

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

**FORM S-1  
REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933**

**ORANGE COUNTY BANCORP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**6712**  
(Primary Standard Industrial  
Classification Code Number)

**26-1135778**  
(I.R.S. Employer  
Identification Number)

**212 Dolson Avenue  
Middletown, New York 10940  
(845) 341-5000**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Michael J. Gilfeather  
President and Chief Executive Officer  
212 Dolson Avenue  
Middletown, New York 10940  
(845) 341-5000**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

**Copies to:**

**Benjamin M. Azoff, Esq.  
Jeffrey M. Cardone, Esq.  
Luse Gorman, PC  
5335 Wisconsin Avenue, N.W., Suite 780  
Washington, D.C. 20015  
(202) 274-2000**

**Christina M. Gattuso, Esq.  
Stephen F. Donahoe, Esq.  
Kilpatrick Townsend & Stockton LLP  
607 14th Street, NW, Suite 900  
Washington, DC 20005  
(202) 508-5800**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional shares for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:  333-257781

If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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:

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:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.:

Large accelerated filer   
Non-accelerated filer   
Emerging growth company

Accelerated filer   
Smaller reporting 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 to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered<sup>(1)</sup></b>	<b>Proposed maximum offering price per share<sup>(2)</sup></b>	<b>Proposed maximum aggregate offering price<sup>(1)(2)</sup></b>	<b>Amount of registration fee</b>
Common Stock, \$0.50 par value per share	115,000	\$33.50	\$3,852,500	\$421.00

(1) Represents only the additional number of shares being registered and includes 15,000 shares of common stock that the underwriters have the option to purchase from the registrant to cover overallotments, if any. In accordance with Rule 462(b) promulgated under the Securities Act of

1933, as amended, the amount being registered does not include the securities that the registrant previously registered on its Registration Statement on Form S-1 (File No. 333-257781).

(2) Based on the public offering price.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act.**

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## EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by Orange County Bancorp, Inc. (the “Registrant”). This Registration Statement incorporates by reference the contents of, including all exhibits to, the Registrant’s Registration Statement on Form [S-1 \(File No. 333-257781\)](#), [originally filed with the Commission on July 9, 2021](#), as amended (together with its exhibits, the “Prior Registration Statement”), which was declared effective by the Commission on August 4, 2021.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock to be registered for sale by 115,000 shares. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">5</a>	<a href="#">Opinion of Luse Gorman, PC regarding legality of securities being registered</a>
<a href="#">23.1</a>	<a href="#">Consent of Crowe LLP</a>
<a href="#">23.2</a>	<a href="#">Consent of Luse Gorman, PC. (set forth in Exhibit 5)</a>
<a href="#">24.1*</a>	<a href="#">Power of Attorney (incorporated by reference to the signature page included with the Registrant's Registration Statement on Form S-1 (Registration No. 333-257781)).</a>

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- Previously filed.

## 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 the City of Middletown, State of New York on August 4, 2021.

### ORANGE COUNTY BANCORP, INC.

By: /s/ Michael J. Gilfeather  
Michael J. Gilfeather  
President and Chief Executive Officer  
(Duly Authorized Representative)

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.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael J. Gilfeather</u> Michael J. Gilfeather	President and Chief Executive Officer and Director (Principal Executive Officer)	August 4, 2021
<u>/s/ Robert L. Peacock</u> Robert L. Peacock	Senior Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	August 4, 2021
<u>* Louis Heimbach</u>	Chairman of the Board	August 4, 2021
<u>* Gregory F. Holcombe</u>	Director	August 4, 2021
<u>* Susan G. Metzger</u>	Director	August 4, 2021
<u>* William D. Morrison</u>	Director	August 4, 2021
<u>* Virginia K. Rizzo</u>	Director	August 4, 2021
<u>* Jonathan F. Rouis</u>	Director	August 4, 2021
<u>* Richard B. Rowley</u>	Director	August 4, 2021
<u>* Terry R. Saturno</u>	Director	August 4, 2021
<u>* Gustave J. Scacco</u>	Director	August 4, 2021

\* By: /s/ Michael J. Gilfeather  
Michael J. Gilfeather  
Attorney-in-Fact

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LUSE GORMAN, PC  
ATTORNEYS AT LAW  
5335 WISCONSIN AVENUE, N.W., SUITE 780  
WASHINGTON, D.C. 20015

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TELEPHONE (202) 274-2000  
FACSIMILE (202) 362-2902  
www.luselaw.com

August 4, 2021

Board of Directors  
Orange County Bancorp, Inc.  
212 Dolson Avenue  
Middletown, New York 10940

**Re: Orange County Bancorp, Inc.  
Registration Statement on Form S-1 and 462(b) Registration Statement**

Ladies and Gentlemen:

We have acted as special counsel to Orange County Bancorp, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-1 being filed by the Company with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Act"), on the date hereof (the "462(b) Registration Statement"). The 462(b) Registration Statement relates to the issuance and sale by the Company of up to an aggregate of 115,000 shares (the "Additional Shares") of the Company's common stock, par value \$0.50 per share (the "Common Stock"). The Additional Shares are to be sold, together with the shares of Common Stock registered pursuant to the Company's Registration Statement on Form S-1 (File No. 333-257781) (as amended through the date hereof, the "Initial Registration Statement"), pursuant to an underwriting agreement among the Company, Orange Bank & Trust Company and the underwriters named therein, the form of which has been filed as Exhibit 1.1 to the Initial Registration Statement (the "Underwriting Agreement"). This opinion letter is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Initial Registration Statement, the 462(b) Registration Statement or the related prospectus, other than as expressly stated herein.

For the purposes of providing the opinions contained herein, we have examined such documents, including the Initial Registration Statement, the 462(b) Registration Statement and the Underwriting Agreement, corporate records, certificates of public officials and other instruments as we have deemed necessary. As to questions of fact material to this opinion letter, we have relied, with your approval, upon oral and written representations of officers and representatives of the Company and certificates or comparable documents of public officials and of officers and representatives of the Company. In our examination, we have assumed, without verification, the genuineness of all signatures, the proper execution of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents.

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Board of Directors  
Orange County Bancorp, Inc.  
August 4, 2021  
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This opinion letter is limited to the Delaware General Corporation Law and we express no opinion with respect to any other laws, or with respect to any matter pertaining to the contents of the 462(b) Registration Statement, other than as expressly stated herein.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations set forth herein, it is our opinion that, when the Additional Shares have been issued, delivered and paid for in the manner contemplated by and upon the terms and conditions set forth in the Underwriting Agreement, the Additional Shares to be issued and sold by the Company will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter as Exhibit 5 to the 462(b) Registration Statement and to the use of our name under the caption "Legal Matters" in the prospectus incorporated by reference in the 462(b) Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, and the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Luse Gorman, PC  
LUSE GORMAN, PC

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Registration Statement of Orange County Bancorp, Inc. on Form S-1 of our report dated April 29, 2021 on the consolidated financial statements of Orange County Bancorp, Inc., and to the reference to us under the heading “Experts” in the prospectus.

/s/ Crowe LLP  
Crowe LLP

Livingston, New Jersey  
August 4, 2021

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