

NBT BANCORP INC  
Form 8-K  
May 06, 2015

**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): May 5, 2015**

**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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 5, 2015, NBT Bancorp Inc. ( NBT ) held its Annual Meeting of Shareholders (the Annual Meeting ). NBT's shareholders approved Proposals 1 and 3, in addition to a proposal to adjourn the Annual Meeting with respect to Proposal 2. NBT will report final results with respect to Proposal 2 upon conclusion of the Annual Meeting, scheduled to reconvene on June 2, 2015. Proposals 1, 2 and 3 are detailed in NBT's Definitive Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission on April 1, 2015.

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

1. **Proposal 1** NBT's shareholders elected three individuals to the Board of Directors as set forth below:

| Nominees           | Votes For  | Withheld  | Broker Non-Votes |
|--------------------|------------|-----------|------------------|
| Martin A. Dietrich | 29,597,372 | 469,393   | 5,786,396        |
| John C. Mitchell   | 22,126,026 | 7,940,739 | 5,786,396        |
| Michael M. Murphy  | 22,255,095 | 7,811,670 | 5,786,396        |

2. **Proposal 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, 2015, as set forth below:

| Votes For  | Votes Against | Abstain |
|------------|---------------|---------|
| 35,531,840 | 206,361       | 114,960 |

3. **Proposal to Adjourn** NBT's shareholders approved adjournment of the Annual Meeting with respect to Proposal 2, to be reconvened on June 2, 2015 at 4:00 p.m at the headquarters of NBT, located at 52 South Broad Street, Norwich, New York, 13815, as set forth below:

| Votes For  | Votes Against | Abstain |
|------------|---------------|---------|
| 35,853,161 | 0             | 0       |

**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, 2015

By: /s/ F. Sheldon Prentice  
F. Sheldon Prentice  
Executive Vice President, General Counsel &  
Corporate Secretary