

**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): April 16, 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 Information

On April 16, 2015, M&T Bank Corporation ("M&T"), Hudson City Bancorp, Inc. ("Hudson City") and Wilmington Trust Corporation, a direct, wholly owned subsidiary of M&T ("Merger Sub"), entered into an amendment (the "Amendment") to that certain Agreement and Plan of Merger, dated as of August 27, 2012, as amended by Amendment No. 1, dated as of April 13, 2013, Amendment No. 2, dated as of December 16, 2013, and Amendment No. 3, dated as of December 8, 2014 (the "Merger Agreement"), by and among M&T, Hudson City and Merger Sub, pursuant to which, among other things, Hudson City will merge with and into Merger Sub, with Merger Sub continuing as the surviving corporation (the "Merger").

The Amendment extends, from April 30, 2015 to October 31, 2015, the date after which either M&T or Hudson City can elect to terminate the Merger Agreement if the Merger has not yet been completed.

A copy of the Amendment is attached hereto as Exhibit 2.1 and is incorporated herein by reference. The foregoing description of the Amendment does not purport to be complete and is qualified by reference to the full text of the Amendment.

On April 17, 2015, M&T and Hudson City issued a joint press release in connection with the Amendment, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Cautionary Statements Regarding Forward-Looking Information

This Current Report on Form 8-K contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are based on certain assumptions and describe future plans, strategies and expectations of Hudson City and M&T. Such forward-looking statements may be identified by the use of such words as "may," "believe," "expect," "anticipate," "should," "plan," "estimate," "predict," "continue," and "potential" or the negative of these terms or other comparable terminology. Examples of forward-looking statements include, but are not limited to, estimates with respect to the financial condition, results of operations and business of Hudson City and M&T, and their respective strategies, plans, objectives, expectations and intentions, including the Merger, and other statements contained in this Current Report on Form 8-K that are not historical facts. Hudson City's and M&T's ability to predict results or the actual effect of future plans or strategies, including the Merger and Hudson City's implementation of its strategic plan, is inherently uncertain and actual results and performance could differ materially from those contemplated or implied by these forward-looking statements. They can be affected by inaccurate assumptions Hudson City and M&T might make or by known or unknown risks and uncertainties. Factors that could cause assumptions to be incorrect include, but are not limited to, changes in interest rates, general economic conditions, legislative, regulatory and public policy changes, further delays in closing the Merger and the ability of Hudson City or M&T to obtain regulatory approvals and meet other closing conditions to the Merger. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. For a summary of important factors that could affect Hudson City's forward-looking statements, please refer to Hudson City Bancorp, Inc.'s filings with the Securities and Exchange Commission ("SEC") available at www.sec.gov. For a summary of important factors that could affect M&T's forward-looking statements, please refer to M&T's filings with the SEC available at www.sec.gov. Neither Hudson City nor M&T intends to update any of the forward-looking statements after the date of this Current Report on Form 8-K or to conform these statements to actual events.

Important Additional Information

In connection with the Merger, M&T filed with the SEC on February 22, 2013 a Registration Statement on Form S-4 that included a Joint Proxy Statement of M&T and Hudson City and a Prospectus of M&T. The Form S-4 has been declared effective.

Each of M&T and Hudson City may file other relevant documents concerning the proposed transaction. **SHAREHOLDERS OF M&T AND HUDSON CITY ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR**

SUPPLEMENTS TO THOSE DOCUMENTS WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

A free copy of the Joint Proxy Statement/Prospectus, as well as other filings containing information about M&T and Hudson City, may be obtained at the SEC's Internet site (<http://www.sec.gov>). You are also able to obtain these documents, free of charge, from M&T at www.mtb.com under the tab "About Us" and then under the heading "Investor Relations" or from Hudson City by accessing Hudson City's website at www.hcsbonline.com under the heading "Investor Relations." Copies of the Joint Proxy Statement/Prospectus can also be obtained, free of charge, by directing a request to Investor Relations, One M&T Plaza, Buffalo, New York 14203 (716) 842-5445.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibits are filed herewith:

