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NBT BANCORP INC
Form POS AM
August 14, 2001

As filed with the Securities and Exchange Commission on August 14, 2001

Registration Statement No. 333-55360

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NBT BANCORP INC.
(Exact Name of Registrant as specified in its Charter)

| | | |
|--|---|--|
| Delaware ----- (State or other jurisdiction of incorporation or organization) | 6021 ---- (Primary Standard Industrial Classification Code Number) | 16-1268674 ----- (I.R.S. Employer Identification No.) |
|--|---|--|

52 South Broad Street
Norwich, New York 13815
(607) 337-2265
(Address, Including Zip Code, and Telephone Number, Including
Area Code, of Registrant's Principal Executive Offices)

DARYL R. FORSYTHE
President and Chief Executive Officer
NBT Bancorp Inc.
52 South Broad Street
Norwich, New York 13815
(607) 337-2265
(Name, Address, Including Zip Code, and Telephone
Number, Including Area Code, of Agent for Service)

Copies to:

| | |
|---|---|
| Charles J. Ferry, Esquire Rhoads & Sinon LLP One South Market Square, 12th Floor Harrisburg, Pennsylvania 17108-1146 (717) 233-5731 | Thomas E. Willett, Esquire Harris Beach LLP 130 East Main Street Rochester, New York 14604 (716) 955-4074 |
|---|---|

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

EXPLANATORY STATEMENT

Pursuant to Registration Statement No. 333-55360 on Form S-4, NBT Bancorp Inc., a Delaware corporation (the "Registrant"), registered up to 1,089,790 shares of its common stock, without par value, issuable pursuant to an Agreement and Plan of Merger dated January 2, 2001 between the Registrant and First National Bancorp, Inc. ("FNB"), which Agreement provided for the merger (the "Merger") of FNB with and into the Registrant. The Registrant hereby removes from registration 14,425 shares of the Registrant's common stock that remain unissued after completion of the Merger.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Norwich, New York, on this 6th day of August, 2001.

NBT Bancorp Inc.

By: /s/ Michael J. Chewens

Michael J. Chewens
Executive Vice President, Chief
Financial Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature ----- | Capacity ----- | Date ---- |
|---|--|----------------|
| /s/ Daryl R. Forsythe * ----- Daryl R. Forsythe | President, Chief Executive Officer and Director (Principal Executive Officer) | August 6, 2001 |
| /s/ Michael J. Chewens ----- Michael J. Chewens | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | August 6, 2001 |
| /s/ Everett A. Gilmour * ----- Everett A. Gilmour | Chairman of the Board of Directors | August 6, 2001 |

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| | | |
|-----------------------------------|----------|----------------|
| /s/ J. Peter Chaplin * | Director | August 6, 2001 |
| ----- J. Peter Chaplin | | |
| | | |
| /s/ Richard Chojnowski * | Director | August 6, 2001 |
| ----- Richard Chojnowski | | |
| | | |
| /s/ Gene E. Goldenziel * | Director | August 6, 2001 |
| ----- Gene E. Goldenziel | | |
| | | |
| /s/ Peter B. Gregory * | Director | August 6, 2001 |
| ----- Peter B. Gregory | | |
| | | |
| /s/ William C. Gumble * | Director | August 6, 2001 |
| ----- William C. Gumble | | |
| | | |
| /s/ Bruce D. Howe * | Director | August 6, 2001 |
| ----- Bruce D. Howe | | |
| | | |
| /s/ Andrew S. Kowalczyk, Jr. * | Director | August 6, 2001 |
| ----- Andrew S. Kowalczyk, Jr. | | |
| | | |
| /s/ John G. Martines * | Director | August 6, 2001 |
| ----- John G. Martines | | |
| | | |
| | Director | |
| ----- John C. Mitchell | | |
| | | |
| /s/ Joseph G. Nasser * | Director | August 6, 2001 |
| ----- Joseph G. Nasser | | |
| | | |
| /s/ William L. Owens * | Director | August 6, 2001 |
| ----- William L. Owens | | |
| | | |
| | Director | |

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Paul O. Stillman

* By: /s/ Michael J. Chewens

Michael J. Chewens, Attorney-in-Fact
Pursuant to Power of Attorney