

FINANCIAL INSTITUTIONS INC  
Form 8-K  
July 01, 2009

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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):

June 30, 2009

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.**

On June 30, 2009 Financial Institutions, Inc. ("Company") entered into an amendment to a Voluntary Retirement Agreement (the "Agreement") dated September 24, 2008 between it and James T. Rudgers, Executive Vice President and Chief of Community Banking of the Company. The amendment changes Mr. Rudgers retirement date from June 30, 2009 to September 30, 2009 and also provides employment conditions for the period July 1, 2009 through September 30, 2009. Mr. Rudgers will be paid \$10,000 per month for July, August, and September 2009. The amendment also changes the period of time Mr. Rudgers will provide consulting services to the Company from a twenty-four month period beginning July 1, 2009 to a twenty-one month period beginning October 1, 2009. A copy of the amendment to the Agreement is attached as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

10.1 Amendment to Voluntary Retirement Agreement dated June 30, 2009 between Five Star Bank and James T. Rudgers

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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.

*July 1, 2009*

By: *Ronald A. Miller*

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*Name: Ronald A. Miller*

*Title: Executive Vice President and Chief Financial Officer*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
10.1	Amendment to Voluntary Retirement Agreement dated June 30, 2009 between Five Star Bank and James T. Rudgers