

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 17, 2022

NBT BANCORP INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

000-14703
(Commission File Number)

16-1268674
(I.R.S. 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**

Not Applicable
(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))

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

| <u>Title of class</u> | <u>Trading Symbol</u> | <u>Name of exchange on which registered</u> |
|--|-----------------------|---|
| Common Stock, par value \$0.01 per share | NBTB | The NASDAQ Stock Market LLC |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On May 17, 2022, NBT Bancorp Inc. (“NBT”) held its Annual Meeting of Stockholders (the “Annual Meeting”). The matters listed below were submitted to a vote of the stockholders through the solicitation of proxies. The proposals are described in detail in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 7, 2022 (the “Proxy Statement”).

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

Proposal 1—NBT’s stockholders elected thirteen individuals to the Board of Directors (the “Board”) of NBT as set forth below:

| Nominees | Votes For | Votes Against | Votes Abstain | Broker Non-Votes |
|--------------------------|------------|---------------|---------------|------------------|
| John H. Watt, Jr. | 28,536,577 | 432,276 | 73,376 | 5,374,580 |
| Martin A. Dietrich | 28,264,884 | 681,836 | 95,509 | 5,374,580 |
| Johanna R. Ames | 28,293,019 | 667,676 | 81,534 | 5,374,580 |
| J. David Brown | 28,611,667 | 325,610 | 104,952 | 5,374,580 |
| Timothy E. Delaney | 28,259,152 | 699,187 | 83,890 | 5,374,580 |
| James H. Douglas | 27,345,859 | 1,617,238 | 79,132 | 5,374,580 |
| Heidi M. Hoeller | 28,680,168 | 272,507 | 89,554 | 5,374,580 |
| Andrew S. Kowalczyk, III | 28,503,240 | 444,468 | 94,521 | 5,374,580 |
| V. Daniel Robinson, II | 28,177,697 | 777,119 | 87,413 | 5,374,580 |
| Matthew J. Salanger | 28,330,325 | 626,621 | 85,283 | 5,374,580 |
| Joseph A. Santangelo | 28,141,189 | 809,046 | 91,994 | 5,374,580 |
| Lowell A. Seifter | 28,263,672 | 692,167 | 86,390 | 5,374,580 |
| Jack H. Webb | 28,646,427 | 286,774 | 109,028 | 5,374,580 |

Proposal 2—NBT’s stockholders approved, on a non-binding, advisory basis, the compensation of NBT’s named executive officers as disclosed in the Proxy Statement, as set forth below:

| Votes For | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 27,767,648 | 928,700 | 345,881 | 5,374,580 |

Proposal 3—NBT’s stockholders ratified the appointment by the Board of KPMG LLP as the independent registered public accounting firm of NBT for the fiscal year ending December 31, 2022, as set forth below:

| Votes For | Votes Against | Votes Abstain |
|------------|---------------|---------------|
| 33,731,729 | 527,627 | 157,453 |

Item 7.01 Regulation FD Disclosure.

On May 17, 2022, NBT approved a second-quarter 2022 cash dividend of \$0.28 per share. The dividend will be paid on June 15, 2022 to shareholders of record on June 1, 2022. That press release is furnished as Exhibit 99.1 hereto.

Item 8.01 Other Events.

On May 17, 2022, the Board of NBT appointed James H. Douglas as Lead Director succeeding John C. Mitchell after his retirement from the Board, which was effective on the same date. The Board has a number of standing committees, a table showing the corresponding committee chairs are as follows:

| Committee | Chair |
|---|-----------------------|
| Audit Committee | Lowell A. Seifter |
| Risk Management Committee | Matthew J. Salanger |
| Nominating and Corporate Governance Committee | V. Daniel Robinson II |
| Compensation and Benefits Committee | Timothy E. Delaney |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

[99.1](#) Press release of NBT Bancorp Inc. May 17, 2022

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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

NBT BANCORP INC.

Date: May 18, 2022

By: /s/ Scott A. Kingsley
Scott A. Kingsley
Executive Vice President and Chief Financial Officer

FOR IMMEDIATE RELEASE
ATTENTION: FINANCIAL AND BUSINESS EDITORS

Contact: John H. Watt, Jr., President and CEO
Scott A. Kingsley, Executive Vice President and CFO
NBT Bancorp Inc.
52 South Broad Street
Norwich, NY 13815
607-337-6589

NBT BANCORP INC. ANNOUNCES CASH DIVIDEND

NORWICH, NY (May 17, 2022) – The Board of Directors of NBT Bancorp Inc. (“NBT” or the “Company”) (NASDAQ: NBTB) approved a second-quarter cash dividend of \$0.28 per share at a meeting held today. The dividend will be paid on June 15, 2022 to shareholders of record as of June 1, 2022.

Corporate Overview

NBT Bancorp Inc. is a financial holding company headquartered in Norwich, NY, with total assets of \$12.1 billion at March 31, 2022. The Company primarily operates through NBT Bank, N.A., a full-service community bank, and through two financial services companies. NBT Bank, N.A. has 140 banking locations in New York, Pennsylvania, Vermont, Massachusetts, New Hampshire, Maine and Connecticut. EPIC Retirement Plan Services, based in Rochester, NY, is a national benefits administration firm. NBT Insurance Agency, LLC, based in Norwich, NY, is a full-service insurance agency. More information about NBT and its divisions is available online at: www.nbtbancorp.com, www.nbtbank.com, www.epicrps.com and www.nbtinsurance.com.
