FINANCIAL INSTITUTIONS INC Form 8-K April 30, 2018

# 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):

April 24, 2018

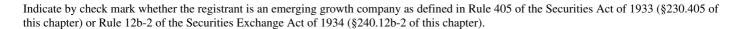
# Financial Institutions, Inc.

(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 of	or former address, if changed since	last report
Check the appropriate box below if the Form 8-K filing is the following provisions:	s intended to simultaneously satisfy	the filing obligation of the registrant under any of
[ ] Written communications pursuant to Rule 425 under [ ] Soliciting material pursuant to Rule 14a-12 under the [ ] Pre-commencement communications pursuant to Rul	Exchange Act (17 CFR 240.14a-12	2)

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 24, 2018, Kevin B. Klotzbach notified Financial Institutions, Inc. (the "Company") that he will retire from his positions as Executive Vice President and Chief Financial Officer effective as of March 31, 2019. Mr. Klotzbach will remain in his position as Treasurer until December 31, 2019. In connection with his planned retirement, on April 24, 2018, the Management Development & Compensation Committee of the Company's Board of Directors approved the terms of a supplemental executive retirement plan to be entered into between the Company and Mr. Klotzbach, pursuant to which he will receive payments in the aggregate annual amount of \$125,000 for each of four years, beginning in January 2020.

A copy of this agreement is expected to be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2018.

On April 30, 2018, the Company issued a press release announcing Mr. Klotzbach's decision to retire from his position as Chief Financial Officer. A copy of this press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release issued by Financial Institutions, Inc. on April 30, 2018

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### Exhibit Index

Exhibit No.	Description
99.1	Press Release issued by Financial Institutions, Inc. on April 30, 2018

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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.

April 30, 2018 By: William L. Kreienberg

Name: William L. Kreienberg

Title: Executive Vice President, Chief Corporate Development Executive and General Counsel

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