

NBT BANCORP INC
Form 11-K
June 28, 2016

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

FORM 11-K
ANNUAL REPORT
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One):

ANNUAL REPORT PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the fiscal year ended December 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from _____ to _____.

Commission File No. 0-14703

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

NBT Bancorp Inc. 401(k) and Employee Stock Ownership Plan.

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

NBT Bancorp Inc., 52 South Broad Street, Norwich, New York 13815.

NBT BANCORP INC.
401(k) AND EMPLOYEE STOCK
OWNERSHIP PLAN

Financial Statements and Supplemental Schedule

December 31, 2015 and 2014

(With Report of Independent Registered Public Accounting Firm Thereon)

NBT BANCORP INC.
401(k) AND EMPLOYEE STOCK
OWNERSHIP PLAN

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* Schedules required by Form 5500 that are not applicable have not been included.

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Report of Independent Registered Public Accounting Firm

Plan Administrator

NBT Bancorp Inc. 401(k) and Employee

Stock Ownership Plan:

We have audited the accompanying statements of net assets available for plan benefits of the NBT Bancorp Inc. 401(k) and Employee Stock Ownership Plan (the Plan) as of December 31, 2015 and 2014, and the related statements of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 2015 and 2014, and the changes in net assets available for plan benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

The supplemental information in the accompanying schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2015 has been subjected to audit procedures performed in conjunction with the audit of the Plan's 2015 financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements but includes supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information is the responsibility of the Plan's management. Our audit procedures include determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information in the accompanying schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2015 is fairly stated in all material respects in relation to the 2015 financial statements taken as a whole.

/s/ KPMG LLP

Albany, New York

June 28, 2016

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Statements of Net Assets Available for Plan Benefits

December 31, 2015 and 2014

	2015	2014
Assets:		
Investments, at fair value:		
Cash and money market funds	\$535,043	6,945
Collective investment fund	—	3,606,135
Mutual funds	104,985,471	95,020,613
Common stock of NBT Bancorp Inc.	35,835,820	36,658,042
Total investments, at fair value	141,356,334	135,291,735
Investments, at contract value:		
Stable value fund	10,678,497	11,520,867
Total investments	152,034,831	146,812,602
Notes receivable from participants	2,216,582	2,033,079
Employer contributions receivable	306,785	961,545
Due from broker	53,974	331,518
Total plan assets	154,612,172	150,138,744
Liabilities:		
Due to broker	512,307	39,833
Net assets available for plan benefits	\$154,099,865	150,098,911

See accompanying notes to financial statements.

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Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31, 2015 and 2014

	2015	2014
Additions to net assets attributed to:		
Contributions:		
Participant	\$7,150,398	6,049,922
Employer	3,077,925	3,370,452
Rollovers	1,630,964	1,162,071
Total contributions	11,859,287	10,582,445
Investment income :		
Net appreciation (depreciation) in fair value of investments	(2,564,777)	2,403,705
Interest	185,532	169,493
Dividends	7,147,179	6,252,407
Net investment income	4,767,934	8,825,605
Deductions from net assets attributed to:		
Distributions	(12,662,350)	(9,729,930)
Net increase in net assets available for plan benefits	3,964,871	9,678,120
Assets transferred in from terminated plan	36,083	-
Total change in net assets available for plan benefits	4,000,954	9,678,120
Net assets available for plan benefits:		
Beginning of year	150,098,911	140,420,791
End of year	\$154,099,865	150,098,911

See accompanying notes to financial statements.

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NBT BANCORP INC.
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(1) Description of Plan

The following description of the NBT Bancorp Inc. 401(k) and Employee Stock Ownership Plan (the Plan) provides only general information. Participants should refer to the Plan agreement or summary plan description for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan as defined under Section 401(a) of the Internal Revenue Code (IRC), sponsored by NBT Bancorp Inc. (the Sponsor or the Company). The Sponsor is responsible for administration of the Plan. NBT Bank, N.A. is a wholly owned subsidiary of NBT Bancorp Inc. NBT Bank, N.A. and Charles Schwab Bank are the trustees of the Plan. The assets of the Plan are held, administered, and managed in accordance with the terms and conditions of the Trust Agreement, which is considered to be an integral part of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Eligibility

All employees who are age 21 or over and scheduled to complete 1,000 hours of service or have completed 1,000 hours of service are eligible to participate in the Plan.

(c) Contributions

Participants may make pre tax and post-tax contributions in whole percentages up to IRS limitations for any Plan year. The post-tax contributions are deferrals to Roth accounts. The Plan provides for automatic employee deferrals. Unless the participant makes a contrary election, the Company will withhold 6% of eligible compensation, as defined in the Plan agreement.

