

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): January 10, 2025

**Orange County Bancorp, Inc.**  
(Exact Name of Registrant as Specified in Charter)

<u>Delaware</u> (State or Other Jurisdiction of Incorporation)	<u>001-40711</u> (Commission File No.)	<u>26-1135778</u> (I.R.S. Employer Identification No.)
<u>212 Dolson Avenue, Middletown, New York</u> (Address of Principal Executive Offices)		<u>10940</u> (Zip Code)

Registrant's telephone number, including area code: (845) 341-5000

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.50	OBT	The Nasdaq Stock Market, LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On December 26, 2024, Orange County Bancorp, Inc. (the “Company”) announced a two-for-one forward stock split (the “Stock Split”) of the Company’s issued common stock to be effected through the filing of an amendment to the Company’s Certificate of Incorporation, as amended (the “Amendment”) with the Secretary of the State of Delaware. The Company filed the Amendment to effect the Stock Split and proportionately increase the number of shares of the Company’s authorized common stock from 15 million to 30 million. The Amendment, which became effective at 4:01 p.m. Eastern Time on January 10, 2025, is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Trading is expected to commence on a split-adjusted basis at market open on January 13, 2025.

### **Item 9.01 Financial Statements and Exhibits**

- (a) Financial statements of businesses acquired. None.
  - (b) Pro forma financial information. None.
  - (c) Shell company transactions: None.
  - (d) Exhibits.
    - [3.1](#) Amendment to the Certificate of Incorporation, as amended of Orange County Bancorp, Inc.
    - 104 Cover Page for this Current Report on Form 8-K, formatted in Inline XBRL
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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

### ORANGE COUNTY BANCORP, INC.

DATE: January 10, 2025

By: /s/ Michael Lesler  
Michael Lesler  
Executive Vice President and Chief Financial Officer

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**ORANGE COUNTY BANCORP, INC.**  
**(a Delaware corporation)**

Orange County Bancorp, Inc., a Delaware corporation (the “Corporation”), does hereby certify:

**First:** The name of the Corporation is Orange County Bancorp, Inc.

**Second:** The Board of Directors of the Corporation, acting in accordance with Sections 141(f) and 242 of the General Corporation Law of the State of Delaware, adopted resolutions to amend Section 1 of Article IV of the Certificate of Incorporation of the Corporation, filed with the Secretary of State of the State of Delaware on January 17, 2007, as amended on June 4, 2013, August 24, 2016 and May 29, 2018, to read in its entirety as follows:

“**Section 1. Shares Authorized.** The total number of shares of capital stock which the Corporation shall have authority to issue is 30,000,000 shares, all of which shall be common stock, par value \$0.25 per share.

At the Effective Time, each share of common stock issued as of immediately prior to the Effective Time shall be automatically subdivided and reclassified into two (2) validly issued, fully paid and non-assessable shares of common stock, without any further action by the Corporation or the holder thereof (the “Stock Split”). Each certificate that immediately prior to the Effective Time represented shares of common stock shall thereafter represent that number of shares of common stock into which the shares of common stock represented by such certificate shall have been subdivided and reclassified pursuant to the Stock Split.”

**Third:** The foregoing amendment was duly adopted in accordance with the provisions of Sections 141(f) and 242 of the Delaware General Corporation Law.

**Fourth:** This Certificate of Amendment shall become effective at 4:01 p.m. Eastern Time on January 10, 2025 (the “Effective Time”).

**Fifth:** All other provisions of the Certificate of Incorporation of the Corporation shall remain in full force and effect.

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**In Witness Whereof**, Orange County Bancorp, Inc. has caused this Certificate of Amendment to be signed by its Executive Vice President and Chief Financial Officer on this 8th day of January, 2025.

Orange County Bancorp, Inc.

/s/ Michael Lesler

By: Michael Lesler  
Executive Vice President and Chief Financial Officer

Attest:

By: /s/ Jennifer Staub  
Jennifer Staub  
Corporate Secretary