

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-A/A

Amendment No. 4

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.

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

52 South Broad Street, Norwich, New York 13815

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(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  
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Name of each exchange on which  
each class is to be registered  
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None

Not Applicable

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

Share Purchase Rights Pursuant to Stockholder Rights Plan

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(Title of Class)

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

On November 15, 1994, the Board of Directors of the Registrant declared a dividend distribution of one Right for each outstanding share of Registrant's common stock to stockholders of record at the close of business on November 15, 1994. See the Registrant's Form 8-A, dated November 29, 1994, Registrant's Form 8-A/A, Amendment No. 1, dated December 21, 1999, and Registrant's Form 8-A/A, Amendment No. 2, dated February 24, 2000, for a complete description of the Rights Agreement (the "Rights Agreement") between the Registrant and American Stock Transfer Trust Company, as Rights Agent (the "Rights Agent"), as amended as of December 16, 1999. Since adoption of the Rights Agreement, new certificates for the Registrant's common stock issued after November 15, 1994, contained a notation incorporating the Rights Agreement by reference.

On April 19, 2000, the Registrant and BSB Bancorp, Inc. ("BSB") executed an Agreement and Plan of Merger (the "Merger Agreement") providing for, among other things, the merger of BSB with and into Registrant. In connection with the execution of the Merger Agreement, the Registrant executed an amendment (the "Amendment") to the Rights Agreement in order to amend the definition of "Acquiring Person" set forth in the Rights Agreement to provide that neither BSB nor any affiliated or associated party (collectively with BSB, the "BSB Parties") will be deemed to be an Acquiring Person by virtue of the fact that BSB is the Beneficial Owner (as defined in the Rights Agreement) solely of shares of Registrant common stock (i) of which any BSB Party is or becomes the Beneficial Owner by reason of the approval, execution or delivery of the Merger Agreement or the Stock Option Agreement, dated as of April 19, 2000, between the Registrant, as issuer, and BSB, as grantee (the "Stock Option Agreement"), or by reason of the consummation of any transaction contemplated in the Merger Agreement, the Stock Option Agreement or both, (ii) of which any BSB Party is

the Beneficial Owner on April 19, 2000, (iii) acquired in satisfaction of debts contracted prior to April 19, 2000, in good faith in the ordinary course of such BSB Party's banking business, (iv) held by any BSB Party in a bona fide fiduciary or depository capacity or (v) owned in the ordinary course of business by either (A) an investment company registered under the Investment Company Act of 1940, as amended, or (B) an investment account, in either case for which any BSB Party acts as investment advisor.

The Rights may have certain anti-takeover effects. The Rights will cause substantial dilution to a person or group that attempts to acquire the Registrant without conditioning the offer on a substantial number of Rights being acquired. However, the Rights should not interfere with any merger or other business combination approved by the Board of Directors. A copy of the Rights Agreement between the Registrant and the Rights Agent specifying the terms of the Rights is incorporated herein by reference. The foregoing description of the Rights does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement, as amended.

ITEM 2. EXHIBITS.

- 2.1 Agreement and Plan of Merger, dated as of April 19, 2000, by and between NBT Bancorp Inc. and BSB Bancorp, Inc. (incorporated by reference to Exhibit 2.1 to Form 8-K, dated as of April 19, 2000, of NBT Bancorp Inc., File No. 0-14703).
- 2.2 BSB Stock Option Agreement, dated April 19, 2000, by and between BSB Bancorp, Inc. as "Issuer" and NBT Bancorp Inc. as "Grantee" is part of the Agreement and Plan of Merger, which is filed as Exhibit 2.1 above.
- 4.1 Rights Agreement, dated as of November 15, 1994, between NBT Bancorp Inc. and American Stock Transfer Trust Company as Rights Agent (incorporated herein by reference to Exhibit 4.1 of the Registrant's Form 8-A, dated November 25, 1994, File No. 0-14703).
- 4.2 Amendment to Rights Agreement, dated as of December 16, 1999 between NBT Bancorp Inc. and American Stock Transfer Trust Company as Rights Agent (incorporated herein by reference to Exhibit 4.2 of the Registrant's Form 8-A/A, Amendment No. 1, dated December 21, 1999, File No. 0-14703).

4.3 Second Amendment to Rights Agreement, dated as of April 19, 2000, between NBT Bancorp Inc. and American Stock Transfer Trust Company as Rights Agent (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:

Michael J. Chewens  
Executive Vice President and Chief  
Financial Officer

Date: May 23, 2000

EXHIBIT INDEX

- 4.3 Second Amendment to Rights Agreement, dated as of April 19, 2000, between NBT Bancorp Inc. and American Stock Transfer Trust Company as Rights Agent (filed herewith).

EXHIBIT 4.3

SECOND AMENDMENT TO RIGHTS AGREEMENT, DATED AS OF APRIL 19, 2000, BETWEEN NBT BANCORP INC. AND AMERICAN STOCK TRANSFER TRUST COMPANY AS RIGHTS AGENT.

