

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, 2019



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

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.

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

**Item 5.07 – Submission of Matters to a Vote of Security Holders**

The 2019 Annual Meeting of Shareholders of Pathfinder Bancorp, Inc. was held on May 9, 2019. At the 2019 Annual Meeting, shareholders approved all of the proposals which included (i) the election of four directors, each for a three-year term and until their successors have been elected and qualified and (ii) the ratification of the appointment of Bonadio & Company, LLP, as the independent registered public accounting firm for the year ending December 31, 2019.

The following table reflects the tabulation of votes with respect to the election of the four directors at the 2019 Annual Meeting:

<u>Name of Director</u>	<u>Number of Votes</u>		
	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
David A. Ayoub	2,796,885	29,530	1,301,305
Adam C. Gagas	2,782,282	44,133	1,301,305
Melanie Littlejohn	2,678,426	147,989	1,301,305
John F. Sharkey, III	2,708,987	117,428	1,301,305

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, 2019:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
4,092,797	32,016	2,907

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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 10, 2019

By: /s/ Thomas W. Schneider

Thomas W. Schneider

President and Chief Executive Officer