

Section 1: 8-K (8-K)

**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 21, 2020

Financial Institutions, Inc.

(Exact name of Registrant as Specified in Its Charter)

New York
(State or Other Jurisdiction
of Incorporation)

0-26481

(Commission File Number)

16-0816610
(IRS Employer
Identification No.)

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

14569
(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 (see General Instructions A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	FISI	Nasdaq Global Select Market

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.

Item 8.01 Other Events.

On May 21, 2020, Financial Institutions, Inc. (the “Company”) announced that, due to the public health concerns related to the COVID-19 pandemic, it is changing the location of its 2020 Annual Meeting of Shareholders (the “Annual Meeting”), to be held on Wednesday, June 17, 2020 at 10:00 a.m. Eastern Time to a virtual-only meeting. Shareholders will not be able to attend the Annual Meeting in-person. A copy of the press release announcing the location change is attached hereto as Exhibit 99.1 and is incorporated by reference herein. Further information regarding this change to the location of the Annual Meeting can be found in the proxy supplement filed by the Company with the Securities and Exchange Commission on May 21, 2020.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description	Location
99.1	Press Release issued by Financial Institutions, Inc. on May 21, 2020	Filed Herewith

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 thereunto duly authorized.

Financial Institutions, Inc.

Date: May 21, 2020

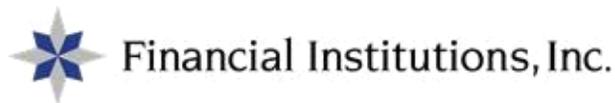
By: /s/ Justin K. Bigham

Executive Vice President, Chief Financial Officer

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Section 2: EX-99.1 (PRESS RELEASE ISSUED BY FINANCIAL INSTITUTIONS, INC. ON FEBRUARY 28, 2019)

Exhibit 99.1



FOR IMMEDIATE RELEASE

Financial Institutions, Inc. Announces Change to Virtual-Only Meeting for its 2020 Annual Meeting of Shareholders

WARSAW, NY – May 21, 2020 – Financial Institutions, Inc. (NASDAQ:FISI) (the “Company”), the parent company of Five Star Bank, SDN Insurance Agency, LLC (“SDN”), Courier Capital, LLC (“Courier Capital”) and HNP Capital, LLC (“HNP Capital”), announced today a change to the location of the Company’s 2020 Annual Meeting of Shareholders. In response to public health concerns surrounding the COVID-19 pandemic and to support the health and well-being of our shareholders, employees, partners and communities, the Company will host its Annual Meeting of Shareholders through remote communication in a virtual-only format. Shareholders will not be able to attend the meeting physically. The previously announced date and time of the meeting, Wednesday, June 17, 2020, at 10:00 a.m. Eastern time has not changed.

The meeting, which will be held via live audio webcast, can be accessed via the internet at www.virtualshareholdermeeting.com/FISI2020 beginning at 9:45 a.m. Eastern Time.

As described in the previously distributed proxy materials, shareholders of record of Financial Institutions, Inc., or their legal proxy holders, as of the close of business on April 20, 2020, are entitled to participate in the Annual Meeting. To be admitted to the virtual meeting with the ability to both vote and ask questions, shareholders must enter the unique 16-digit control number included on their proxy card, voter instruction form or notice of internet availability of proxy materials. Shareholders who hold their shares through a brokerage, bank or other nominee account and have questions on how to obtain a control number to participate should contact the financial institution where their shares are held. Those without a control number may attend as guests of the meeting, but they will not have the option to vote their shares, ask questions or otherwise participate in the virtual meeting.

While shareholders (or their proxies) will be able to ask questions and vote during the virtual-only meeting by following instructions available on the meeting website, the Company encourages all shareholders to use their previously distributed proxy card, voter instruction form, or any of the methods outlined in the proxy materials to vote their shares and submit their proxies in advance of the Annual Meeting, whether or not they plan to attend.

To expedite delivery, reduce costs and decrease the environmental impact of our proxy materials, the Company used a

Securities and Exchange Commission rule that allows us to furnish proxy materials over the Internet instead of mailing paper copies. Shareholders were sent a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access our proxy materials and vote over the Internet on or about April 29, 2020. Shareholders can request paper copies of the proxy materials by following instructions provided in the Notice.

About Financial Institutions, Inc.

Financial Institutions, Inc. provides diversified financial services through its subsidiaries Five Star Bank, SDN, Courier Capital and HNP Capital. Five Star Bank provides a wide range of consumer and commercial banking and lending services to individuals, municipalities and businesses through a network of more than 50 offices throughout Western and Central New York State. SDN provides a broad range of insurance services to personal and business clients. Courier Capital and HNP Capital provide customized investment management, investment consulting and retirement plan services to individuals, businesses, institutions, foundations and retirement plans. Financial Institutions, Inc. and its subsidiaries employ approximately 700 individuals. The Company's stock is listed on the Nasdaq Global Select Market under the symbol FISL. Additional information is available at www.fiiwarsaw.com.

For additional information contact:

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