b>					
<b>Deposits:</b>					
<b>Interest-bearing</b>					
Checking, savings and money market	\$ 1,524,978	\$ 647,177	\$	\$	\$ 2,172,155
Time	729,107	393,438	21,390(7)		1,143,935
Noninterest bearing	605,351	124,381			729,732
<b>Total Deposits</b>	<b>2,859,436</b>	<b>1,164,996</b>	<b>21,390</b>		<b>4,045,822</b>
Federal funds purchased and securities sold under agreements to repurchase	169,456	103,121	14,373(8)		286,950
Other borrowings, including certain amounts at fair value	132,884				132,884
Trust preferred debentures	25,066	18,431	(4,454)(8)		39,043
Other liabilities	53,885	7,906		(208)(12)	61,583
<b>Total liabilities</b>	<b>3,240,727</b>	<b>1,294,454</b>	<b>31,309</b>	<b>(208)</b>	<b>4,566,282</b>
<b>Equity</b>					
Tompkins Financial Corporation shareholders' equity					
Preferred stock		24,102		(24,102)(12)	
Common stock	1,123	33,251	(33,043)(2)	101(12)	1,432
Stock warrant		2,307		(2,307)(12)	
Additional paid-in capital	209,472	65,716	18,865(2)	38,136(12)	332,189
Retained earnings	100,251	(10,701)	10,701(2)	(898)(12)	99,353
Accumulated other comprehensive (loss) income	(3,837)	1,044	(1,044)(2)		(3,837)
Treasury stock, at cost	(2,527)	(191)	191(2)		(2,527)
<b>Total Tompkins Financial Corporation Shareholders' Equity</b>	<b>304,482</b>	<b>115,528</b>	<b>(4,330)</b>	<b>10,930</b>	<b>426,610</b>



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Noncontrolling interests	1,485		1,485		
<b>Total Equity</b>	305,967	115,528	(4,330)	10,930	428,095
<b>Total liabilities and equity</b>	\$ 3,546,694	\$ 1,409,982	\$ 26,979	\$ 10,722	\$ 4,994,377
<b>Per Share Data</b>					
Shares Outstanding	11,197,370	6,639,762	(4,563,508)(1)	1,006,250(12)	14,279,874
Book Value Per Share	\$ 27.32	\$ 13.63			\$ 29.98
Tangible Book Value Per Share	\$ 22.98	\$ 10.66			\$ 21.83

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**Unaudited Pro Forma Combined Consolidated Statement of Income**  
**for the Twelve Months Ended December 31, 2011**  
(In Thousands, Except Per Share Data)

	Tompkins Financial Corporation	VIST Financial Corp.	Pro Forma Adjustments	Equity Issuance	Pro Forma Combined
<b>Interest Income</b>					
Loans	\$ 103,998	\$ 54,592	\$ (1,960)(5)	\$	\$ 156,630
Due from banks	12	31			43
Federal funds sold	7	8			15
Trading securities	873				873
Available-for-sale securities	30,103	13,067	(1,002)(4)	214(12)	42,382
Held-to-maturity securities	1,185				1,185
Other		24			24
Federal Home Loan Bank stock and Federal Reserve Bank stock	910	87			997
<b>Total interest income</b>	<b>137,088</b>	<b>67,809</b>	<b>(2,962)</b>	<b>214</b>	<b>202,149</b>
<b>Interest Expense</b>					
Deposits	13,087	15,103	(3,024)(7)		25,166
Federal funds purchased and securities sold under agreements to repurchase	4,872	4,762	(2,875)(8)		6,759
Trust preferred debentures	1,580	1,636	223(8)		3,439
Other borrowings	6,143	7			6,150
<b>Total interest expense</b>	<b>25,682</b>	<b>21,508</b>	<b>(5,676)</b>		<b>41,514</b>
<b>Net interest income</b>	<b>111,406</b>	<b>46,301</b>	<b>2,714</b>	<b>214</b>	<b>160,635</b>
Provision for loan and lease losses	8,945	9,036			17,981
<b>Net interest income after provision for loan and lease losses</b>	<b>102,461</b>	<b>37,265</b>	<b>2,714</b>	<b>214</b>	<b>142,654</b>
<b>Other Income</b>					
Investment services income	14,287	610			14,897
Insurance commissions and fees	13,542	12,201			25,743
Service charges on deposit accounts	8,491	1,673			10,164
Card services income	5,060	1,404			6,464
Mark-to-market gain on trading securities	62				62
Mark-to-market loss on liabilities held at fair value	(464)				(464)
Other income	6,705	604			7,309
Net other-than-temporary impairment losses	(65)	(1,519)			(1,584)
Net gain on securities transactions	396	1,473			1,869
<b>Total noninterest income</b>	<b>48,014</b>	<b>16,446</b>			<b>64,460</b>
<b>Other Expense</b>					
Salaries and wages	44,140	21,800			65,940
Pension and other employee benefits	14,275	2,315			16,590
Net occupancy expense of premises	7,117	4,977			12,094
Furniture and fixture expense	4,463	2,760			7,223
FDIC insurance	2,527	1,827			4,354
Amortization of intangible assets	589	476	1,019(3)		2,084
Goodwill impairment		25,069			25,069
Other operating expense	25,441	15,233			40,674
<b>Total other expenses</b>	<b>98,552</b>	<b>74,457</b>	<b>1,019</b>		<b>174,028</b>
<b>Income (loss) before income tax expense</b>	<b>51,923</b>	<b>(20,746)</b>	<b>1,695</b>	<b>214</b>	<b>33,086</b>
Income tax expense (benefit)	16,373	(165)	678(11)	86(11)	16,972
	<b>35,550</b>	<b>(20,581)</b>	<b>1,017</b>	<b>128</b>	<b>16,114</b>

