

COMMUNITY BANK SYSTEM, INC.

Form S-8 POS

June 18, 2014

As filed with the Securities and Exchange Commission on June 18, 2014

Registration No. 333-185556

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

(Exact name of registrant as specified in its charter)

Delaware 16-1213679
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) 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 Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

DEREGISTRATION OF SECURITIES

Community Bank System, Inc. (the “Company”) is filing this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement to deregister certain securities originally registered by the Company pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission on December 19, 2012 (Registration Statement No. 333-185556) (the “Registration Statement”) with respect to shares of the Company’s common stock, par value \$1.00 per share, thereby registered for issuance pursuant to the Community Bank System, Inc. 2004 Long-Term Incentive Compensation Program, as amended (the “Plan”).

The Company hereby deregisters 715,425 shares of common stock (the “Carried-Over Shares”), which represent the shares that remained unissued and available under the Plan as of the date of this filing. The Company is concurrently filing a Registration Statement on Form S-8 to register the Carried-Over Shares for issuance pursuant to the Community Bank System, Inc. 2014 Long-Term Incentive Plan.

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 Post-Effective Amendment No. 1 to the Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in City of DeWitt, State of New York, on the 18th day of June, 2014.

COMMUNITY BANK SYSTEM, INC.

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