

CHEMUNG FINANCIAL CORP  
Form SC 13G  
February 11, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

Chemung Financial Corporation  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

164024101  
(CUSIP Number)

December 31, 2018  
(Date of Event which Requires Filing  
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 164024101 13G Page 2 of 9 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Basswood Capital Management,  
L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

5 SOLE VOTING POWER  
0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER  
267,032  
7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE  
POWER  
267,032

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
267,032

10 CHECK BOX IF THE  
AGGREGATE AMOUNT IN  
ROW (9) EXCLUDES  
CERTAIN SHARES

11 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)  
5.56%

12 TYPE OF REPORTING  
PERSON\*  
IA

---

CUSIP No. 164024101 13G Page 3 of 9 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Matthew Lindenbaum

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5  
0

SHARED VOTING POWER

267,032

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE  
POWER

267,032

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

267,032

10 CHECK BOX IF THE  
AGGREGATE AMOUNT IN  
ROW (9) EXCLUDES  
CERTAIN SHARES

11 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

5.56%

12 TYPE OF REPORTING  
PERSON\*

IN/HC

---

CUSIP No.  
164024101

13G Page 4 of 9 Pages

1 NAME OF REPORTING  
PERSON  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

Bennett Lindenbaum

2 CHECK THE APPROPRIATE  
BOX IF A MEMBER OF A  
GROUP\*  
(a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
  
United States

NUMBER  
OF  
SHARES 5  
BENEFICIALLY 0  
OWNED  
BY  
EACH  
REPORTING 6  
PERSON  
WITH

SOLE VOTING POWER

SHARED VOTING  
POWER

267,032

7 SOLE DISPOSITIVE  
POWER  
  
0

8

SHARED DISPOSITIVE  
POWER

267,032

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

267,032

10 CHECK BOX IF THE  
AGGREGATE AMOUNT IN  
ROW (9) EXCLUDES  
CERTAIN SHARES

11 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

5.56%

12 TYPE OF REPORTING  
PERSON\*

IN/HC

---

Item  
1(a) Name of Issuer:

Chemung Financial Corporation

Item  
1(b) Address of Issuer's Principal Executive Offices:

One Chemung Canal Plaza  
Elmira, NY 14901

Item  
2(a) Name of Person Filing:

The information required by Item 2(a) is set forth in Row 1 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.

Item  
2(b) Address of Principal Business Office or, if none, Residence:

c/o Basswood Capital Management, L.L.C.  
645 Madison Avenue, 10<sup>th</sup> Floor  
New York, NY 10022

Item  
2(c) Citizenship:

The information required by Item 2(c) is set forth in Row 4 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.

Item  
2(d) Title of Class of Securities:

Common Stock, \$0.01 par value

Item  
2(e) CUSIP Number:

164024101

Item 3 Statement filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c):

The information required by Item 3 is set forth in Row 12 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.

Item 4 Ownership:

The information required by Items 4(a)-(c) is set forth in Rows 5-11 of the cover page hereto for each Reporting Person and is incorporated herein by reference for each such Reporting Person.



Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

---

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

See Exhibit 99.1.

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item  
10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

[Remainder of page intentionally left blank]

---

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2019

Basswood Capital Management, L.L.C.

By: /s/ Matthew Lindenbaum

Name: Matthew Lindenbaum

Title: Managing Member

/s/ Matthew

Lindenbaum

Matthew Lindenbaum, an individual

/s/ Bennett

Lindenbaum

Bennett Lindenbaum, an individual