
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 13, 2011

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)

Explanatory Note: This Amendment No. 1 amends the Current Report on Form 8-K dated May 13, 2011, to provide the financial statement information referred to in parts (a) and (b) of Item 9.01 below relating to the recently completed merger of a wholly-owned subsidiary of M&T Bank Corporation (“M&T”) with and into Wilmington Trust Corporation (“Wilmington”), with Wilmington continuing as the surviving corporation and a wholly owned subsidiary of M&T (the “Merger”).

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The financial statements specified in Rule 3-05(b) of Regulation S-X were included in (1) Wilmington’s Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the Securities and Exchange Commission on March 1, 2011, and (2) Wilmington’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, filed with the Securities and Exchange Commission on May 13, 2011, and are incorporated herein by reference.

(b) Pro Forma Financial Information.

An unaudited pro forma condensed combined balance sheet of M&T as of March 31, 2011 and unaudited pro forma condensed combined statements of income of M&T for the year ended December 31, 2010 and for the three months ended March 31, 2011 are filed herewith as Exhibit 99.2.

The unaudited pro forma condensed combined balance sheet assumes that the Merger was consummated on March 31, 2011. The unaudited pro forma condensed combined statements of income assume that the Merger was consummated on January 1, 2010 and reflect the pro forma consolidation of the results of operations of M&T and Wilmington for the year ended December 31, 2010 and for the three months ended March 31, 2011. These results combine the historical financial data of Wilmington with that of M&T and, while certain adjustments were made for the estimated impact of certain fair valuation adjustments and other acquisition-related activity, they are not indicative of what would have occurred had the acquisition taken place on the indicated dates. In particular, no adjustments have been made to eliminate the amount of Wilmington’s provision for credit losses or the impact of other-than-temporary impairment losses recognized by Wilmington in 2010 and in the first three months of 2011 that may not have been necessary had the acquired loans and investment securities been recorded at fair value as of January 1, 2010. Additionally, as a result of the Merger, M&T expects to achieve substantial benefits, primarily in the area of operating cost savings. Implementation of cost savings strategies began soon after closing and such strategies are expected to be fully implemented during 2012. Management also estimates that operating cost savings that may be realized during the first twelve months following the Merger will be offset by various merger-related expenses associated with systems conversions and other costs of integrating and conforming the acquired operations with M&T. The unaudited pro forma earnings do not reflect any direct costs or potential savings which are expected to result from the Merger and are not indicative of the results of future operations. No assurances can be given with respect to the ultimate level of cost savings to be realized or merger-related expenses to be incurred. Certain amounts in Wilmington’s historical balance sheet and statement of operations as shown have been reclassified to conform to M&T’s presentation.

The unaudited pro forma condensed financial information is not necessarily indicative of the future financial position or future results of operations of M&T or of the financial position or the results of operations of M&T that would actually have occurred had the Merger been in effect as of the date or for the periods presented. In addition, the preceding paragraph includes forward-looking statements that are based on current expectations, estimates and projections about M&T’s business, management’s beliefs and assumptions made by management and are not guarantees of future performance and involve certain risks, uncertainties and assumptions (“Future Factors”), which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Future Factors include expected costs savings from the Merger that cannot be fully realized or that cannot be realized within the expected time frame; revenues following the Merger that are lower than expected; significant increases in competitive pressure among depository institutions; greater than expected costs or difficulties related to the integration of the business of M&T and Wilmington, general economic conditions, either nationally or in the

markets in which M&T will be doing business, that are less favorable than expected; and legislative or regulatory requirements or changes that adversely affect the business in which M&T is engaged. Future Factors also include changes in interest rates, spreads on earning assets and interest-bearing liabilities, and interest rate sensitivity; credit losses and market values of loans, investment securities and other assets and liabilities; sources of liquidity; common shares outstanding; common stock price volatility; fair value of and number of stock-based compensation awards to be issued in future periods; legislation affecting the financial services industry as a whole, and M&T and its subsidiaries individually or collectively, including tax legislation; regulatory supervision and oversight, including monetary policy and capital requirements; changes in accounting policies or procedures as may be required by the FASB or other regulatory agencies; increasing price and product/service competition by competitors, including new entrants; rapid technological developments and changes; the ability to continue to introduce competitive new products and services on a timely, cost-effective basis; the mix of products/services; containing costs and expenses; governmental and public policy changes, including environmental regulations; protection and validity of intellectual property rights; reliance on large customers; technological, implementation and cost/financial risks in large, multi-year contracts; the outcome of pending and future litigation and governmental proceedings, including tax-related examinations and other matters; continued availability of financing; financial resources in the amounts, at the times and on the terms required to support M&T and its subsidiaries' future businesses; and material differences in the actual financial results of merger, acquisition and investment activities compared with M&T's initial expectations, including full realization of anticipated cost savings and revenue enhancements. These are representative of the Future Factors that could affect the outcome of the forward-looking statements. In addition, such statements could be affected by general industry and market conditions and growth rates, general economic and political conditions, either nationally or in the states in which M&T and its subsidiaries do business, including interest rate and currency exchange rate fluctuations, changes and trends in the securities markets, and other Future Factors. M&T's forward-looking statements speak only as of the date on which such statements are made. By making any forward-looking statements, M&T assumes no duty to update them to reflect new, changing or unanticipated events or circumstances, except as may be required by applicable law or regulation.

