FINANCIAL INSTITUTIONS INC Form 8-K March 28, 2018

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):

New York

March 27, 2018

16-0816610

Financial Institutions, Inc.

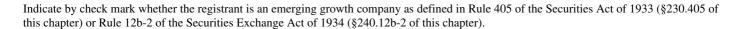
(Exact name of registrant as specified in its charter)

0-26481

(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 the following provisions:	intended to simultaneously satisfy	the filing obligation of the registrant under any of
Written communications pursuant to Rule 425 under the I Soliciting material pursuant to Rule 14a-12 under the I Pre-commencement communications pursuant to Rule I Pre-commencement communications pursuant to	Exchange Act (17 CFR 240.14a-1	2)

[] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 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 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

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

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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

Name: Kevin B. Klotzbach

Title: Executive Vice President, Chief Financial Officer and

Treasurer

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