

FINANCIAL INSTITUTIONS INC  
Form 8-K  
May 15, 2017

**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 15, 2017**

**(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**

**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 (*see* General Instruction 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 15, 2017, Financial Institutions, Inc. (the Company ) issued a press release announcing the commencement of an underwritten public offering of \$40.0 million of its common stock (the Offering ). Sandler O'Neill + Partners, L.P. is serving as book-running manager for the Offering, and Hovde Group, LLC and Piper Jaffray & Co. are co-managers.

A copy of the Company's press release is attached hereto as Exhibit 99.1. A copy of the investor presentation for the Offering, which is also being filed with the SEC as an issuer free writing prospectus, is attached hereto as Exhibit 99.2.

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

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release of the Company, dated May 15, 2017.
99.2	Investor Presentation, dated May 15, 2017.

**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.**

Date: May 15, 2017

By: /s/ Kevin B. Klotzbach

Name: Kevin B. Klotzbach

Title: Executive Vice President, Chief Financial Officer and  
Treasurer