

FINANCIAL INSTITUTIONS INC  
Form 8-K  
April 30, 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):

April 24, 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 April 24, 2018, Kevin B. Klotzbach notified Financial Institutions, Inc. (the "Company") that he will retire from his positions as Executive Vice President and Chief Financial Officer effective as of March 31, 2019. Mr. Klotzbach will remain in his position as Treasurer until December 31, 2019. In connection with his planned retirement, on April 24, 2018, the Management Development & Compensation Committee of the Company's Board of Directors approved the terms of a supplemental executive retirement plan to be entered into between the Company and Mr. Klotzbach, pursuant to which he will receive payments in the aggregate annual amount of \$125,000 for each of four years, beginning in January 2020.

A copy of this agreement is expected to be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2018.

On April 30, 2018, the Company issued a press release announcing Mr. Klotzbach's decision to retire from his position as Chief Financial Officer. A copy of this press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1 Press Release issued by Financial Institutions, Inc. on April 30, 2018

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Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u>                                                            |
|--------------------|-------------------------------------------------------------------------------|
| 99.1               | <u>Press Release issued by Financial Institutions, Inc. on April 30, 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.

*April 30, 2018*

By: *William L. Kreienberg*

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*Name: William L. Kreienberg*

*Title: Executive Vice President, Chief Corporate  
Development Executive and General Counsel*

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