

FINANCIAL INSTITUTIONS INC
Form 8-K
May 07, 2010

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 6, 2010

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))

Top of the Form**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Financial Institutions, Inc. held its 2010 Annual Meeting of Shareholders (the Annual Meeting) on May 6, 2010. There were two proposals submitted to, and approved by, the Company s shareholders at the Annual Meeting. The proposals are described in more detail in the Company s definitive proxy statement (the Proxy Statement) for the Annual Meeting, dated April 2, 2010. A total of 9,625,015 shares of the Company s common stock were present or represented by proxy at the meeting, representing approximately 88% of all votes entitled to be cast. The matters presented for a vote and the related results are as follows:

Proposal 1: The following directors were elected for a term of three years. Each nominee was an incumbent director, no other person was nominated, and each nominee was elected. The voting results are set forth below.

| Nominee | Votes For | Votes Withheld |
|-------------------|------------------|-----------------------|
| Samuel M. Gullo | 8,241,912 | 166,265 |
| James L. Robinson | 8,196,254 | 211,923 |
| James H. Wyckoff | 7,591,636 | 816,541 |

Proposal 2: The shareholders approved the advisory proposal to approve the Company s executive compensation practices as disclosed in the Proxy Statement by the following votes:

| Votes For | Votes Against | Votes Abstained |
|------------------|----------------------|------------------------|
| 8,878,917 | 629,823 | 116,275 |

Item 8.01 Other Events.

Financial Institutions, Inc. announced that its Board of Directors (the Board) elected John E. Benjamin as the Chairman of the Board of Directors (the Board) at its annual organizational meeting on May 6, 2010. Mr. Benjamin has served on the Company s Board since 2002 and as its Vice Chairman since May 2009. Mr. Benjamin succeeds Erland E. Kailbourne who will continue to serve as a director on the Company s Board.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press Release issued May 7, 2010.

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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 7, 2010

By: Karl F. Krebs

Name: Karl F. Krebs

Title: Executive Vice President and Chief Financial Officer

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Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|-----------------------------------|
| 99.1 | Press release issued May 7, 2010. |