Participants may make rollover contributions to the Plan through a distribution from a former employer's qualified retirement plan.

In October 2014, the Company amended the Plan, effective January 1, 2015, to include qualified automatic elective contribution provisions for any eligible employee in which, if the employee meets certain eligibility requirements, he or she will be automatically enrolled in the Plan and will automatically have 6% withheld from his or her compensation and contributed to the Plan. The employee will have to elect to opt out of the qualified automatic contribution election. The Company's matching contribution was revised to 100% of each participant's contribution up to 1% of compensation plus 50% of the next 5% of compensation for a total matching contribution of 3.5% of compensation.

Prior to January 1, 2015, the Sponsor provided a matching contribution of 100% of each participant's contribution up to 3% of their compensation.

All Sponsor contributions to the Plan are invested in NBT Bancorp Inc. common stock, however, a participant can diversify this stock in their account at anytime. In addition, a discretionary amount, determined by the Sponsor's board of directors, may be contributed to the Plan each year. To share in this discretionary contribution, participants must be actively employed on the last day of the year, have completed 1,000 hours of service and have contributed a minimum percentage of compensation during the year as determined annually by the Company. The amount is allocated to participants on a pro-rata basis, based on compensation. There were no discretionary contributions for 2015 and \$623,580 for 2014.

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(d) Participants' Accounts

Participants elect to have their contributions invested among the various funds available to the Plan, including NBT Bancorp Inc. common stock. Each participant's account is credited with the Sponsor's and participant's contributions, plan earnings, and income, expenses, gains, and losses attributable thereto.

(e) Vesting

Participants' contributions and net investment income or loss thereon are 100% vested. In October 2014, the Company amended the Plan, effective January 1, 2015, revising the participants' vesting in all employer matching contributions to be 100% vested upon completion of two years of service.

Prior to January 1, 2015, participants vested in all employer contributions on a graded basis of 20% for each full year of service (minimum 1,000 hours) until 100% vested. Participants are considered 100% vested upon termination due to death, retirement, or permanent disability.

(f) Participant's Claims Upon Plan Termination

Although it has not expressed any intention to do so, the Sponsor has the right to discontinue contributions or terminate the Plan at any time subject to Plan provisions. In the event of termination of the Plan, each participant's account would become fully vested.

(g) Forfeitures

Forfeitures are applied to reduce the amount of future employer contributions otherwise required to be paid. In 2015 and 2014, forfeitures from nonvested accounts totaled \$113,457 and \$100,676, respectively, and forfeitures used to reduce employer contributions were \$114,592 and \$112,726 respectively. Forfeiture account balances totaled \$24,518 and \$25,653 at December 31, 2015 and 2014, respectively.

(h) Payment of Benefits

Upon normal or early retirement, disability, death, or termination of employment, the value of a participant's account is paid in a single lump sum, as specified by the Plan. Early retirement is allowed upon reaching age 55 and completing at least 5 years of service.

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(i) Notes Receivable from Participants

Participants may borrow from their account in amounts ranging from \$1,000 to the lesser of \$50,000 or 50% of the vested 401(k) account balance excluding Company contributions invested in NBT Bancorp Inc. common stock and employer contributions made subsequent to January 1, 1997. Loans, other than loans for the purchase of a primary residence, must be repaid over a period no longer than five years. Loans for the purchase of a primary residence must be repaid over a period no longer than 15 years. Interest is charged at the prime rate plus 1% as of the loan origination date. Participant loans are treated as a transfer from the participant directed accounts into the loan fund. Principal and interest payments on the loans are allocated to the loan fund and transferred into the participant directed accounts based on the participants' current investment allocation elections.

(j) Administrative Expenses

Expenses of operating and administering the Plan are generally borne by the Sponsor. The payment of these expenses is not mandated by the Plan and is done so at the discretion of the Sponsor. Loan fees are paid by the borrower.

(k) Voting Rights

With respect to participant account balances that are invested in shares of the Sponsor's stock, each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the Trustee prior to the time that such rights are to be exercised.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. Amounts in prior year's financial statements are reclassified when necessary to conform with current year's presentation.

(b) Recent Accounting Pronouncements

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-12 "Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965)" ("ASU 2015-12"). ASU 2015-12 Part I eliminated the requirement for plans to measure Fully Benefit-Responsive Investment Contracts ("FBRIC") at fair value and instead present FBRICs at contract value within the statement of net assets available for benefits. ASU 2015-12 Part II eliminates the disclosure of individual investments that represent 5% or more of net assets available for plan benefits and the net appreciate/depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value only by general type, either on the financial statements or in the notes. ASU 2015-12 Part III does not apply to the Plan. The amendments in ASU 2015-12 applicable to the Plan are effective retrospectively for reporting period beginning after December 15, 2015, with early adoption permitted.

