

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Pathfinder Bancorp, Inc.  
Exact Name of Registrant as Specified in Its Charter)

Maryland  
(State of incorporation or organization)

To Be Applied For  
(I.R.S. Employer Identification No.)

214 West First Street, Oswego, New York  
(Address of principal executive offices)

13126  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Common stock, par value \$0.01 per share  
(Title of each class to be registered)

The NASDAQ Stock Market LLC  
(Name of each exchange on which  
each class is to be registered)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. []

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. []

Securities Act registration statement file number to which this form relates: 333-196676

Securities to be registered pursuant to Section 12(g) of the Act:

None  
(Title of class)

Item 1. Description of Registrant's Securities to be Registered.

For a description of the Registrant's securities, reference is made to "Description of Capital Stock of New Pathfinder Following the Conversion," "Our Dividend Policy" and "Market for the Common Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-196676) (the "Registration Statement"), initially filed with the SEC on June 11, 2014 and amended on July 23, 2014, which is hereby incorporated by reference. For a description of the provisions of the Registrant's Articles of Incorporation and Bylaws that may render a change in control of the Registrant more difficult, reference is made to "Restrictions on Acquisition of New Pathfinder" and "Description of Capital Stock of New Pathfinder Following the Conversion" in the Registration Statement.

Item 2. Exhibits.

1. Registration Statement on Form S-1 (File No. 333-196676) dated June 11, 2014, as amended on July 23, 2014, is hereby incorporated by reference (the "Registration Statement").
2. Articles of Incorporation (incorporated by reference to Exhibit 3.1 of the Registration Statement).
3. Bylaws (incorporated by reference to Exhibit 3.2 of the Registration Statement).
4. Specimen Stock Certificate (incorporated by reference to Exhibit 4 of the Registration Statement).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**PATHFINDER BANCORP, INC.**

Date: October 16, 2014

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