

FINANCIAL INSTITUTIONS INC  
Form 8-K  
June 21, 2018

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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):

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.**

Financial Institutions, Inc. (the "Company") held its Annual Meeting of Shareholders (the "Annual Meeting") on June 20, 2018. At the Annual Meeting, the holders of the Company's common stock entitled to vote at the meeting: (1) elected Karl V. Anderson, Jr., Dawn H. Burlew and Robert N. Latella to serve as directors until the Company's 2021 Annual Meeting of Shareholders and until their respective successors are duly elected and qualified ("Proposal 1"); (2) approved the non-binding, advisory vote on compensation paid to our named executive officers for the fiscal year ended December 31, 2017, as described in the "Compensation Discussion and Analysis," executive compensation tables and enclosed narrative disclosures in the Proxy Statement ("Proposal 2"); (3) 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 ("Proposal 3"); and, (4) ratified the appointment of RSM US LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 ("Proposal 4").

The certified voting results were as follows:

Proposal 1 – Election of Directors

Karl V. Anderson, Jr.

FOR: 11,439,747

WITHHELD: 592,195

BROKER NON-VOTES: 2,467,087

Dawn H. Burlew

FOR: 11,617,499

WITHHELD: 414,443

BROKER NON-VOTES: 2,467,087

Robert N. Latella

FOR: 11,434,437

WITHHELD: 597,505

BROKER NON-VOTES: 2,467,087

Proposal 2 – Advisory Vote on Executive Compensation

FOR: 11,155,634

WITHHELD: 863,210

ABSTAIN: 13,098

BROKER NON-VOTES: 2,467,087

Proposal 3 – Frequency of Future Advisory Vote on Executive Compensation

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

Proposal 4 – Ratification of Independent Registered Public Accounting Firm

FOR: 14,107,940

WITHHELD: 381,511

ABSTAIN: 9,578

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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.

*June 21, 2018*

By: *Kevin B. Klotzbach*

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