

FINANCIAL INSTITUTIONS INC  
Form 8-K  
August 22, 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):

August 19, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Departure of Chief Risk Officer and Implementation of Enterprise Risk Management Framework*

On August 19, 2014, Mr. Kenneth W. Winn departed as Executive Vice President and Chief Risk Officer of Financial Institutions, Inc. (the Company), the holding company for Five Star Bank (FSB), and his employment with the Company effectively terminated. On an interim basis, Mr. David G. Case was appointed as Senior Vice President, Interim Chief Risk Officer of the Company in addition to his current role as Chief Commercial Credit Officer.

The Company has taken the initial step towards its plan to implement an enterprise risk management structure for managing company-wide risks. This structure will build upon the Company's already strong risk culture and program. The structure will more closely integrate the Company's strategic and business plans with its risk management and governance processes to actively monitor and respond to the risks and rewards of the Company's strategic and business plans within targeted parameters.

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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.

*August 22, 2014*

By: *Kevin B. Klotzbach*

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