



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

On May 3, 2016, NBT Bancorp Inc. (“NBT”) held its Annual Meeting of Shareholders (the “Annual Meeting”). NBT’s shareholders approved Proposals 1 and 2. Proposals 1 and 2 are detailed in NBT’s Definitive Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission on March 31, 2016.

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

1. Proposal 1—NBT’s shareholders elected ten individuals to the Board of Directors as set forth below:

| Nominees             | Votes For  | Withheld  | Broker Non-Votes |
|----------------------|------------|-----------|------------------|
| Martin A. Dietrich   | 29,168,486 | 249,734   | 5,946,546        |
| Patricia T. Civil    | 27,740,811 | 1,677,409 | 5,946,546        |
| Timothy E. Delaney   | 27,743,818 | 1,674,402 | 5,946,546        |
| James H. Douglas     | 29,106,192 | 312,028   | 5,946,546        |
| John C. Mitchell     | 27,736,709 | 1,681,511 | 5,946,546        |
| Michael M. Murphy    | 27,628,193 | 1,790,027 | 5,946,546        |
| Joseph A. Santangelo | 29,157,401 | 260,819   | 5,946,546        |
| Lowell A. Seifter    | 27,763,484 | 1,654,736 | 5,946,546        |
| Robert A. Wadsworth  | 29,149,423 | 268,797   | 5,946,546        |
| Jack H. Webb         | 29,047,251 | 370,969   | 5,946,546        |

2. Proposal 2—NBT’s shareholders ratified the appointment by the Board of Directors of KPMG LLP as the independent registered public accounting firm of NBT for the fiscal year ending December 31, 2016, as set forth below:

| Votes For  | Votes Against | Abstain |
|------------|---------------|---------|
| 35,107,672 | 151,931       | 105,163 |

Item 7.01 Regulation FD Disclosure.

On May 5, 2016, NBT announced a quarterly cash dividend to be paid on June 15, 2016 to shareholders of record on June 1, 2016. That press release is furnished as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1 Press release dated May 5, 2016.

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 5, 2016 By: /s/ F. Sheldon Prentice  
F. Sheldon Prentice  
Executive Vice President, General Counsel & Corporate Secretary

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