

FINANCIAL INSTITUTIONS INC

Form 8-K

March 26, 2019

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 20, 2019

Financial Institutions, Inc.

(Exact name of Registrant as Specified in Its Charter)

New York  
(State or Other Jurisdiction

0-26481

16-0816610  
(IRS Employer

of Incorporation)

(Commission File Number) Identification No.)

220 Liberty Street

Warsaw, New York  
(Address of Principal Executive Offices)

14569  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (585) 786-1100

Not Applicable

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(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 (see General Instructions A.2. below):

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))

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 20, 2019, James H. Wyckoff, PhD notified the Board of Directors 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. Mr. Wyckoff has served as a director of the Company since 1985. His decision to not stand for re-election was not due to any disagreement with the Company.

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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 thereunto duly authorized.

Financial Institutions, Inc.

Date: March 26, 2019 By: /s/ Kevin B. Klotzbach  
Executive Vice President, Chief Financial Officer  
and Treasurer