

PATHFINDER BANCORP INC  
Form 10-K/A  
March 25, 2014

UNITED STATES  
SECURITIES EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K/A  
(Amendment No. 1)

X ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013.

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 000-23601

PATHFINDER BANCORP, INC.  
(Exact name of registrant as specified in its charter)

Federal  
16-1540137  
State or other jurisdiction of incorporation or organization)  
(I.R.S. Employer Identification No.)

Street Oswego  
13126  
Chief executive

Registrant's telephone number, including area code: (315) 343-0057  
Securities registered pursuant to Section 12(b) of the Act:

Title of each class Name of each exchange on which registered

Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
YES\* NOT

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES\* NOT

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Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO  \*

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO  \*

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.\*

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. :

Large accelerated filer\*  Accelerated filer  \* Non-accelerated filer  \* Smaller reporting company  T  
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES  \* NO  T

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, computed by reference to the last sale price on June 30, 2013, as reported by the NASDAQ Capital Market, was approximately \$13.6 million.

As of March 14, 2014, there were 2,623,182 shares outstanding of the Registrant's Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE:

- (1) Proxy Statement for the 2014 Annual Meeting of Stockholders of the Registrant (Part III).
- (2) Annual Report to Stockholders (Part II and IV).

Explanatory Note

This Amendment No. 1 to the Annual Report on Form 10-K filed on March 17, 2014 is being filed for the purpose of correcting an error in shares outstanding of the registrant's common stock reported on the Form 10-K.

Except as described above, no other changes have been made to the Original Annual Report. This Amendment should be read in conjunction with the Original Annual Report.

New certifications of our Chief Executive Officer and Chief Financial Officer have been included as exhibits to this Amendment.