

FINANCIAL INSTITUTIONS INC  
Form S-8 POS  
October 25, 2018

Registration No. 333-172651

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Post-Effective Amendment No. 1**

**to**

**FORM S-8**

***REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933***

**Financial Institutions, Inc.**

**(Exact name of registrant as specified in its charter)**

**New York**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**16-0816610**  
**(I.R.S. Employer**  
**Identification No.)**

**220 Liberty Street**  
**Warsaw, New York**  
**(Address of Principal Executive Offices)**

**14569**  
**(Zip Code)**

**Financial Institutions, Inc. 2009 Management Stock Incentive Plan**

**(Full title of the plan(s))**

**William L. Kreienberg, Esq.**

**Executive Vice President, Chief Corporate Development Executive and General Counsel**

**220 Liberty Street**

**Warsaw, New York 14569**

**(Name and address of agent for service)**

**(585) 786-1100**

**(Telephone number, including area code, of agent for service)**

*With a copy to:*

**Craig S. Wittlin, Esq.**

**Alexander R. McClean, Esq.**

**Harter Secrest & Emery LLP**

**1600 Bausch & Lomb Place**

**Rochester, New York 14604**

**Tel: (585) 232-6500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.



### **DEREGISTRATION OF SECURITIES**

Financial Institutions, Inc. (the Company ) is filing this Post-Effective Amendment No. 1 (the Post-Effective Amendment ) to deregister any and all shares of the Company s common stock, par value \$0.01 per share, registered but unissued or unsold as of the date hereof under the Registration Statement on Form S-8 filed by the Company with the Securities and Exchange Commission on March 7, 2011 (File No. 333-172652) (the Registration Statement ), with respect to the 690,000 shares of its common stock to be offered or sold under the Financial Institutions, Inc. 2009 Management Stock Incentive Plan (the Plan ). On May 6, 2015, the Company s shareholders approved the 2015 Long-Term Incentive Plan (the LTIP ) that made the following shares available for grant: (i) the number of shares remaining for issuance under the Plan and the 2009 Directors Stock Incentive Plan (together with the Plan, the Plans ) on the effective date of the LTIP; and (ii) any shares of common stock that were subject to outstanding awards under the Plans on the effective date of the LTIP that have subsequently been canceled, expired, forfeited or otherwise not issued or settled in cash. As of the date hereof, there are no outstanding equity awards under the Plan and no new equity awards may be granted under the Plan.

Pursuant to the undertaking contained in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities registered that remain unissued at the termination of the offering, the Company is filing this post-effective amendment to the Registration Statement to deregister, and does hereby terminate the registration of, all remaining shares of common stock in the Plan that remain unissued or unsold under the Registration Statement as of the date hereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Warsaw, State of New York, on October 25, 2018.

**FINANCIAL INSTITUTIONS, INC.**

/s/ Martin K. Birmingham  
 Martin K. Birmingham  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signatures</b>                                | <b>Title</b>   | <b>Date</b>      |
|--|--|------------------|
| /s/ Martin K. Birmingham<br>Martin K. Birmingham | Director, President and Chief Executive Officer<br>(Principal Executive Officer)                 | October 25, 2018 |
| /s/ Kevin B. Klotzbach<br>Kevin B. Klotzbach     | Executive Vice President, Chief Financial Officer<br>and Treasurer (Principal Financial Officer) | October 25, 2018 |
| /s/ Michael D. Grover<br>Michael D. Grover       | Senior Vice President and Chief Accounting Officer<br>(Principal Accounting Officer)             | October 25, 2018 |
| /s/ Karl V. Anderson Jr.<br>Karl V. Anderson Jr. | Director   | October 25, 2018 |
| /s/ Donald K. Boswell<br>Donald K. Boswell       | Director   | October 25, 2018 |
| /s/ Dawn H. Burlew<br>Dawn H. Burlew             | Director   | October 25, 2018 |
| /s/ Andrew W. Dorn Jr.                           | Director   | October 25, 2018 |

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|                       |                    |                  |
|-----------------------|--------------------|------------------|
| Andrew W. Dorn Jr.    |                    |                  |
| /s/ Robert M. Glaser  | Director           | October 25, 2018 |
| Robert M. Glaser      |                    |                  |
| /s/ Samuel M. Gullo   | Director           | October 25, 2018 |
| Samuel M. Gullo       |                    |                  |
| /s/ Susan R. Holliday | Director           | October 25, 2018 |
| Susan R. Holliday     |                    |                  |
| /s/ Robert N. Latella | Director, Chairman | October 25, 2018 |
| Robert N. Latella     |                    |                  |
| /s/ Kim E. VanGelder  | Director           | October 25, 2018 |
| Kim E. VanGelder      |                    |                  |
| /s/ James H. Wyckoff  | Director           | October 25, 2018 |
| James H. Wyckoff      |                    |                  |