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Plan management reviewed ASU 2015-12, and decided to early adopt the standard. As such, the accounting and disclosures in these financial statements and notes follow ASU 2015-12.

(c) Investments Held in Trust and Notes Receivable from Participants

The Plan's investments are stated at fair value, except for fully benefit-responsive contracts which are recorded at contract value. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Mutual funds and the common stock of the Sponsor are stated at fair value, based on published market quotations. The collective investment funds invest primarily in exchange-trade funds and money market funds and are stated at fair value based on the value of the underlying investment.

The stable value fund consists of the Federated Capital Preservation Fund (the Fund), which primarily holds guaranteed investment contracts (GICs) and synthetic guaranteed investment contracts (synthetic GICs). GICs represent deposits which guarantee a stated interest rate for the term of the contracts. The crediting rate of security-backed contracts will track current market yields on a trailing basis. The rate reset allows the contract value to converge with the fair value of the underlying portfolio over time, assuming the portfolio continues to earn the current yield for a period of time equal to the current portfolio duration. The fair value of GICs is determined based on the present value of the contract's expected cash flows, discounted by current market interest rates for like duration and like quality investments. Synthetic GICs are portfolios of securities (debt securities or open end registered investment companies) owned by the Fund with wrap contracts that guarantee a fixed or variable rate for the term of the contracts. The key factors that influence future interest credit rates for a synthetic GIC include: the level of market interest rates; the amount and timing of participant contributions, transfers, and withdrawals into/out of the synthetic GIC; the investment returns generated by the fixed income securities underlying the GIC; and the duration of the fixed income securities underlying the synthetic GIC. Interest credit rates typically reset on a monthly or quarterly basis according to each synthetic GIC. While there may be slight variations from one to another, most use a formula that is based on the characteristics of the underlying portfolio of the fixed income securities. All synthetic GICs provide for a minimum interest credit rate of zero percent, which is intended to protect participant's principal and accrued interest.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events may include, but are not limited to, the following: (1) amendments to Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the Employee Retirement Income Security Act of 1974. The Plan administrator does not believe the occurrence of any such event, which would limit the Plan's ability to transact at contract value with the participants, is probable.

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The GICs limit the circumstances under which the issuer may unilaterally terminate the GIC on short notice. These circumstances may include, but are not limited to, the following: (1) the Fund loses its qualified status under the Internal Revenue Code or is otherwise terminated, (2) The Trustee of the Fund fails to meet its material obligation under the GIC, attempts to assign the GIC, or engages in fraud or misinterpretation that materially affects the risk profile of the GIC; or (3) if the fixed income securities underlying the synthetic GIC fail to meet certain criteria as specified in the synthetic GIC. If one of these events occur, the issuer could terminate the synthetic GIC at the market value of the underlying fixed income securities (or in the case of a traditional GIC, at the hypothetical market value based on a contractual formula).

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex dividend date.

Notes receivable from participants are carried at the unpaid principal balance.

(d) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of net assets available for plan benefits, disclosure of contingent assets and liabilities, the reported amount of increases and decreases in net assets available for plan benefits, and the fair value of investments. Actual results could differ from those estimates.

(e) Risks and Uncertainties

The Plan invests in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the statements of net assets available for plan benefits.

(f) Subsequent Events

In connection with the preparation of financial statements, the Plan evaluated subsequent events after the balance sheet date of December 31, 2015 through June 28, 2016 which was the date the financial statements were available to be issued.

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(3) Investments and Fair Value Measurements

The average yield for the stable value fund (the Fund) based on actual earnings for years ended December 31, 2015 and 2014 was 0.88% and 0.80% respectively. This represents the annualized earnings of all investments in the Fund divided by the average balance of all investments, at fair value, in the Fund for years ended December 31, 2015 and 2014, respectively.

The Plan uses a three-level hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels are defined as follows:

Level 1 – Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement (i.e. supported by little or no market activity).

The following table presents the financial instruments recorded at fair value on a recurring basis by the Plan as of December 31, 2015 and 2014:

Description	December 31, 2015	Quoted Prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant other unobservable inputs (Level 3)
Cash and money market funds	\$ 535,043	535,043	—	—
Mutual funds	104,985,471	104,985,471	—	—
Common stock of NBT Bancorp Inc.	35,835,820	35,835,820	—	—
Total	\$ 141,356,334	141,356,334	—	—

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December 31, 2015 and 2014

Description	December 31, 2014	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant other unobservable inputs (Level 3)
Cash and money market funds	\$6,945	6,945	—	—
Collective investment fund	3,606,135	—	3,606,135	—
Mutual funds	95,020,613	95,020,613	—	—
Common stock of NBT Bancorp Inc.	36,658,042	36,658,042	—	—
Total	\$135,291,735	131,685,600	3,606,135	—

The Plan has no financial instruments recorded at fair value on a nonrecurring basis as of December 31, 2015 and 2014.

