



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

May 11, 2016

**By E-Mail**

Peter D. Fetzer, Esq.  
Foley & Lardner LLP  
777 East Wisconsin Avenue, Suite 3800  
Milwaukee, WI 53202

**Re: Financial Institutions, Inc.  
Revised Preliminary Proxy Statement  
Filed on May 11, 2016 by Clover Partners, L.P., et. al.  
File No. 000-26481**

**Soliciting Materials filed pursuant to Rule 14a-12 on April 29, 2016  
Filed by Clover Partners, L.P., et. al.  
File No. 000-26481**

Dear Mr. Fetzer:

We have reviewed your filing and response letters and have the following comments.

**Revised Preliminary Proxy Statement**

1. We reissue prior comment 4. We note that the supplemental support your provided does not support your assertion.

**Soliciting Materials**

2. We note your response to prior comment 2. Please file the revised letter to shareholders.

Please direct any questions to me at (202) 551-3619.

Sincerely,

/s/ Daniel F. Duchovny  
Daniel F. Duchovny  
Special Counsel  
Office of Mergers and Acquisitions