

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 1, 2012

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 1, 2012, NBT Bancorp Inc. (“NBT”) held its Annual Meeting of Shareholders (the “Annual Meeting”). NBT’s shareholders approved each of the four proposals detailed in NBT’s Definitive Proxy Statement on Schedule 14A (the “Proxy Statement”), which was filed with the Securities and Exchange Commission on March 30, 2012.

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 11 members, as set forth below:

Votes For	Votes Against	Abstain
25,568,014	395,693	143,177

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

Nominees	Votes For	Withheld	Broker Non-Votes
Martin A. Dietrich	20,846,362	935,898	4,324,624
John C. Mitchell	15,304,446	6,477,814	4,324,624
Michael M. Murphy	15,347,516	6,434,744	4,324,624
Joseph G. Nasser	15,371,615	6,410,645	4,324,624

3. NBT’s shareholders approved an amendment to its Restated Certificate of Incorporation to increase the total number of authorized shares of its common stock from 50,000,000 shares to 100,000,000 shares, as set forth below:

Votes For	Votes Against	Abstain	Broker Non-Votes
17,648,526	3,967,676	130,058	4,324,624

4. NBT’s shareholders ratified the appointment by NBT’s Board of Directors of KPMG LLP as the independent registered public accounting firm of NBT for the fiscal year ending December 31, 2012, as set forth below:

Votes For	Votes Against	Abstain
25,710,054	223,703	173,127

**Item 7.01 Regulation FD Disclosure**

On May 1, 2012, NBT’s Board of Directors declared a quarterly cash dividend of \$0.20 per share on its common stock. The dividend on common shares will be payable on June 15, 2012, to shareholders of record on June 1, 2012.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Restated Certificate of Incorporation 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: May 2, 2012

By: /s/ F. Sheldon Prentice  
F. Sheldon Prentice  
Corporate Senior Vice President, General Counsel and Corporate  
Secretary

**Exhibit Index**

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">3.1</a>	Certificate of Amendment of Restated Certificate of Incorporation of NBT Bancorp Inc.

**CERTIFICATE OF AMENDMENT  
OF  
RESTATED 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, does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of NBT Bancorp Inc., resolutions were duly adopted setting forth a proposed amendment of the Restated Certificate of Incorporation of NBT Bancorp Inc., declaring such amendment to be advisable and submitting such amendment to the stockholders of NBT Bancorp Inc. for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Restated Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows:

**"FOURTH:** The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is One Hundred and Two Million Five Hundred Thousand (102,500,000) shares consisting of One Hundred Million (100,000,000) 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."

**SECOND:** That thereafter, pursuant to a resolution of its Board of Directors, a meeting of stockholders of NBT Bancorp Inc. was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** NBT Bancorp Inc. has caused this certificate to be signed this 2nd day of May, 2012.

By: /s/ F. Sheldon Prentice

Name: F. Sheldon Prentice

Title: Corporate Senior Vice President, General Counsel and Corporate Secretary

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