

FINANCIAL INSTITUTIONS INC  
Form 8-K  
February 02, 2006

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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):

January 26, 2006

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 1.01 Entry into a Material Definitive Agreement.**

On January 26, 2006 the Company entered into an Executive Agreement with George D. Hagi, Executive Vice President and Chief Risk Officer of Five Star Bank. Terms of the agreement provide for continuation of compensation for a period of twelve months in the event of certain events following a change in control as defined in the agreement.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

Exhibit 10.7 Executive Agreement between Financial Institutions, Inc. and George D. Hagi

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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.

*January 27, 2006*

By: *Ronald A. Miller*

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*Name: Ronald A. Miller*

*Title: Executive Vice President & CFO*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
10.7	Executive agreement between Financial Institutions, Inc. and George D. Hagi