

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

-----

FORM 8-A/A

Amendment No. 3

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

NBT BANCORP INC.

-----  
(Exact name of registrant as specified in its charter)

Delaware

0-14703

16-1268674

-----  
(State of incorporation  
or organization)

Commission File No.

-----  
(I.R.S. Employer  
Identification No.)

52 South Broad Street, Norwich, New York 13815

-----  
(Address of principal executive offices and zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered  
-----

Name of each exchange on which  
each class is to be registered  
-----

None

Not Applicable

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, \$.01 Par Value Per Share  
-----

(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

On November 22, 1999, the Registrant's Board of Directors approved an amendment to the Registrant's Certificate of Incorporation (the "Amendment"), declaring its advisability, and directed that the Amendment be considered by the Registrant's stockholders at the Registrant's special meeting of stockholders, scheduled for February 17, 2000. The Amendment changes the number of shares of authorized common stock, par value \$.01 per share, from 15,000,000 to 30,000,000. At the special meeting held on February 17, 2000, at which a quorum was present, a majority of the outstanding shares of the Registrant's common stock entitled to vote on the Amendment adopted the Amendment. On February 17, 2000, the Registrant filed a Certificate of Amendment to the Registrant's Certificate of Incorporation with the Secretary of State of the State of Delaware, upon which filing the Amendment became effective.

In all respects, the rights and privileges of the Registrant's common stock remain as they were prior to adoption of the Amendment, which we summarize as follows:

Under Delaware law, stockholders generally are not personally liable for a corporation's acts or debts. Subject to the preferential rights of any other shares or series of capital stock, holders of shares of the Registrant's

common stock are entitled to receive dividends on shares of common stock if, as and when authorized and declared by the Registrant's Board out of funds legally available for dividends and to share ratably in the assets of the Registrant legally available for distribution to its stockholders in the event of its liquidation, dissolution or winding-up after payment of, or adequate provision for, all known debts and liabilities of the Registrant.

Each outstanding share of the Registrant's common stock entitles the holder to one vote on all matters submitted to a vote of stockholders, including the election of directors. Unless a larger vote is required by law, the Registrant's certificate of incorporation or the Registrant's bylaws, when a quorum is present at a meeting of stockholders, a majority of the votes properly cast upon any question other than the election of directors shall decide the question, and with regard to elections of directors, a plurality of the votes properly cast for the election of a person to serve as a director shall elect such person. Except as otherwise required by law or except as provided with respect to any other class or series of capital stock, the holders of the Registrant's common stock possess the exclusive voting power. There is no cumulative voting in the election of directors. The Registrant's Board is divided into three classes with each class as nearly equal in number as possible. This means that one-third of the members of the Registrant's Board are subject to reelection at each annual meeting of stockholders.

Holders of the Registrant's common stock have no conversion, sinking fund or redemption rights, or preemptive rights to subscribe for any of the Registrant's classes of stock.

All shares of the Registrant's common stock have equal dividend, distribution, liquidation and other rights, and have no preference, appraisal or exchange rights.

ITEM 2. EXHIBITS.

- 3.1 Certificate of Amendment of Certificate of Incorporation of NBT Bancorp Inc., as filed with the Secretary of State of the State of Delaware on February 17, 2000 (filed herewith)

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

NBT BANCORP INC.

By: /s/ Michael J. Chewens

-----  
Michael J. Chewens  
Executive Vice President and Chief  
Financial Officer

Date: February 24, 2000

EXHIBIT INDEX

- 3.1 Certificate of Amendment of Certificate of Incorporation of NBT Bancorp Inc., as filed with the Secretary of State of the State of Delaware on February 17, 2000 (filed herewith)

EXHIBIT 3.1

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF NBT BANCORP INC., AS FILED WITH THE SECRETARY OF STATE OF THE STATE OF DELAWARE ON FEBRUARY 17, 2000

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
NBT BANCORP INC.

NBT Bancorp Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that the amendment to the Certificate of Incorporation of the Corporation set forth below was duly adopted in accordance with Section 242 of the Delaware General Corporation Law.

Article FOURTH of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Thirty-two Million Five Hundred Thousand (32,500,000) shares consisting of Thirty Million (30,000,000) shares of Common Stock, par value \$.01 per share and Two Million Five Hundred Thousand (2,500,000) shares of Preferred Stock, par value \$.01 per share.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its duly authorized officer this 17th day of February, 2000.

NBT BANCORP INC.

By: /s/ John D. Roberts

-----  
Name: John D. Roberts

Title: Senior Vice President and Secretary