FINANCIAL INSTITUTIONS INC Form 8-K November 20, 2017

# 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 Rer	ort (Date	of Earliest	Event E	Reported).
Date	OI VEL	on Date	of Earliest	. r.veni r	Cebonieur.

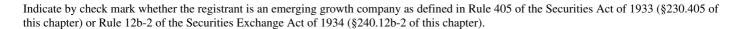
November 15, 2017

# Financial Institutions, Inc.

(Exact name of registrant as specified in its charter)

New York	0-26481	16-0816610
(State or other jurisdiction	(Commission	(I.R.S. Employer
of incorporation)	File Number)	Identification No.)
220 Liberty Street, Warsaw, New York		14569
(Address of principal executive offices)		(Zip Code)
Registrant s telephone number, including a	rea code:	585-786-1100
	Not Applicable	
Former name	e or former address, if changed since l	ast report
Check the appropriate box below if the Form 8-K filing	g is intended to simultaneously satisfy	the filing obligation of the registrant under any of
the following provisions:		
[ ] Written communications pursuant to Rule 425 under	er the Securities Act (17 CFR 230.425	()
Soliciting material pursuant to Rule 14a-12 under t		
Pre-commencement communications pursuant to R		
Pre-commencement communications pursuant to R	ule 13e-4(c) under the Exchange Act	(1/ CFK 240.13e-4(c))

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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 November 15, 2017, Financial Institutions, Inc. (the "Company") increased the size of its Board of Directors from eleven to twelve members and appointed Ms. Dawn H. Burlew to fill the newly-created vacancy on the Board of Directors. Ms. Burlew is independent under the independence standards of NASDAQ. She will receive compensation for her service as a director as described in the Company's Annual Report on Form 10-K for the year ended December 31, 2016. Ms. Burlew will serve until the next annual meeting of shareholders, at which time we expect that the Board of Directors will nominate Ms. Burlew to stand for election at the annual meeting to serve a three-year term.

Ms. Burlew was not appointed pursuant to any arrangement or understanding with any person. Neither Ms. Burlew nor any of her immediate family has been a party to any transaction with the Company, nor is any such transaction currently proposed, that would be reportable under Item 404(a) of Regulation S-K.

On November 20, 2017, the Company issued a press release announcing the increase in the size of its Board of Directors and the appointment of Ms. Burlew. 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 November 20, 2017.

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### Exhibit Index

Exhibit No.	Description
99.1	Press Release issued by Financial Institutions, Inc. on November 20, 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.

November 20, 2017 By: Kevin B. Klotzbach

Name: Kevin B. Klotzbach

Title: Executive Vice President, Chief Financial Officer and

Treasurer

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