

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): December 22, 2025



(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))

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

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.

**Item 8.01 – Other Events**

On December 22, 2025, the Company announced that its Board of Directors declared a quarterly cash dividend of \$0.10 per voting common and non-voting common share and a cash dividend of \$0.10 per notional share for the issued warrant. The dividend is payable on February 6, 2026 to shareholders of record on January 16, 2026.

**Item 9.01 – Financial Statements and Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated December 22, 2025</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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: December 22, 2025

By: /s/ James A. Dowd  
James A. Dowd  
President and Chief Executive Officer

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**News Release:**

**CONTACT:** James A. Dowd, President and CEO, (315) 343-0057

**Pathfinder Bancorp, Inc. Declares Dividend**

**OSWEGO, New York (December 22, 2025)** – James A. Dowd, President and CEO of Pathfinder Bancorp, Inc., the bank holding company of Pathfinder Bank (NASDAQ: PBHC) (listing: PathBcp), has announced that the Company has declared a cash dividend of \$0.10 per share on the Company's voting common and non-voting common stock, and a cash dividend of \$0.10 per notional share for the issued warrant relating to the fiscal quarter ending December 31, 2025. The fourth quarter 2025 dividend will be payable to all shareholders of record on January 16, 2026 and will be paid on February 6, 2026.

**About Pathfinder Bancorp, Inc.**

Pathfinder Bancorp, Inc. (NASDAQ: PBHC) is the bank holding company for Pathfinder Bank, which serves Central New York customers throughout Oswego, Syracuse, and their neighboring communities. Strategically located branches, as well as diversified consumer, mortgage, and commercial loan portfolios, reflect the state-chartered Bank's commitment to in-market relationships and local customer service. The Company also offers investment services to individuals and businesses. More information is available at [pathfinderbank.com](http://pathfinderbank.com) and [ir.pathfinderbank.com](http://ir.pathfinderbank.com).

*This release may contain certain forward-looking statements, which are based on management's current expectations regarding economic, legislative, and regulatory issues that may impact the Company's earnings in future periods. Factors that could cause future results to vary materially from current management expectations include, but are not limited to, general economic conditions, changes in interest rates, deposit flows, loan demand, real estate values, and competition; changes in accounting principles, policies, or guidelines; changes in legislation or regulation; and economic, competitive, governmental, regulatory, and technological factors affecting the Company's operations, pricing, products, and services.*

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