

COMMUNITY BANK SYSTEM INC
Form S-8
December 19, 2012

As filed with the Securities and Exchange Commission on December 19, 2012
Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

COMMUNITY BANK SYSTEM, INC.
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Delaware | 16-1213679 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

5790 Widewaters Parkway
Dewitt, New York 13214
(Address of Principal Executive Offices) (Zip Code)

Community Bank System, Inc. 2004 Long-Term Incentive Compensation Program, as Amended
(Full title of the plan)

George J. Getman, Esq.
Executive Vice President and General Counsel
5790 Widewaters Parkway
DeWitt, New York 13214
(Name and address of agent for service)

(315) 445-2282
(Telephone number, including area code, of agent for service)

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.

| | | | | |
|----------------------------|---|--|------------------------------|---|
| Large accelerated filer | T | | Accelerated filer | £ |
| Non-accelerated filer | £ | (Do not check if a smaller reporting company) | Smaller reporting company | £ |

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered(1) | Proposed maximum offering price per share(2) | Proposed maximum aggregate offering price(2) | Amount of registration fee |
|---|-------------------------------|---|--|----------------------------------|
| Common Stock, \$1.00 par value per share | 900,000 | \$26.34 | \$23,706,000 | \$3,234 |

(1) Together with an indeterminate number of additional shares which may be necessary to adjust the number of shares reserved for issuance pursuant to the Community Bank System, Inc. 2004 Long-Term Incentive Compensation Program, as amended, as a result of a stock split, stock dividend or similar adjustment of the outstanding common stock of Community Bank System, Inc. pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act").

(2) Estimated pursuant to Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee and based upon the average of the high and low sales prices of Community Bank System, Inc.'s common stock on December 14, 2012, as reported on the New York Stock Exchange.

Explanatory Note

This Registration Statement is filed pursuant to Item E of the General Instructions to Form S-8 to register an additional 900,000 shares of Community Bank System, Inc. (the "Company") Common Stock, par value \$1.00 per share, for issuance under the Community Bank System, Inc. 2004 Long-Term Incentive Compensation Program, as amended, for which Registration Statements on Form S-8 (Registration Nos. 333-119590 and 333-119887) are already effective. The contents of the Company's Registration Statements on Form S-8 (Registration No. 333-119590 and 333-119887) are hereby incorporated by reference and made a part of this Registration Statement, except as amended hereby.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 5.1 Opinion of counsel as to the validity of the securities being registered.
- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
 - 23.2 Consent of counsel (included in Exhibit 5.1).
 - 24.1 Power of Attorney.
- 99.1 Community Bank System, Inc. 2004 Long-Term Incentive Compensation Program, as Amended.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in DeWitt, New York, on the 19th day of December, 2012.

COMMUNITY BANK SYSTEM, INC.

By: /s/ Mark. E. Tryniski
Mark E. Tryniski
President and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| SIGNATURE | TITLE | DATE |
|--|---|-------------------|
| /s/ Mark E. Tryniski Mark E. Tryniski | President, Chief Executive Officer and Director (Principal Executive Officer) | December 19, 2012 |
| /s/ Scott A. Kingsley Scott A. Kingsley | Treasurer and Chief Financial Officer (Principal Financial Officer) | December 19, 2012 |
| /s/ Nicholas A. DiCerbo Nicholas A. DiCerbo | Chairman of the Board | December 19, 2012 |
| /s/ Brian R. Ace Brian R. Ace | Director | December 19, 2012 |
| /s/ Mark J. Bolus Mark J. Bolus | Director | December 19, 2012 |
| /s/ Paul M. Cantwell, Jr. Paul M. Cantwell, Jr. | Director | December 19, 2012 |
| /s/ Neil E. Fesette Neil E. Fesette | Director | December 19, 2012 |
| /s/ James A. Gabriel James A. Gabriel | Director | December 19, 2012 |
| /s/ James W. Gibson, Jr. James W. Gibson, Jr. | Director | December 19, 2012 |
| /s/ Edward S. Mucenski | Director | |

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Edward S. Mucenski

December 19,
2012

/s/ John Parente

Director

December 19,
2012

John Parente

| SIGNATURE | TITLE | DATE |
|--|----------|----------------------|
| /s/ John F. Whipple, Jr. John F. Whipple, Jr. | Director | December 19, 2012 |
| /s/ Alfred S. Whittet Alfred S. Whittet | Director | December 19, 2012 |
| /s/ James A. Wilson James A. Wilson | Director | December 19, 2012 |
| /s/ Brian R. Wright Brian R. Wright | Director | December 19, 2012 |

