

FINANCIAL INSTITUTIONS INC  
Form 8-K  
March 29, 2017

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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 24, 2017

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

On March 24, 2017, John E. Benjamin notified Financial Institutions, Inc. (the "Company") that he will not stand for re-election to the Board of Directors of the Company when his current term expires at the upcoming 2017 Annual Meeting of Shareholders. Mr. Benjamin has served as a director since 2002. His decision not to stand for re-election was not due to any disagreement with the Company.

**Item 8.01 Other Events.**

On March 29, 2017, the Company issued a press release announcing that its Annual Meeting of Shareholders will be held on Wednesday, June 21, 2017 at 10:00am at the Company's Corporate Headquarters at 220 Liberty Street in Warsaw, New York. The record date for the Annual Meeting is Monday, April 24, 2017.

A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 99.1 Press Release issued by Financial Institutions, Inc. on March 29, 2017

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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 29, 2017*

*By: Kevin B. Klotzbach*

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

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued by Financial Institutions, Inc. on March 29, 2017