

**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): March 13, 2024

M&T BANK CORPORATION
(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

1-9861
(Commission
File Number)

16-0968385
(I.R.S. Employer
Identification No.)

One M&T Plaza, Buffalo, New York
(Address of principal executive offices)

14203
(Zip Code)

Registrant's telephone number, including area code: (716) 635-4000

(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:

Title of Each Class	Trading Symbols	Name of Each Exchange on Which Registered
Common Stock, \$.50 par value	MTB	New York Stock Exchange
Perpetual Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series H	MTBPrH	New York Stock Exchange

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 8.01. Other Events.

On March 13, 2024, M&T Bank Corporation (“M&T”) closed the public offering of \$850,000,000 aggregate principal amount of its 6.082% Fixed Rate/Floating Rate Senior Medium-Term Notes, Series A due March 13, 2032 (the “Senior Notes”). The Senior Notes have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3 (File No. 333-274646) filed by M&T with the Securities and Exchange Commission (the “Registration Statement”). The legal opinion of Squire Patton Boggs (US) LLP, as counsel to M&T, regarding the issuance and sale of the Senior Notes, is filed with this Current Report on Form 8-K and shall be incorporated by reference into the Registration Statement.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	Opinion of Squire Patton Boggs (US) LLP as to the validity of the Senior Notes.
23.1	Consent of Squire Patton Boggs (US) LLP (included in Exhibit 5.1).
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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.

Date: March 13, 2024

M&T Bank Corporation

By: /s/ Daryl N. Bible

Name: Daryl N. Bible

Title: Senior Executive Vice President and Chief Financial Officer



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March 13, 2024

M&T Bank Corporation
One M&T Plaza
Buffalo, New York 14203

Re: \$850,000,000 6.082% Fixed Rate/Floating Rate Senior Medium-Term Notes, Series A, due March 13, 2032 (the "Notes")

Ladies and Gentlemen:

We have acted as counsel to M&T Bank Corporation, a New York corporation (the "Company"), in connection with the automatic shelf registration statement on Form S-3ASR (File No. 333-274646) (the "Registration Statement") filed by the Company on September 22, 2023 with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended, and the issuance and sale of the Notes pursuant to the Pricing Supplement dated March 11, 2024, relating to the Notes, as filed with the Commission on March 12, 2024 (the "Pricing Supplement"). The Notes are being issued in accordance with the Pricing Supplement, the Officers' Certificate, dated as of September 22, 2023 (the "Officers' Certificate"), the Indenture, dated as of May 24, 2007, as supplemented by the Third Supplemental Indenture, dated as of August 16, 2022 (as supplemented, the "Indenture"), between the Company and The Bank of New York (now known as The Bank of New York Mellon), as Senior Note Trustee, and the resolutions adopted by the Company's Board of Directors on September 19, 2023 (the "Resolutions"). A copy of the Officers' Certificate was filed with the Commission as an exhibit to the Company's Current Report on Form 8-K filed on September 22, 2023.

We have examined such documents, including the Registration Statement, the Pricing Supplement, the Officers' Certificate, the Indenture and the Resolutions and duplicates of the global note representing the Notes, and have reviewed such questions of law, as we have considered necessary and appropriate for the purposes of our opinion set forth below. In rendering our opinion set forth below, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to us as copies. We have also assumed the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such

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agreements or instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties. As to questions of fact material to our opinion, we have relied upon certificates of officers of the Company and of public officials.

Based on the foregoing, and having regard for such legal considerations as we have deemed relevant, we are of the opinion that the Notes have been duly authorized by all requisite corporate action and constitute valid and binding obligations of the Company, enforceable in accordance with the terms of such series.

The opinion set forth above regarding the enforceability of the Notes is subject to (i) the effect of any applicable bankruptcy, insolvency, reorganization, moratorium or other similar law of general application affecting creditors' rights, (ii) the effect of general principles of equity, including (without limitation) concepts of materiality, reasonableness, good faith and fair dealing, and other similar doctrines affecting the enforceability of agreements generally (regardless of whether considered in a proceeding in equity or at law), (iii) an implied covenant of good faith and fair dealing, and (iv) provisions of law that require that a judgment for money damages rendered by a court in the United States be expressed only in United States dollars.

Our opinion expressed above is limited to the laws of the State of New York and the federal laws of the United States of America, and we are expressing no opinion as to the effect of any other laws. We assume no obligation to advise you of changes in matters of fact or law which may thereafter occur, and we do not opine with respect to any law, regulation, rule or governmental policy which may be enacted or adopted after the date hereof.

We hereby consent to the filing of this opinion as an exhibit to a Current Report on Form 8-K of the Company filed with the Commission on March 13, 2024 and thereby incorporated by reference into the Registration Statement, and to the reference to our firm contained therein.

Respectfully Submitted,

/s/ Squire Patton Boggs (US) LLP