

**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 22, 2025

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 Number)

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

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 Instructions 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 Symbols</u>	<u>Name of Each Exchange on Which Registered</u>
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
Perpetual 7.500% Non-Cumulative Preferred Stock, Series J	MTBPrJ	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 January 22, 2025, M&T Bank Corporation (“M&T”) announced that its Board of Directors authorized a share repurchase program to repurchase up to \$4.0 billion of M&T common stock, \$0.50 par value per share, on the open market or in privately negotiated transactions. The exact number of shares, timing for such repurchases, and the price and terms at and on which such repurchases are to be made will be at the discretion of M&T and subject to all regulatory limitations. The authorization replaces, and terminates effective January 22, 2025, the prior \$3.0 billion share repurchase program authorized by the Board of Directors in July 2022.

A copy of the press release with the announcement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	News Release dated January 22, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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

Date: January 22, 2025

M&T BANK CORPORATION

By: /s/ Daryl N. Bible
Daryl N. Bible
Senior Executive Vice President and Chief
Financial Officer

FOR IMMEDIATE RELEASE

M&T Bank Corporation Announces Common Stock Repurchase Program

BUFFALO, N.Y., January 22, 2025 -- M&T Bank Corporation ("M&T") (NYSE:MTB) announced that its Board of Directors authorized a share repurchase program to repurchase up to \$4.0 billion of M&T common stock, \$0.50 par value per share, on the open market or in privately negotiated transactions. The authorization replaces, and terminates effective January 22, 2025, the prior \$3.0 billion share repurchase program authorized by the Board of Directors in July 2022.

Daryl Bible, M&T's Chief Financial Officer, noted: "The Board's decision underscores our dedication to managing shareholders' capital responsibly, in line with our established practices. Our primary focus in capital allocation is to support our customers and the communities we serve while continuing to invest in our businesses. Our strong earnings and solid capital position allow us to meet these essential goals and return surplus capital to our investors."

The exact number of shares, timing for such repurchases, and the price and terms at and on which such repurchases are to be made will be at the discretion of M&T and subject to all applicable regulatory limitations.

About M&T Bank

M&T is a financial holding company headquartered in Buffalo, New York. M&T's principal banking subsidiary, M&T Bank, provides banking products and services with a branch and ATM network spanning the eastern U.S. from Maine to Virginia and Washington, D.C. Trust-related services are provided in select markets in the U.S. and abroad by M&T's Wilmington Trust-affiliated companies and by M&T Bank. For more information on M&T Bank, visit www.mtb.com.

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Forward-Looking Statements. *This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statement that does not describe historical or current facts is a forward-looking statement, including statements that are based on current expectations, estimates and projections about the M&T's business, management's beliefs, and assumptions made by management. Forward-looking statements are typically identified by words such as*

"believe," "expect," "anticipate," "intend," "target," "estimate," "continue," or "potential," by future conditional verbs such as "will," "would," "should," "could," or "may," or by variations of such words or by similar expressions. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions which are difficult to predict. Therefore, actual actions, outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. M&T provides further detail regarding risks, uncertainties and other factors that could affect the outcome of forward-looking statements in its public filings, including the "risk factors" described in M&T's Form 10-K for the year ended December 31, 2023, and subsequent filings with the Securities and Exchange Commission. Forward-looking statements speak only as of the date made, and M&T does not assume any duty, and does not undertake, to update forward-looking statements.

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