

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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BATH NATIONAL CORP

CIK: **709335** | IRS No.: **161185097** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **000-20142** | Film No.: **1522611**
SIC: **6021** National commercial banks

Mailing Address
44 LIBERTY ST
PO BOX 630
BATH NY 14810

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44 LIBERTY ST
PO BOX 630
BATH NY 14810
6077769661

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 31, 2001

Bath National Corporation

(Exact Name of Registrant as Specified in Charter)

New York

0-20142

16-1185097

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

44 Liberty Street, Bath, New York

14810

(Address of Principal Executive Offices)

(Zip Code)

(607) 776-9661

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Item 5. OTHER EVENTS

On January 31, 2001, the shareholders of Bath National Corporation approved the Agreement and Plan of Merger with Financial Institutions, Inc. pursuant to which Bath National Corporation will merge with Financial Institutions, Inc. The results were announced by Bath National Corporation pursuant to the press release attached hereto as Exhibit 99.1 which is incorporated herein by reference thereto.

Item 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

- (a) Not applicable.
- (b) Not applicable.
- (c) The following exhibits are included with this Report:

Exhibit 99.1

Press Release dated January 31, 2001

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.

BATH NATIONAL CORPORATION

By: /s/ Douglas L. McCabe

Douglas L. McCabe
President

Date: January 31, 2001

FOR IMMEDIATE RELEASE

Contact: Douglas L. McCabe
President & CEO
607-776-2013

BATH NATIONAL CORPORATION

January 31, 2001 Bath, N.Y. - Bath National Corporation (OTC Bulletin Board: BATH) announced that shareholders at its special meeting today overwhelmingly approved the adoption of the Agreement and Plan of Merger with Financial Institutions, Inc.

Douglas McCabe, President & CEO of Bath National Corporation, stated, "We are extremely gratified that our shareholders understand the value of our proposed merger with Financial Institutions, Inc."

President McCabe went on to say that Bath National would continue its tradition of serving its depositors, customers and the local community. Bath National's subsidiary, Bath National Bank, will continue to operate as a separately chartered and managed organization within Financial Institutions' super community bank franchise. President McCabe indicated that subject to the receipt of final regulatory approvals, Bath National and Financial Institutions currently expect the merger to close in the second quarter of 2001.

Bath National Bank operates 11 branch offices located in Ontario, Schuyler, Steuben and Yates counties, New York. At December 31, 2000, Bath National Bank had total assets of \$287.9 million and total equity of \$28.0 million.

FII is a four-bank holding company headquartered in Warsaw, New York. Founded in 1931, FII owns four commercial banks in Western and Central New York: Wyoming County Bank, the National Bank of Geneva, The Pavilion State Bank, and First Tier Bank & Trust. These banks serve individuals, businesses and municipalities through a network of 31 offices and 41 ATM's in eleven counties. FII employs more than 500 people. As of December 31, 2000, FII had total assets of \$1.3 billion. FII is publicly traded on the NASDAQ National Market under the symbol "FISI".