

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): December 19, 2023

ORANGE COUNTY BANCORP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-40711

(Commission File Number)

33-1145559

(I.R.S. Employer
Identification No.)

212 Dolson Avenue, Middletown, New York 10940

(Address of principal executive offices) (Zip Code)

(845) 341-5000

(Registrant's telephone number, including area code)

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:

- 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:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.04 Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.

On December 19, 2023, a notice (the “Notice”) of an impending “blackout period” for trading in the common stock of Orange County Bancorp, Inc. (the “Company”), beginning on January 19, 2024, was issued to executive officers and directors of the Company pursuant Rule 104 of Regulation BTR, promulgated under Section 306(a)(6) of the Sarbanes Oxley Act of 2002.

The blackout period, which is necessary to transfer the assets, recordkeeping and other services related to the Orange County Bancorp, Inc. 401(k) Plan (the “401(k) Plan”) from the current administrator of the Plan, Pentegra Services, Inc., to Empower Retirement, LLC, will begin at 4:00 p.m., Eastern time, on January 19, 2024, and is expected to be completed by the week of February 23, 2024, provided, however, that the blackout period may be extended due to events that are beyond the control of the Company.

Under the Sarbanes-Oxley Act of 2002 and Regulation BTR, the executive officers and directors of the Company will generally be prohibited from engaging in transactions involving Company common stock during this blackout period, including transactions involving shares of Company common stock that are held outside of the 401(k) Plan.

During the blackout period, and for a period of two years after the end date thereof, a security holder or other interested person may obtain, without charge, information regarding the blackout period, including the actual beginning and end dates of the blackout period from, and may direct other inquiries about the blackout period to, Michael Lesler, Senior Vice President and Chief Financial Officer of the Company, at 212 Dolson Avenue, Middletown, New York 10940; telephone number: (845) 341-5111.

A copy of the Notice is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Number</u>	<u>Description</u>
99.1	Notice to Directors and Executive Officers of Orange County Bancorp, Inc. Concerning Limitations on Trading In Orange County Bancorp, Inc. Securities
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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 thereunto duly authorized.

ORANGE COUNTY BANCORP, INC.

Date: December 19, 2023

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

**IMPORTANT NOTICE CONCERNING THE ORANGE COUNTY BANCORP, INC.
401(K) PLAN AND YOUR ABILITY TO TRADE SHARES OF
ORANGE COUNTY BANCORP, INC. SECURITIES**

December 19, 2023

This notice is being sent to all executive officers and directors of Orange County Bancorp, Inc. in accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 104 of Securities and Exchange Regulation BTR.

In connection with a change in the record keeper of the Orange County Bancorp, Inc. 401(k) Plan (the "Plan"), Plan participants temporarily will be unable to direct or diversify the assets held in their Plan accounts, including shares of Orange County Bancorp, Inc. common stock. This period, during which participants will be unable to exercise these rights otherwise available under the Plan, is called a "blackout period."

During this blackout period, you may not directly or indirectly purchase, sell, or otherwise acquire or transfer any equity security of Orange County Bancorp, Inc. acquired in connection with your service or employment as a director or executive officer of Orange County Bancorp, Inc. Although you are permitted to engage in transactions involving equity securities that were not acquired in connection with your services as a director or executive officer, there is a presumption that any such transactions are prohibited unless you can identify the source of the shares of Orange County Bancorp, Inc. and show that you used the same identification for all related purposes, such as tax reporting and disclosure requirements.

The blackout period, which is necessary to transfer the assets, recordkeeping and other services related to the Plan from the current administrator of the Plan, Pentegra Services, Inc., to Empower Retirement, LLC, will begin at 4:00 p.m., Eastern time, on January 19, 2024, and is expected to be completed by the week of February 23, 2024, provided, however, that the blackout period may be extended due to events that are beyond the control of Orange County Bancorp, Inc.

In addition to this Sarbanes-Oxley blackout, please remember that Orange County Bancorp, Inc. observes regularly scheduled blackout periods that restrict your ability to trade in Orange County Bancorp, Inc. stock.

During the blackout period, and for a period of two years after the end date thereof, a security holder or other interested person may obtain, without charge, information regarding the blackout period, including the actual beginning and end dates of the blackout period from, and may direct other inquiries about the blackout period to, Michael Lesler, Senior Vice President and Chief Financial Officer of the Company, at 212 Dolson Avenue, Middletown, New York 10940; telephone number: (845) 341-5111.