(4) Income Tax Status

The Internal Revenue Service has determined and informed the Sponsor by a letter dated October 16, 2015, that the Plan and underlying trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

U.S. generally accepted accounting principles require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2012.

(5) Party in Interest Transactions

Certain Plan investments are shares of NBT Bancorp Inc., the Plan's Sponsor. Therefore, transactions involving those shares are party in interest transactions. EPIC Advisors, Inc., the Plan's recordkeeper, is a wholly owned subsidiary of NBT Financial Services, Inc., which is a wholly owned subsidiary of the Sponsor. Participant loan distributions and repayments are also considered party-in-interest transactions.

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(6) Assets Transferred in from Terminated Plan

Assets transferred from terminated plan amounted to \$36,083 and relate to the transfer of participant accounts of the Third Party Administrators, Inc. into the NBT Bancorp Inc. 401(k) and Employee Stock Ownership Plan, effective October 1, 2015.

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Schedule 1

NBT BANCORP INC.

401(k) AND EMPLOYEE STOCK

OWNERSHIP PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2015

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Cash	Cash	**	\$534,735
*	Schwab Retirement Advantage Money Fund	Money market fund	**	308
	Federated Capital Preservation Fund	Stable value fund	**	10,678,497
	T-Rowe Price Growth Stock Fund	Mutual fund, 234,716 shares	**	12,594,872
	T-Rowe Price Retirement 2030 Fund	Mutual fund, 507,443 shares	**	11,067,326
	T-Rowe Price Retirement 2020 Fund	Mutual fund, 529,012 shares	**	10,416,239
	Vanguard 500 Index Fund Admiral	Mutual fund, 47,382 shares	**	8,930,510
	T-Rowe Price Mid Cap Growth	Mutual fund, 100,410 shares	**	7,362,092
	Columbia Dividend Income Fund	Mutual fund, 325,695 shares	**	5,728,981
	American Fund New Perspective Fund	Mutual fund, 152,869 shares	**	5,500,224
	Dodge & Cox Income Fund	Mutual fund, 388,018 shares	**	5,156,756
	T-Rowe Price Retirement 2040 Fund	Mutual fund, 222,241 shares	**	5,018,208
	Vanguard Mid Cap Index Fund Admiral	Mutual fund, 31,856 shares	**	4,737,623
	T-Rowe Price Dividend Growth Fund	Mutual fund, 135,365 shares	**	4,648,444
	Vanguard Capital Opportunity Fund	Mutual fund, 36,861 shares	**	4,373,514
	Oakmark Equity Income Fund	Mutual fund, 144,311 shares	**	4,122,970
	T-Rowe Price Small-Capital Value Fund	Mutual fund, 96,317 shares	**	3,498,233
	Eurpacific Growth Fund	Mutual fund, 75,883 shares	**	3,435,208
	Vanguard Intermediate US Treasury	Mutual fund, 284,836 shares	**	3,207,259
	T-Rowe Price Retirement 2010 Fund	Mutual fund, 145,456 shares	**	2,455,300
	T-Rowe Price Retirement 2050 Fund	Mutual fund, 172,728 shares	**	2,200,557
	T-Rowe Price Retirement Income Fund	Mutual fund, 36,724 shares	**	522,948
	T-Rowe Price Retirement 2060 Fund	Mutual fund, 848 shares	**	8,207
*	NBT Bancorp Inc.	Common stock, 1,285,337 shares	**	35,835,820
*	Participant loans receivable	Interest rates – 3.25% – 8.75%	**	2,216,582
				\$154,251,413

* Party-in-interest.

** Cost omitted for these participant directed investments.

See accompanying report of independent registered public accounting firm.

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SIGNATURES

The Plan: Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 28, 2016 NBT BANCORP INC. 401(k) AND
EMPLOYEE OWNERSHIP PLAN

By: /s/ Catherine Scarlett
Catherine Scarlett
Executive Vice President and Chief Human Resources Officer and Member of the 401(k) Plan
Administrative Committee of The NBT Bancorp Inc. 401(k) and Employee Stock Ownership Plan

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Exhibit Index

Exhibit Number Description

23 Consent of Independent Registered Public Accounting Firm