Exhibit No.	Description of Exhibit
2.1	Amendment No. 4, dated as of April 16, 2015, to the Agreement and Plan of Merger, dated as of August 27, 2012, as amended by Amendment No. 1, dated as of April 13, 2013, Amendment No. 2, dated as of December 16, 2013, and Amendment No. 3, dated as of December 8, 2014, by and among M&T Bank Corporation, Hudson City Bancorp, Inc. and Wilmington Trust Corporation.
99.1	Joint Press Release, dated April 17, 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

/s/ Drew J. Pfirman

Drew J. Pfirman

Senior Vice President and General Counsel

Date: April 17, 2015

EXHIBIT INDEX

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99.1	Joint Press Release, dated April 17, 2015.

AMENDMENT NO. 4 TO AGREEMENT AND PLAN OF MERGER

This Amendment No. 4 (this "Amendment") to the Agreement and Plan of Merger, dated as of August 27, 2012 and amended by Amendment No. 1 to Agreement and Plan of Merger, dated as of April 13, 2013, Amendment No. 2 to the Agreement and Plan of Merger, dated as of December 16, 2013 and Amendment No. 3 to the Agreement and Plan of Merger, dated as of December 8, 2014 (as amended, the "Agreement"), is made and entered into as of April 16, 2015, by and among M&T Bank Corporation, a New York business corporation ("M&T"), Hudson City Bancorp, Inc., a Delaware corporation ("Hudson"), and Wilmington Trust Corporation, a Delaware corporation and direct, wholly owned Subsidiary of M&T ("Merger Sub").

RECITALS

- A. M&T, Hudson and Merger Sub are parties to the Agreement.
- B. As provided in Section 9.2 of the Agreement, the parties may amend the terms of the Agreement by an instrument in writing, signed by the parties.
- C. The parties hereto desire to enter into this Amendment upon the terms and conditions set forth herein.
- D. All capitalized terms contained in this Amendment, but not specifically defined in this Amendment, shall have the meanings ascribed to such terms in the Agreement.

AGREEMENT

1. Amendment to Section 2.7. Section 2.7(a)(i)(B) of the Agreement is hereby amended by replacing the words "each Hudson Performance DSU that vests in accordance with Section 2.7(a)(i)(A) above" with the words "each then vested and outstanding Hudson Performance DSU award granted prior to August 27, 2012".
 2. Amendment to Section 6.1. Section 6.1(d) of the Agreement is hereby amended by replacing the reference to "December 16, 2013" with "April 16, 2015".
 3. Amendment to Section 8.1. Section 8.1(b)(ii) of the Agreement is hereby amended by replacing the reference to "April 30, 2015" with the words "October 31, 2015".
 4. Permitted Actions. Notwithstanding any provision of the Agreement (including Section 5.1(i) or 5.2) to the contrary, the parties hereby agree to the matters set forth on Annex A hereto. The parties shall reasonably cooperate with respect to such matters.
 5. No Further Amendments. Except as expressly amended hereby, the Agreement is in all respects ratified and confirmed, and all the terms, conditions and provisions thereof shall remain in full force and effect. This Amendment is limited precisely as written and shall not be deemed to be an amendment to any other term or condition of the Agreement or any of the documents referred to therein.
 6. Effect of Amendment. This Amendment shall form a part of the Agreement for all purposes, and each party thereto and hereto shall be bound hereby. From and after the execution of this Amendment by the parties hereto, any reference to the Agreement shall be deemed a reference to the Agreement as amended hereby.
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7. Counterparts. This Amendment may be executed in two or more counterparts (including by facsimile or other electronic means), all of which shall be considered one and the same agreement and shall become effective when counterparts have been signed by each of the parties and delivered to the other party, it being understood that each party need not sign the same counterpart.

