

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): October 31, 2023

PATHFINDER BANCORP, INC.

(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, New York 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-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value	PBHC	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Item 5.02- Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On October 31, 2023, Robert G. Butkowski, age 48, was named Senior Vice President and Chief Operating Officer of Pathfinder Bancorp, Inc. (the “Company”) and its bank subsidiary, Pathfinder Bank (the “Bank”). Mr. Butkowski has been the First Vice President of Branch Administration of the Bank since 2018 and served in a variety of roles with the Bank since 2010. Mr. Butkowski is not a party to any transaction with the Company or the Bank that would require disclosure under Item 404(a) of SEC Regulation S-K.

On November 6, 2023, the Company issued a press release announcing the appointment, a copy of which is attached herewith as Exhibit 99.1.

Item 9.01 – Financial Statements and Exhibits

- (a) Financial statements of businesses acquired. None.
- (b) Pro forma financial information. None.
- (c) Shell company transactions: None.
- (d) Exhibits.

[99.1](#) [Press Release, dated November 6, 2023](#)

104 Cover Page Interactive Data File (embedded in the cover page formatted in Inline XBRL)

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: November 6, 2023

By: /s/ James A. Dowd
James A. Dowd
President and Chief Executive Officer

Contact: James A. Dowd, President & Chief Executive Officer, (315) 343-0057

For Immediate Release:

Butkowski Named Senior Vice President, Chief Operating Officer

Oswego, New York (11/6/2023) – Robert G. Butkowski has been named Senior Vice President, Chief Operating Officer at Pathfinder Bank and Pathfinder Bancorp, according to James A. Dowd, President and CEO.

Butkowski's primary responsibilities as Senior Vice President will be to continue to oversee and direct the daily activities of the Bank's branch network and operations including branch administration, loan servicing, business deposit services, and deposit operations, and the customer contact center. This move continues to better align the branch delivery system with loan and deposit operations oversight, which provides for close coordination of services between deposits and lending for both retail and business.

"The appointment and promotion of Rob to Senior Vice President and Chief Operating Officer is part of our long planned management succession and executive development program. Rob has been performing the responsibilities of this role for some time now, and it's only fitting that we recognize his exceptional contributions by awarding him this well-deserved title," said Dowd.

"Rob has been a cornerstone of our executive leadership team and a driving force behind our success. His continued motivation, impressive track record of results, and strong leadership qualities make him a valuable asset to our organization. We have no doubt that Rob will continue to be a driving force for our institution, further aligning our vision with our strategic execution."

Robert Butkowski's journey at Pathfinder Bank began in 2010 when he joined as a Branch Manager for the Cicero Branch. Over the years, he consistently demonstrated his commitment and expertise, leading to his promotion to Vice President of Branch Administration. In 2018, his remarkable dedication and leadership led to his appointment as First Vice President, a position he held until this recent promotion.

A graduate of SUNY Cortland with a Bachelor of Arts in Economics and Management Science, Butkowski is also experienced in developing investment and commercial business. He also served as a Treasurer of Lourdes Camp and currently resides in Syracuse, New York, with his wife, Tracy, and their two daughters, Riley and Bailey.

About Pathfinder Bancorp, Inc.

Pathfinder Bank is a New York State chartered commercial bank headquartered in Oswego, whose deposits are insured by the Federal Deposit Insurance Corporation. The Bank is a wholly owned subsidiary of Pathfinder Bancorp, Inc, (NASDAQ SmallCap Market; symbol:

PBHC, listing: PathBcp). The Bank has eleven full service offices located in its market areas consisting of Oswego and Onondaga County.

This release may contain certain forward-looking statements, which are based on management's current expectations regarding economic, legislative, and regulatory issues that may impact the Company's earnings in future periods. Factors that could cause future results to vary materially from current management expectations include, but are not limited to, general economic conditions, changes in interest rates, deposit flows, loan demand, real estate values, and competition; changes in accounting principles, policies, or guidelines; changes in legislation or regulation; and economic, competitive, governmental, regulatory, and technological factors affecting the Company's operations, pricing, products, and services.