

NBT BANCORP INC
Form DEFA14A
May 20, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934 (Amendment No.)

Filed by Registrant

Filed by Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

NBT Bancorp Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

(4) Date filed:

52 South Broad Street
Norwich, New York 13815

YOUR VOTE IS IMPORTANT
PLEASE VOTE YOUR PROXY TODAY

May 20, 2015

Dear Shareholder:

According to our latest records, we have not received your voting instructions for the Annual Meeting of Shareholders of NBT Bancorp Inc. which was held on May 5, 2015 and adjourned with respect to Proposal 2 until June 2, 2015. Your response will help avoid further potential delays and save us additional solicitation expenses. Your vote is extremely important, no matter how many shares you hold.

To date, holders of approximately 73% of the outstanding shares entitled to vote have voted "FOR" Proposal 2 and 99% of the votes cast have been in favor of Proposal 2.

Despite the overwhelming support of Proposal 2 from those shareholders who have voted, the required approval of holders of 80% of the outstanding shares of NBT common stock has not yet been obtained.

Proposal 2 amends NBT's charter and bylaws to declassify its board of directors. The Board of Directors recommends that you vote "FOR" Proposal 2 for the reasons set forth in the proxy statement, dated March 27, 2015.

Two of the nation's leading independent proxy advisory firms have also advised that NBT shareholders vote "FOR" Proposal 2.

Please vote via the internet or telephone as soon as possible or alternatively, please sign, date, and return the enclosed proxy card (see the instructions below). Please understand that it is critical that we receive your vote so that we may complete the business of the Annual Meeting of Shareholders without additional delay.

If you need assistance voting your shares, please call D.F. King toll free at (800) 434-3719 or collect at (212) 269-5550. On behalf of your Board of Directors, thank you for your cooperation and continued support.

Sincerely,

/s/ Daryl R. Forsythe
Daryl R. Forsythe
Chairman of the Board

You may use one of the following simple methods to promptly provide your voting instructions:

1. **Internet:** Have the control number listed on the enclosed voting instruction form ready and follow the online instructions at www.proxyvote.com.
2. **Telephone:** Have the control number listed on the enclosed voting instruction form ready and call (800) 690-6903.
3. **Mail:** Sign, date, mark and return the enclosed voting instruction form in the postage-paid return envelope

provided.
