

FINANCIAL INSTITUTIONS INC  
Form 8-K  
May 09, 2014

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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 7, 2014

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 7, 2014. At the Annual Meeting, the holders of the Company's common stock entitled to vote at the meeting (1) elected John E. Benjamin, Andrew W. Dorn, Jr., Robert M. Glaser and Susan R. Holliday to serve as directors for a term of three years, and elected Martin K. Birmingham to serve as a director for a term of two years; (2) ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014, and (3) approved the advisory vote on named executive officer compensation.

The voting results were as follows:

Proposal 1 – Election of Directors

John E. Benjamin

FOR: 9,408,522

WITHHELD: 1,491,201

BROKER NON-VOTES: 1,411,990

Martin K. Birmingham

FOR: 9,463,650

WITHHELD: 1,436,073

BROKER NON-VOTES: 1,411,990

Andrew W. Dorn, Jr.

FOR: 9,473,840

WITHHELD: 1,425,883

BROKER NON-VOTES: 1,411,990

Susan R. Holliday

FOR: 9,360,604

WITHHELD: 1,539,119

BROKER NON-VOTES: 1,411,990

Robert M. Glaser

FOR: 9,474,040

WITHHELD: 1,425,683

BROKER NON-VOTES: 1,411,990

Proposal 2 – Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014

FOR: 11,392,231

AGAINST: 916,460

ABSTAIN: 3,022

Proposal 3 – Advisory vote to approve the compensation of the Company's named executive officers

FOR: 9,449,464

AGAINST: 1,382,111

ABSTAIN: 68,148

BROKER NON-VOTES: 1,411,990

**Item 8.01 Other Events.**

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On May 7, 2014, the Company issued a press release announcing the election of Robert N. Latella as chairman and Andrew W. Dorn, Jr. and Robert M. Glaser as new members to its board of directors at its Annual Meeting. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1 Press Release issued May 7, 2014

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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 9, 2014

By: */s/ Kevin B. Klotzbach*

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

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Exhibit 99.1 Press Release issued May 7, 2014