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Net income (loss) attributable to noncontrolling interests and Tompkins Financial Corporation						
Less net income attributable to noncontrolling interests	131					131
Less preferred stock dividends and discount accretion		1,709			(1,709)(12)	
Net income (loss) attributable to Tompkins Financial Corporation	\$ 35,419	\$ (22,290)	\$ 1,017	\$ 1,837	\$ 15,983	
<b>Earnings (loss) per common share:</b>						
Basic	\$ 3.21	\$ (3.39)			1.13	
Diluted	\$ 3.20	\$ (3.39)			1.13	
Cash dividends per common share	\$ 1.40	\$ 0.20			1.40	
Average common shares outstanding:						
Basic	11,002	6,577	(4,501)(1)	1,006(12)	14,084	
Diluted	11,035	6,577	(4,501)(1)	1,061(12)	14,172	

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**Unaudited Pro Forma Combined Consolidated Statement of Income**  
**for the Three Months Ended March 31, 2012**  
(In Thousands, Except Per Share Data)

	Tompkins Financial Corporation	VIST Financial Corp.	Pro Forma Adjustments	Equity Issuance	Pro Forma Combined
<b>Interest Income</b>					
Loans	\$ 25,303	\$ 12,793	\$ (490)(5)	\$	\$ 37,606
Due from banks	3				3
Federal funds sold	2				2
Trading securities	198				198
Available-for-sale securities	7,176	3,286	(251)(4)	54(12)	10,265
Held-to-maturity securities	225	58			283
Other		1			1
Federal Home Loan Bank stock and Federal Reserve Bank stock	221	21			242
Total interest income	33,128	16,159	(741)	54	48,600
<b>Interest Expense</b>					
Deposits	2,761	3,538	(756)(7)		5,543
Federal funds purchased and securities sold under agreements to repurchase	1,092	1,187	(719)(8)		1,560
Trust preferred debentures	405	406	56(8)		867
Other borrowings	1,429				1,429
Total interest expense	5,687	5,131	(1,419)		9,399
Net interest income	27,441	11,028	678	54	39,201
Provision for loan and lease losses	1,125	2,200			3,325
Net interest income after provision for loan losses	26,316	8,828	678	54	35,876
<b>Other Income</b>					
Investment services income	3,397	159			3,556
Insurance commissions and fees	3,638	3,094			6,732
Service charges on deposit accounts	1,785	370			2,155
Card services income	1,569				1,569
Mark-to-market gain on trading securities	(82)				(82)
Mark-to-market loss on liabilities held at fair value	88				88
Other income	1,264	963			2,227
Net other-than-temporary impairment losses		(577)			(577)
Net gain on securities transactions	2	577			579
Total noninterest income	11,661	4,586			16,247
<b>Other Expense</b>					
Salaries and wages	11,300	5,605			16,905
Pension and other employee benefits	4,299	795			5,094
Net occupancy expense of premises	1,805	1,191			2,996
Furniture and fixture expense	1,100	678			1,778
FDIC insurance	528	316			844
Amortization of intangible assets	133	66	255(3)		454
Other operating expense	7,206	3,874			11,080
Total other expenses	26,371	12,525	255		39,151
Income before taxes	11,606	889	423	54	12,972
Income tax expense	3,762	178	170(11)	22(11)	4,132
Net income attributable to noncontrolling interests and Tompkins Financial Corporation	7,844	711	253	32	8,840

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Less net income attributable to noncontrolling interests		33				33				
Less preferred stock dividends and discount accretion			436		(436)(12)					
Net income attributable to Tompkins Financial Corporation	\$	7,811	\$	275	\$	253	\$	468	\$	8,807
<b>Earnings per common share:</b>										
Basic	\$	0.70	\$	0.04						0.62
Diluted	\$	0.70	\$	0.04						