

FINANCIAL INSTITUTIONS INC  
Form 8-K  
March 28, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

March 27, 2018

Financial Institutions, Inc.

(Exact name of registrant as specified in its charter)

New York

0-26481

16-0816610

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

220 Liberty Street, Warsaw, New York

14569

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

585-786-1100

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 27, 2018, Erland E. Kailbourne notified the Board of Directors (the "Board") of Financial Institutions, Inc. (the "Company") of his intention to not stand for re-election as a director when his current term expires at the annual meeting of the Company's shareholders (the "Annual Meeting"). Mr. Kailbourne has served as a director of the Company since 2005. His decision to not stand for re-election was not due to any disagreement with the Company.

The Board has determined that it is in the Company's best interest to reduce the size of the Board from twelve to eleven members. This decrease will be effective upon Mr. Kailbourne's departure from the Board at the Annual Meeting.

**Item 8.01 Other Events.**

The Company has determined that the Annual Meeting will be held on Wednesday, June 20, 2018 at 10:00 a.m. at the Company's headquarters, located at 220 Liberty Street in Warsaw, New York. The record date for the Annual Meeting is Monday, April 23, 2018.

On March 28, 2018, the Company issued a press release announcing the date, time and location of the Annual Meeting. A copy of this press release is furnished as Exhibit 99.1 to this current report on Form 8-K.

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release issued by Financial Institutions, Inc. on March 28, 2018</u>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Financial Institutions, Inc.

*March 28, 2018*

*By: Kevin B. Klotzbach*

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*Name: Kevin B. Klotzbach*  
*Title: Executive Vice President, Chief Financial Officer and*  
*Treasurer*

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