SECOND AMENDMENT TO RIGHTS AGREEMENT

SECOND AMENDMENT dated as of April 19, 2000 (this "Second Amendment"), to the RIGHTS AGREEMENT dated as of November 15, 1994, as amended as of December 16, 1999 (the "Agreement"), between NBT Bancorp Inc., a Delaware corporation (the "Corporation"), and American Stock Transfer Trust Company (the "Rights Agent").

WHEREAS, the Corporation and the Agent have entered into the Agreement at the direction of the Corporation; and

WHEREAS, the Distribution Date (as defined in the Agreement) has not occurred and the penultimate sentence of Section 26(a) of the Agreement is not applicable to this Amendment; and

WHEREAS, Section 27 of the Rights Agreement provides that the Corporation may from time to time supplement or amend the Rights Agreement in accordance with the terms of Section 27; and

WHEREAS, the Corporation and BSB Bancorp, Inc., a Delaware corporation ("BSB"), have entered into an Agreement and Plan of Merger, dated as of April 19, 2000 (the "Merger Agreement"), pursuant to which BSB will merge (the "Merger") with and into the Corporation; and

WHEREAS, in connection with the Merger Agreement, the Corporation and BSB have entered into a Stock Option Agreement, dated April 19, 2000 (the "Option Agreement"), pursuant to which the Corporation has granted to BSB an option to purchase shares of the Corporation's Common Stock under certain circumstances and upon certain terms and conditions; and

WHEREAS, the Board of Directors has determined that the transactions contemplated by the Merger Agreement are advisable; and

WHEREAS, the Board of Directors has determined that it is advisable to amend the Rights Agreement to exempt the Merger Agreement, the Option Agreement and the transactions contemplated thereby (including, without limitation, the option granted pursuant to the Option Agreement) from the application of the Rights Agreement; and

WHEREAS, the Board of Directors of the Corporation has approved and adopted this Amendment and directed that the proper officers take all appropriate steps to execute and put into effect this Amendment.

NOW, THEREFORE, the Agreement is amended as follows (terms used and not defined herein have the meanings as defined in the Agreement):

1. Section 1(a) of the Rights Agreement is hereby amended by inserting the following sentence at the end thereof:

"Notwithstanding anything in this Agreement to the contrary, until the termination of both the BSB Merger Agreement and the BSB Stock Option Agreement (each as defined below) in accordance with their respective terms, neither BSB Bancorp, Inc., a Delaware corporation ("BSB"), nor any Affiliate or Associate of BSB (collectively with BSB, the "BSB Parties") shall be deemed to be an Acquiring Person by virtue of the fact that BSB is the Beneficial Owner solely of shares of Common Stock (i) of which any BSB Party is or becomes the Beneficial Owner by reason of the

approval, execution or delivery of the Agreement and Plan of Merger, dated as of April 19, 2000, by and between the Corporation and BSB, as may be amended from time to time (the "BSB Merger Agreement"), or the Stock Option Agreement, dated April 19, 2000, between the Corporation, as issuer, and BSB, as grantee, as may be amended from time to time (the "BSB Stock Option Agreement"), or by reason of the consummation of any transaction contemplated in the BSB Merger Agreement, the BSB Stock Option Agreement or both, (ii) of which any BSB Party is the Beneficial Owner on the date hereof, (iii) acquired in satisfaction of debts contracted prior to the date hereof by any BSB Party in good faith in the ordinary course of such BSB Party's banking business, (iv) held by any BSB Party in a bona fide fiduciary or depository capacity, or (v)

owned in the ordinary course of business by either (A) an investment company registered under the Investment Company Act of 1940, as amended, or (B) an investment account, in either case for which any BSB Party acts as investment advisor."

2. Section 15 of the Rights Agreement is hereby amended to add the following sentence at the end thereof:

"Nothing in this Agreement shall be construed to give any holder of Rights or any other Person any legal or equitable rights, remedies or claims under this Agreement in connection with any transactions contemplated by the BSB Merger Agreement or the BSB Stock Option Agreement."

3. This Amendment shall be deemed to be in force and effective immediately prior to the execution and delivery of the Merger Agreement. Except as amended hereby, the Rights Agreement shall remain in full force and effect and shall be otherwise unaffected hereby.

4. The provisions of Sections 27, 29, 30, 31, and 33 of the Agreement shall apply to this Amendment as if set forth herein.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the day and year first above written.

NBT BANCORP INC.

By: /s/ DARYL R. FORSYTHE

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Daryl R. Forsythe  
President and Chief Executive Officer

AMERICAN STOCK TRANSFER TRUST COMPANY, as  
Rights Agent

By: /s/ HERBERT J. LEMMER

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Herbert J. Lemmer  
Vice President