

COMMUNITY BANK SYSTEM, INC.

Form 8-K

January 22, 2019

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): **January 22, 2019**

(Exact name of registrant as specified in its charter)

Delaware

001-13695

16-1213679

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

5790 Widewaters Parkway, DeWitt, New York 13214

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(315) 445-2282**

Not Applicable

(Former name or former address, if changed since last report)

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 240.14a-12)

☐ 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 (§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 8.01

Other Events

On January 22, 2019, Community Bank System, Inc. (“Community Bank System”) and Kinderhook Bank Corp. (“Kinderhook”) issued a joint press release announcing that they have entered into a definitive agreement under which Community Bank System will acquire Kinderhook. Copies of the joint press release and investor presentation with respect to the proposed transaction are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and each is incorporated by reference into this Current Report on Form 8-K.

Item 9.01

Financial Statements and Exhibits

(d) Exhibits

99.1 Joint Press Release, dated January 22, 2019, issued by Community Bank System and Kinderhook.

99.2 Investor Presentation.

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.

Community Bank System, Inc.

By: /s/ George J. Getman
Name: George J. Getman
Title: EVP and General Counsel

Dated: January 22, 2019

