

NBT BANCORP INC
Form 8-K
January 25, 2017

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 23, 2017

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

Delaware 0-14703 16-1268674
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

52 South Broad Street, Norwich, New York 13815
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (607) 337-2265

(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))

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Changes in Fiscal Year.

On January 23, 2017, the Board of Directors (the “Board”) of NBT Bancorp Inc. (the “Company”) approved an amendment and restatement of the Company’s existing Amended and Restated Bylaws (the “Amended and Restated Bylaws”). The Amended and Restated Bylaws change the voting standard for the election of directors from a plurality to a majority voting standard in uncontested elections (the “Majority Voting Standard”). Under the new Majority Voting Standard, in uncontested elections a nominee for director shall be elected to the Board if the votes cast for such nominee’s election exceed the votes cast against such nominee’s election. Directors will continue to be elected by plurality vote in contested elections. The Amended and Restated Bylaws also set forth a procedure for the Board to receive and consider resignations for a nominee who is already serving as a director and not elected pursuant to the Majority Voting Standard.

The Amended and Restated Bylaws were effective January 23, 2017. The Majority Voting Standard will first apply with respect to the Company’s 2017 annual meeting of stockholders.

The foregoing description of the Amended and Restated Bylaws is a summary only and is qualified in its entirety by the full text of the Amended and Restated Bylaws, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

Exhibit No. Description

3.1 Amended and Restated By-Laws of NBT Bancorp Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

NBT BANCORP INC.

Date: January 25, 2017 By: /s/ F. Sheldon Prentice
F. Sheldon Prentice
Executive Vice
President, General
Counsel and
Corporate Secretary

EXHIBIT INDEX

Exhibit No. Description

3.1 Amended and Restated By-Laws of NBT Bancorp Inc.
