

NBT BANCORP INC
Form 8-K
May 06, 2010

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): May 4, 2010

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

Delaware
(State or other jurisdiction of
incorporation)

0-14703
(Commission File Number)

16-1268674
(IRS Employer Identification No.)

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

13815
(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))
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Item 5.07

Submission of Matters to a Vote of Security Holders

On May 4, 2010, NBT Bancorp Inc. (“NBT”) held its Annual Meeting of Shareholders (the “Annual Meeting”). NBT’s shareholders approved three of the four proposals detailed in NBT’s Definitive Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission on April 5, 2010.

The proposals voted on by the shareholders at the Annual Meeting were as follows:

1. NBT’s shareholders approved fixing the size of the Board of Directors at nine members, as set forth below:

| Votes For | V o t e s Against | Abstain |
|------------|----------------------|---------|
| 25,118,399 | 216,265 | 272,450 |

2. NBT’s shareholders elected three individuals to the Board of Directors as set forth below:

| Nominees | Votes For | Withheld | Broker Non-Votes |
|---------------------------|------------|-----------|---------------------|
| Patricia T. Civil | 20,981,817 | 461,615 | 4,163,683 |
| D a r y l R . Forsythe | 15,148,588 | 6,294,844 | 4,163,683 |
| Robert A. Wadsworth | 20,522,842 | 920,590 | 4,163,683 |

3. NBT’s shareholders ratified the appointment by the board of directors of KPMG LLP as the independent registered public accounting firm of NBT for the fiscal year ending December 31, 2010, as set forth below:

| Votes For | V o t e s Against | Abstain |
|------------|----------------------|---------|
| 25,166,564 | 282,503 | 158,047 |

4. NBT’s shareholders rejected a proposal to amend and restate the Certificate of Incorporation and Bylaws to provide for the annual election of directors, as set forth below.

| Votes For | Votes Against | Abstain | B r o k e r Non-Votes |
|------------|---------------|---------|--------------------------|
| 12,354,889 | 8,554,691 | 533,852 | 4,163,683 |

Pursuant to NBT’s Restated Certificate of Incorporation, in order to pass, the proposal required affirmative vote of the holders of 80% of NBT’s outstanding common stock excluding any shares held by any 5% or greater shareholders and their affiliates.

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: May 6, 2010

By: /s/ Michael J. Chewens
Michael J. Chewens
Senior Executive Vice President &
Chief Financial Officer

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