(d) Exhibits.

The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
2.1	Agreement and Plan of Merger dated as of October 31, 2010 by and among M&T Bank Corporation, MTB One, Inc. and Wilmington Trust Corporation (incorporated by reference to Exhibit 2.1 to M&T's Current Report on Form 8-K filed on November 2, 2010).
4.1	Warrant to Purchase Shares of M&T Bank Corporation Common Stock effective May 16, 2011.*
23.1	Consent of KPMG LLP.
99.1	Press release dated May 16, 2011.*
99.2	Unaudited Pro Forma Condensed Combined Balance Sheet of M&T as of March 31, 2011 and Unaudited Pro Forma Condensed Combined Statements of Income of M&T for the year ended December 31, 2010 and for the three months ended March 31, 2011.

* Previously Filed

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.

M&T BANK CORPORATION

/s/ Michael R. Spychala

Michael R. Spychala

Senior Vice President and Controller

Date: July 29, 2011

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements on Forms S-8 (Nos. 333-57330, 333-63660, 33-12207, 33-58500, 33-63917, 333-43171, 333-43175, 333-63985, 333-97031, 33-32044, 333-16077, 333-84384, 333-127406, 333-150122, 333-164015, 333-163992, 333-160769, 333-159795, 333-174312 and 333-170740) and Form S-3 (No. 333-155759) of M&T Bank Corporation of our reports dated March 1, 2011 with respect to the consolidated statements of condition of Wilmington Trust Corporation and subsidiaries (the Corporation) as of December 31, 2010 and 2009, and the related consolidated statements of income, changes in stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2010, and the effectiveness of internal control over financial reporting as of December 31, 2010, which reports appear in the December 31, 2010 Form 10-K of the Corporation.

Our report dated March 1, 2011, on the consolidated statements of condition of the Corporation as of December 31, 2010 and 2009, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2010, refers to the Corporation's recurring losses from operations, due principally to increasing provisions for loan losses, and continuing experience of credit deterioration in its loan portfolio. In addition, based on discussions with its regulators, management believed that, without an acceptable change of control transaction, the Corporation would face significant regulatory action that would result in an inability to conduct business in a manner consistent with historical practice. On November 1, 2010, the Corporation entered into a definitive merger agreement with M&T Bank Corporation whereby, subject to certain covenants and conditions precedent, including regulatory and shareholder approval, the Corporation's shareholders will exchange shares of the Corporation's common stock for shares of M&T Bank Corporation common stock.

Our report dated March 1, 2011, on the consolidated statements of condition of the Corporation as of December 31, 2010 and 2009, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2010, refer to the Corporation's change in its method of accounting for other-than-temporary impairments of debt securities due to the adoption of FASB Staff Position No. FAS 115-2 and FAS 124-2, "Recognition and Presentation of Other-Than-Temporary Impairments," (included in FASB ASC Topic 320, *Investments—Debt and Equity Securities*), as of April 1, 2009.

/s/ KPMG LLP

KPMG LLP

Philadelphia, Pennsylvania

July 29, 2011

M&T BANK CORPORATION

PRO FORMA CONDENSED COMBINED BALANCE SHEET

(DOLLARS IN THOUSANDS)
(UNAUDITED)

The following unaudited pro forma condensed combined balance sheet gives effect to the acquisition by M&T Bank Corporation (“M&T”) of Wilmington Trust Corporation (“Wilmington”) using the acquisition method of accounting assuming the acquisition was consummated on March 31, 2011. Wilmington was acquired by M&T on May 16, 2011.

