

FINANCIAL INSTITUTIONS INC  
Form 8-K  
May 08, 2015

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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):

May 6, 2015

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 5.07 Submission of Matters to a Vote of Security Holders.**

Financial Institutions, Inc. (the "Company") held its Annual Meeting of Shareholders (the "Annual Meeting") on May 6, 2015. At the Annual Meeting, the holders of the Company's common stock entitled to vote at the meeting (1) elected Karl V. Anderson, Jr., Erland E. Kailbourne, and Robert N. Latella to serve as directors for a term of three years; (2) approved the advisory vote on named executive officer compensation; (3) approved the Financial Institutions, Inc. 2015 Long-Term Incentive Plan, and (4) ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.

The voting results were as follows:

Proposal 1 – Election of Directors

Karl V. Anderson, Jr.

FOR: 9,594,653

WITHHELD: 663,542

BROKER NON-VOTES: 2,638,504

Erland E. Kailbourne

FOR: 8,343,179

WITHHELD: 1,915,016

BROKER NON-VOTES: 2,638,504

Robert N. Latella

FOR: 9,636,133

WITHHELD: 622,062

BROKER NON-VOTES: 2,638,504

Proposal 2 – Advisory Vote to Approve the Compensation of Our Named Executive Officers

FOR: 8,259,089

AGAINST: 1,963,064

ABSTAIN: 36,038

BROKER NON-VOTES: 2,638,508

Proposal 3 – Approval of the Financial Institutions, Inc. 2015 Long-Term Incentive

FOR: 8,034,523

AGAINST: 2,194,915

ABSTAIN: 28,754

BROKER NON-VOTES: 2,638,507

Proposal 4 – Ratification of Appointment of Independent Registered Public Accounting Firm

FOR: 12,357,576

AGAINST: 360,664

ABSTAIN: 178,459

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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.

*May 8, 2015*

*By: /s/ Kevin B. Klotzbach*

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