8. Severability. Whenever possible, each provision or portion of any provision of this Amendment shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision or portion of any provision of this Amendment is held to be invalid, illegal or unenforceable in any respect under any applicable law or rule in any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other provision or portion of any provision in such jurisdiction, and this Amendment shall be reformed, construed and enforced in such jurisdiction as if such invalid, illegal or unenforceable provision or portion of any provision had never been contained herein.

9. Governing Law. This Amendment and all disputes or controversies arising out of or relating to this Amendment or the transactions contemplated hereby shall be governed by, and construed in accordance with, the internal laws of the State of New York, without regard to the laws of any other jurisdiction that might be applied because of the conflicts of laws principles of the State of New York (provided that the DGCL, including the provisions governing the fiduciary duties of directors, shall govern as applicable).

10. Headings. The headings used in this Amendment are inserted for purposes of convenience of reference only and shall not limit or define the meaning of any provisions of this Amendment.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers as of the date and year first above written.

M&T BANK CORPORATION

By: /s/ Mark J. Czarnecki
Name: Mark J. Czarnecki
Title: President and Chief Operating Officer

HUDSON CITY BANCORP, INC.

By: /s/ Denis J. Salamone
Name: Denis J. Salamone
Title: Chairman and Chief Executive Officer

WILMINGTON TRUST CORPORATION

By: /s/ Mark J. Czarnecki
Name: Mark J. Czarnecki
Title: Chairman and President

[Signature Page to Amendment No. 4 to Agreement and Plan of Merger]

Annex A

1. Hudson will have the ability to make a pro-rated ESOP loan repayment contribution for calendar year 2015 in accordance with the terms of the ESOP for the period from January 1, 2015 through the end of the payroll period ending not less than two weeks prior to the Effective Time, which contributions will be made prior to the Effective Time and but for the pro-ration will be ordinary course and consistent with past practice.
2. Without derogating from the provisions of Section 6.5(c) of the Merger Agreement, payments made pursuant to the Executive Officer Annual Incentive Plan will be included in the calculation of severance benefits under any employment agreement or change of control agreement with Hudson or Hudson Bank, except that with respect to bonus payments made for calendar year 2014, no payment to an officer with the title of Senior Vice President or above of a bonus in excess of his or her target amount shall be taken into account for purposes of calculating his or her severance benefits under any employment agreement or change of control agreement with Hudson or Hudson Bank.
3. Hudson or Hudson Bank may enter into agreements with not more than fifteen (15) officers of Hudson or Hudson Bank, or adopt amendments, modifying the compensation and benefit plans, agreements and arrangements of Hudson and/or Hudson Bank for the purpose of mitigating the impact, if any, of sections 280G and 4999 of the Code on such officers and/or Hudson, Hudson Bank or M&T, except that no such agreement or amendment shall include a new agreement to pay a tax gross-up. Prior to the execution of any such agreement, Hudson or Hudson Bank shall provide M&T with a reasonable opportunity to review and comment on any such agreement, which comments Hudson or Hudson Bank shall consider in good faith.
4. Hudson and/or Hudson Bank may enter into transition agreements with not more than fifteen (15) officers of Hudson or Hudson Bank, pursuant to which M&T, Merger Sub or M&T Bank, as successors to Hudson and Hudson Bank would agree to continue the employment of such officers until at least December 31, 2015, provided that in no event shall such agreements require M&T, Merger Sub or M&T Bank to continue the employment of an officer who commits acts constituting "cause" (as defined in the applicable employment or change of control agreement). Prior to the execution of any such agreement, Hudson or Hudson Bank shall provide M&T with a reasonable opportunity to review and comment on any such agreement, which comments Hudson or Hudson Bank shall consider in good faith.