	March 31, 2011			
	M&T	Wilmington	Pro forma adjustments	Pro forma
Assets				
Cash and due from banks	\$ 972,005	166,707	(330,000)(1)	\$ 808,712
Interest-bearing deposits and federal funds sold	110,401	2,423,304		2,533,705
Trading account	413,737	—		413,737
Investment securities	6,507,165	539,062	8,927(2)	7,055,154
Loans and leases, net of unearned discount	52,118,681	7,134,879	(549,194)(3)	58,704,366
Allowance for credit losses	(903,703)	(409,461)	409,461(3)	(903,703)
Loans and leases, net	51,214,978	6,725,418	(139,733)(3)	57,800,663
Premises and equipment	431,292	131,348	14,659(4)	577,299
Goodwill	3,524,625	336,763	(336,763)(5)	3,524,625
Core deposit and other intangible assets	113,603	24,378	151,816(6)	289,797
Accrued interest and other assets	4,593,402	381,186	423,817(7)	5,398,405
Total assets	\$67,881,208	10,728,166	(207,277)	\$78,402,097
Liabilities and Shareholders' Equity				
Interest-bearing deposits	\$35,328,537	7,362,843	28,974(8)	\$42,720,354
Short-term borrowings	504,676	86,359		591,035
Long-term borrowings	7,305,420	595,537	55,107(9)	7,956,064
Interest-bearing liabilities	43,138,633	8,044,739	84,081	51,267,453
Noninterest-bearing deposits	15,219,562	1,476,726		16,696,288
Accrued interest and other liabilities	1,015,495	390,403	54,453(10)	1,460,351
Total liabilities	59,373,690	9,911,868	138,534	69,424,092
Preferred equity	743,385	325,381	(325,381)(1)	743,385
Common equity	7,764,133	490,917	(20,430)(1),(11)	8,234,620
Total shareholders' equity	8,507,518	816,298	(345,811)	8,978,005
Total liabilities and shareholders' equity	\$67,881,208	10,728,166	(207,277)	\$78,402,097

See accompanying notes to pro forma condensed combined financial statements.

M&T BANK CORPORATION

PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME

(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)

(UNAUDITED)

The following unaudited pro forma condensed combined statement of income for the year ended December 31, 2010 gives effect to M&T's acquisition of Wilmington using the acquisition method of accounting assuming the acquisition was consummated on January 1, 2010. Wilmington was acquired by M&T on May 16, 2011.

	For the year ended December 31, 2010			
	M&T	Wilmington	Pro forma adjustments	Pro forma
Interest income				
Loans and leases, including fees	\$2,394,082	343,340	(19,614)(12)	\$2,717,808
Investment securities				
Fully taxable	324,695	21,250	(3,816)(13)	342,129
Exempt from federal taxes	9,869	331	16(13)	10,216
Other	1,149	1,676		2,825
Total interest income	<u>2,729,795</u>	<u>366,597</u>	<u>(23,414)</u>	<u>3,072,978</u>
Interest expense				
Deposits	187,685	55,501	(17,620)(14)	225,566
Short-term borrowings	3,006	1,995		5,001
Long-term borrowings	271,578	31,992	(14,487)(15)	289,083
Total interest expense	<u>462,269</u>	<u>89,488</u>	<u>(32,107)</u>	<u>519,650</u>
Net interest income	2,267,526	277,109	8,693	2,553,328
Provision for credit losses	368,000	699,674		1,067,674
Net interest income after provision for credit losses	<u>1,899,526</u>	<u>(422,565)</u>	<u>8,693</u>	<u>1,485,654</u>
Other income				
Mortgage banking revenues	184,625	4,736		189,361
Service charges on deposit accounts	478,133	29,737		507,870
Trust income	122,613	371,854		494,467
Brokerage services income	49,669	12,353		62,022
Trading account and foreign exchange gains	27,286	—		27,286
Gain on bank investment securities	2,770	3,757		6,527
Net other-than-temporary impairment losses recognized in earnings	(86,281)	(37,877)		(124,158)
Equity in earnings of Bayview Lending Group LLC	(25,768)	—		(25,768)
Other revenue from operations	355,053	18,741		373,794
Total other income	<u>1,108,100</u>	<u>403,301</u>		<u>1,511,401</u>

(continued)

M&T BANK CORPORATION

PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME (CONTINUED)

(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)

(UNAUDITED)

