

FINANCIAL INSTITUTIONS INC  
Form 8-K/A  
August 01, 2018

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A  
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

June 20, 2018

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

Explanatory Note

This Amendment No. 1 to the Company's Current Report on Form 8-K dated June 21, 2018 updates Item 5.07, Submission of Matters to a Vote of Security Holders, regarding the results of the annual meeting of shareholders of the Company held on June 20, 2018, to disclose the decision of the Company's Board of Directors regarding how frequently it will include an advisory shareholder vote on the compensation of its named executive officers in its proxy statement. This Amendment No. 1 does not make any other changes to the original Form 8-K.

At the annual meeting of shareholders of the Company held on June 20, 2018, shareholders approved the non-binding, advisory vote on the frequency of future advisory votes on the compensation of our named executive officers to be every year by a vote as follows:

EVERY YEAR: 10,583,689  
EVERY TWO YEARS: 161,600  
EVERY THREE YEARS: 1,280,976  
ABSTAIN: 5,677  
BROKER NON-VOTES: 2,467,087

Based on the results set forth above, the Board of Directors of the Company has determined that future shareholder advisory votes on the compensation of the Company's named executive officers will occur every year.

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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.

*July 31, 2018*

By: *Kevin B. Klotzbach*

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*Name: Kevin B. Klotzbach*

*Title: Executive Vice President, Chief Financial Officer and  
Treasurer*