

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): May 9, 2018



(Exact name of Registrant as specified in its charter)

Commission File Number: 001-36695

Maryland  
(State or Other Jurisdiction of Incorporation or Organization)

38-3941859  
(I.R.S. Employer Identification Number)

214 West First Street, Oswego, NY 13126  
(Address of Principal Executive Office) (Zip Code)

(315) 343-0057  
(Issuer's Telephone Number including area code)

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 240.14d-2(b))
- 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-4c under the Exchange Act (17 CFR 240.13e-4c)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 ((§230.405) of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 ((§240.12b-2 of this chapter).

- Emerging growth company
  - If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.
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**Item 5.07 – Submission of Matters to a Vote of Security Holders**

The 2018 Annual Meeting of Shareholders of Pathfinder Bancorp, Inc. was held on May 9, 2018. At the 2018 Annual Meeting, shareholders approved all of the proposals which included (i) the election of three directors, each for a three-year term and until their successors have been elected and qualified and (ii) the advisory vote on executive compensation and (iii) the ratification of the appointment of Bonadio & Company, LLP, as the independent registered public accounting firm for the year ending December 31, 2018.

The following table reflects the tabulation of votes with respect to the election of the three directors at the 2018 Annual Meeting:

|                         | <u>Number of Votes</u> |                 |                         |
|-------------------------|------------------------|-----------------|-------------------------|
| <u>Name of Director</u> | <u>For</u>             | <u>Withheld</u> | <u>Broker Non-Votes</u> |
| John P. Funciello       | 2,342,423              | 39,322          | 1,651,395               |
| Thomas W. Schneider     | 2,334,070              | 47,675          | 1,651,395               |
| Lloyd “Buddy” Stemple   | 2,320,289              | 61,456          | 1,651,395               |

The following table reflects the tabulation of votes with respect to the advisory vote on executive compensation:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 2,254,793  | 75,592         | 51,360         | 1,651,395               |

The following table reflects the tabulation of votes with respect to the approval of the ratification of Bonadio & Company, LLP, as our independent registered public accounting firm for the fiscal year ending December 31, 2018:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 3,997,765  | 30,310         | 5,065          |

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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.

**PATHFINDER BANCORP, INC.**

Date: May 9, 2018

By: /s/ Thomas W. Schneider  
Thomas W. Schneider  
President and Chief Executive Officer