



DIVISION OF  
CORPORATION FINANCE

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

August 23, 2018

William Kreienberg, Esq.  
Executive V.P., Chief Corp. Development Executive and General Counsel  
Financial Institutions, Inc.  
220 Liberty Street  
Warsaw, NY 14569

**Re: Financial Institutions, Inc.**  
**Registration Statement on Form S-3**  
**Filed August 16, 2018**  
**File No. 333-226861**

Dear Mr. Kreienberg:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact David Lin, Staff Attorney, at (202) 551-3552 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Financial Services