RELEASE 8:00 AM – April 17, 2015

CONTACTS:

Hudson City Bancorp, Inc.
Susan Munhall
(201) 967-8290

M&T Bank Corporation

Investor Contact: Donald J. MacLeod
(716) 842-5138

Media Contact: C. Michael Zabel
(716) 481-1458

**HUDSON CITY BANCORP, INC. AND M&T BANK CORPORATION ANNOUNCE FURTHER EXTENSION OF TIME TO COMPLETE
PROPOSED MERGER TO OCTOBER 31, 2015**

Paramus, New Jersey and Buffalo, New York, April 17, 2015 - Hudson City Bancorp, Inc. (NASDAQ: HCBK) ("Hudson City") and M&T Bank Corporation (NYSE: MTB) ("M&T") announced today that they have agreed to extend the date after which either party may elect to terminate their Agreement and Plan of Merger from April 30, 2015 to October 31, 2015 pursuant to Amendment No. 4 to the Agreement and Plan of Merger. The consideration and exchange ratio as provided in the Agreement and Plan of Merger will remain the same.

The extension, which has been approved by both the Hudson City and M&T Boards of Directors, will provide additional time to obtain a regulatory determination on the applications necessary to complete the proposed merger. Hudson City and M&T have been advised by the Federal Reserve Board that it intends to act on the merger application no later than September 30, 2015. However, no assurance can be given as to whether or when the necessary regulatory approvals for the merger will be received.

Mr. Denis J. Salamone, Chairman and Chief Executive Officer of Hudson City, stated "We have been advised by M&T that it has made significant progress towards addressing all of the Federal Reserve's concerns. Based on our discussions with M&T and through the due diligence we have conducted, we believe that it is reasonable to agree to an extension to allow the regulatory process to be completed. Our Board of Directors consulted with its financial advisor and legal team to assess the nature and timing of the delay and the options available to the company and continues to believe that the M&T transaction remains financially attractive to Hudson City's shareholders, and that continuing to pursue completion is in the best interest of Hudson City."

"We are fully committed to this merger, because we continue to believe strongly that it remains an extremely beneficial opportunity for both companies, including the shareholders, customers and communities we serve," said M&T Chairman and Chief Executive Officer Robert G. Wilmers.

About Hudson City Bancorp, Inc.

Hudson City Bancorp is a Delaware corporation organized in 1999 and serves as the holding company of its only subsidiary, Hudson City Savings Bank. Hudson City Savings Bank conducts its operations out of its corporate offices in Paramus in Bergen County, New Jersey and through 135 banking offices in the New York metropolitan area.

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, Pennsylvania, Maryland, Virginia, West Virginia, Delaware and the District of Columbia. Trust-related services are provided by M&T's Wilmington Trust-affiliated companies and by M&T Bank.

Forward-Looking Statements

This release may contain certain "forward looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 that are based on certain assumptions and describe future plans, strategies and expectations of Hudson City and M&T. Such forward-looking statements may be identified by the use of such words as "may," "believe," "expect," "anticipate," "should," "plan," "estimate," "predict," "continue," and "potential" or the negative of these terms or other comparable terminology. Examples of forward-looking statements include, but are not limited to, estimates with respect to the financial condition, results of operations and business of Hudson City and M&T, and their respective strategies, plans, objectives, expectations, and intentions, including the merger, and other statements contained in this release that are not historical facts. Hudson City's and M&T's ability to predict results or the actual effect of future plans or strategies, including the merger and Hudson City's implementation of its Strategic Plan, is inherently uncertain and actual results and performance could differ materially from those contemplated or implied by these forward-looking statements. They can be affected by inaccurate assumptions Hudson City and M&T might make or by known or unknown risks and uncertainties. Factors that could cause assumptions to be incorrect include, but are not limited to, changes in interest rates, general economic conditions, legislative, regulatory and public policy changes, further delays in closing the merger and the ability of Hudson City or M&T to obtain regulatory approvals and meet other closing conditions to the merger. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. For a summary of important factors that could affect Hudson City's forward-looking statements, please refer to Hudson City Bancorp, Inc.'s filings with the Securities and Exchange Commission ("SEC") available at www.sec.gov. For a summary of important factors that could affect M&T's forward-looking statements, please refer to M&T's filings with the SEC available at www.sec.gov. Neither Hudson City nor M&T intends to update any of the forward-looking statements after the date of this release or to conform these statements to actual events.

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