
**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): November 6, 2015

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) 842-5445

(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 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))
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Item 8.01. Other Events.

On November 6, 2015, M&T Bank Corporation (“M&T”) issued a press release announcing the merger consideration to be paid to former shareholders of Hudson City Bancorp, Inc. (“Hudson City”) as a result of the merger of Hudson City with and into M&T’s wholly-owned subsidiary, Wilmington Trust Corporation, effective November 1, 2015. The allocation of the merger consideration reflects the final results of elections submitted by former Hudson City shareholders and the application of the adjustment, election and proration procedures described in the merger agreement by and among M&T, Hudson City and Wilmington Trust Corporation dated August 27, 2012 (as amended).

A copy of the press release announcing the final results of the election process is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release, dated November 6, 2015.

SIGNATURES

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

M&T BANK CORPORATION

By: /s/ Drew J. Pfirman

Name: Drew J. Pfirman

Title: Senior Vice President and General Counsel

Date: November 6, 2015

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated November 6, 2015.

**M&T Bank Corporation Announces Final
Hudson City Merger Consideration Election and Pro-ration Results**

November 6, 2015

BUFFALO, N.Y. –M&T Bank Corporation (NYSE: MTB) (“M&T”) announced today the final merger consideration election results from its acquisition of Hudson City Bancorp, Inc. (“Hudson City”), which was completed effective November 1, 2015.

M&T acquired Hudson City for stock and cash, with 60% of the outstanding Hudson City shares being converted into the right to receive 0.08403 of a share of M&T common stock and the remaining Hudson City shares being converted into the right to receive \$10.062172 per share in cash.

Holders of 67.44% of the outstanding Hudson City shares elected to receive M&T common stock, while the balance chose to receive cash or made no election.

Shareholders who made valid stock elections will receive 89.233675% of their Hudson City stock in M&T common stock (with fractional shares being paid in cash) and the remaining 10.766325% in cash.

Shareholders who made valid cash elections and shareholders who did not make a valid election will receive \$10.062172 per share in cash.

Computershare acted as the Exchange Agent in connection with the merger and has tabulated the elections made by Hudson City shareholders pursuant to the terms of the merger agreement.

The following examples illustrate the allocation of merger consideration of a Hudson City shareholder making a valid stock election with respect to 100 shares and a cash election (or no valid election) with respect to 100 shares.

EXAMPLES

<u>Stock election:</u> 100 Hudson City shares		<u>Cash election:</u> 100 Hudson City shares	
Stock consideration percentage:	89.233675%	Shares to be exchanged for cash:	100
Shares to be exchanged for stock(1):	89	Cash per Hudson City share:	× \$ 10.062172
Exchange Ratio:	× 0.08403	Cash consideration:	\$ 1,006.22
Shares of M&T Common Stock(2):	7.47867		
Shares to be exchanged for cash:	11		
Cash per Hudson City share:	× \$ 10.062172		
Cash consideration:	\$ 110.68		

- (1) Under Computershare’s proration methodology, share elections are rounded down to the nearest whole share.
- (2) Cash in lieu of fractional shares will be paid at a rate of \$119.745 per M&T share.

About M&T Bank Corporation

M&T is a financial holding company headquartered in Buffalo, New York. M&T's principal banking subsidiary, M&T Bank, operates banking offices in New York, Maryland, New Jersey, Pennsylvania, Delaware, Connecticut, Virginia, West Virginia and the District of Columbia. Trust-related services are provided by M&T's Wilmington Trust-affiliated companies and by M&T Bank.

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