
FORM 8-A/A

AMENDMENT NO. 1

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:

Share Purchase Rights Pursuant to Stockholder Rights Plan

(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, for a complete description of the Rights Agreement between the Registrant and American Stock Transfer Trust Company (the "Rights Agreement"), as Rights Agent (the "Rights Agent"). 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.

At a special meeting of the Registrant's Board of Directors held on November 22, 1999, the Board adopted amendments to the Rights Agreement. These amendments were occasioned by a decision of the Delaware Supreme Court in a case not involving the Registrant that invalidated the delayed redemption provision in a stockholder rights plan. The Rights Agreement contains such a "continuing directors" feature that would be invalid under Delaware law in view of the Court's decision. Additionally, the Rights Agreement provides in a "permitted transaction" exception that only directors who are not officers of the Registrant and who are not representatives, nominees, affiliates, or associates of an Acquiring Person, as defined, may make a decision whether a transaction is a Permitted Transaction. This provision is of questionable validity in view of the Delaware court decision.

Accordingly, the Registrant's Board of Directors has determined to adopt amendments to the Rights Agreement that will eliminate both the continuing directors and permitted transaction features of the Rights Agreement. The amendments were adopted by the Registrant and the Rights Agent on December 16, 1999.

ITEM 2.

EXHIBITS.

- 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 (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: December 21, 1999

EXHIBIT INDEX

- 4.2 Amendment to Rights Agreement, dated as of December 16, 1999 between NBT Bancorp Inc. and American Stock Transfer Trust Company (filed herewith).

EXHIBIT 4.2

AMENDMENT TO RIGHTS AGREEMENT

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

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

WHEREAS, the Company has directed that the Agreement be amended; 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, on November 22, 1999 the Board of Directors resolved to amend the Rights Agreement;

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 (k) of the Agreement is amended in its entirety to read as follows:

(k) [Intentionally Omitted]

2. Section 1 (w) of the Agreement is amended in its entirety to read as follows:

(w) [Intentionally Omitted]

3. Section 11 (a)(ii)(B) of the Agreement is amended by deleting the words "or a Permitted Transaction."

4. Section 11 (a)(ii)(D) of the Agreement is amended by deleting the words "Continuing Directors" in clause (y) thereof and inserting in lieu thereof the words "directors of the Company."

5. Section 13(e) of the Agreement is hereby deleted.

6. Section 23(a)(i) of the Agreement is amended by (a) deleting the proviso in the first sentence thereof in its entirety; (b) deleting subsections (a)(ii) and (a)(iii) thereof, and (c) renumbering subsection (a)(iv) thereof as (a)(ii).

7. Section 26 of the Agreement is amended by deleting (a) the words "who became such other than pursuant to a Permitted Transaction," (b) the words "who becomes such other than pursuant to a Permitted Transaction," and (c) in its entirety the final proviso of the second sentence of such section.

8. The form of Rights Certificate set forth as Exhibit B to the Agreement is amended by deleting the following proviso:

"provided that with certain exceptions the Corporation shall be entitled so to redeem the Rights only if the Board of Directors consists of a majority of continuing Directors (as such term is defined in the Rights Agreement)."

9. Except as modified hereby, the Agreement remains in full force and effect.

10. 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

 Daryl R. Forsythe
 President and Chief Executive Officer

AMERICAN STOCK TRANSFER TRUST
COMPANY, as Rights Agent

By: /s/ HERBERT J. LEMMER

 Herbert J. Lemmer
 Vice President