

FINANCIAL INSTITUTIONS INC  
Form 8-K  
February 23, 2011

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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):

February 23, 2011

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 8.01 Other Events.**

On February 23, 2011, Financial Institutions, Inc. (the "Company") announced that it has redeemed one-third, or \$12.5 million, of the outstanding \$37.5 million of its Fixed Rate Cumulative Perpetual Preferred Stock, Series A, issued to the U.S. Department of the Treasury pursuant to the Troubled Asset Relief Program ("TARP") in December 2008.

The Company also announced that its Board of Directors declared quarterly cash dividends of \$0.10 per share on its common stock, \$0.75 per share on its Series A 3% Preferred Stock and \$2.12 per share on its Series B-1 8.48% Preferred Stock. All dividends are payable on April 2, 2011 to shareholders of record on March 7, 2011.

The Board of Directors also set the date for the 2011 Annual Meeting of Shareholders of Financial Institutions, Inc. for Wednesday, May 4, 2011 and set the record date for the shareholders eligible to vote at the meeting as March 7, 2011.

The full text of the press release is included herein as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1 Press Release issued by Financial Institutions, Inc. on February 23, 2011.

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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.

*February 23, 2011*

By: *Karl F. Krebs*

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*Name: Karl F. Krebs*

*Title: Executive Vice President and Chief Financial Officer*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release issued by Financial Institutions, Inc. on February 23, 2011. |