	For the year ended December 31, 2010			
	M&T	Wilmington	Pro forma adjustments	Pro forma
Other expense				
Salaries and employee benefits	\$ 999,709	296,456		\$ 1,296,165
Equipment and net occupancy	216,064	64,087	526(16)	280,677
Printing, postage and supplies	33,847	8,535		42,382
Amortization of core deposit and other intangible assets	58,103	6,595	24,570(17)	89,268
FDIC assessments	79,324	23,462		102,786
Other costs of operations	527,790	249,175		776,965
Total other expense	<u>1,914,837</u>	<u>648,310</u>	<u>25,096</u>	<u>2,588,243</u>
Income before income taxes and noncontrolling interest	1,092,789	(667,574)	(16,403)	408,812
Income taxes	356,628	51,655	(295,862)(18),(19)	112,421
Net income before noncontrolling interest	736,161	(719,229)	279,459	296,391
Net income attributable to noncontrolling interest	—	(905)		(905)
Net income	736,161	(720,134)	279,459	295,486
Dividends and amortization on preferred stock and income attributable to unvested stock-based compensation awards	(60,335)	(18,205)		(78,540)
Net income available to common shareholders	<u>\$ 675,826</u>	<u>(738,339)</u>	<u>279,459</u>	<u>\$ 216,946</u>
Net income per common share				
Basic	\$ 5.72			\$ 1.77
Diluted	\$ 5.69			\$ 1.76
Average common shares outstanding				
Basic	118,190,783		4,694,486(20)	122,885,269
Diluted	118,842,860		4,694,486(20)	123,537,346

See accompanying notes to pro forma condensed combined financial statements.

M&T BANK CORPORATION

PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME

(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)

(UNAUDITED)

The following unaudited pro forma condensed combined statement of income for the three months ended March 31, 2011 gives effect to M&T's acquisition of Wilmington using the acquisition method of accounting assuming the acquisition was consummated on January 1, 2010. Wilmington was acquired by M&T on May 16, 2011.

	For the three months ended March 31, 2011			
	M&T	Wilmington	Pro forma adjustments	Pro forma
Interest income				
Loans and leases, including fees	\$ 594,032	68,946	(3,987)(12)	\$ 658,991
Investment securities				
Fully taxable	70,662	4,176	(931)(13)	73,907
Exempt from federal taxes	2,346	111	4(13)	2,461
Other	443	1,160		1,603
Total interest income	<u>667,483</u>	<u>74,393</u>	<u>(4,914)</u>	<u>736,962</u>
Interest expense				
Deposits	38,906	13,900	(3,503)(14)	49,303
Short-term borrowings	492	59		551
Long-term borrowings	59,281	8,209	(3,491)(15)	63,999
Total interest expense	<u>98,679</u>	<u>22,168</u>	<u>(6,994)</u>	<u>113,853</u>
Net interest income	568,804	52,225	2,080	623,109
Provision for credit losses	75,000	41,334		116,334
Net interest income after provision for credit losses	<u>493,804</u>	<u>10,891</u>	<u>2,080</u>	<u>506,775</u>
Other income				
Mortgage banking revenues	45,156	758		45,914
Service charges on deposit accounts	109,731	6,791		116,522
Trust income	29,321	94,304		123,625
Brokerage services income	14,296	2,881		17,177
Trading account and foreign exchange gains	8,279	—		8,279
Gain on bank investment securities	39,353	—		39,353
Net other-than-temporary impairment losses recognized in earnings	(16,041)	(4,986)		(21,027)
Equity in earnings of Bayview Lending Group LLC	(6,678)	—		(6,678)
Other revenue from operations	91,003	4,217		95,220
Total other income	<u>314,420</u>	<u>103,965</u>		<u>418,385</u>

(continued)

M&T BANK CORPORATION

PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME (CONTINUED)

(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)

(UNAUDITED)

	For the three months ended March 31, 2011			
	M&T	Wilmington	Pro forma adjustments	Pro forma
Other expense				
Salaries and employee benefits	\$ 266,090	78,153		\$ 344,243
Equipment and net occupancy	56,663	17,378	132(16)	74,173
Printing, postage and supplies	9,202	2,026		11,228
Amortization of core deposit and other intangible assets	12,314	1,510	5,000(17)	18,824
FDIC assessments	19,094	8,697		27,791
Other costs of operations	136,208	40,015		176,223
Total other expense	499,571	147,779	5,132	652,482
Income before income taxes	308,653	(32,923)	(3,052)	272,678
Income taxes	102,380	623	(1,746)(18),(19)	101,257
Net income	206,273	(33,546)	(1,306)	171,421
Dividends and amortization on preferred stock and income attributable to unvested stock-based compensation awards	(16,160)	(4,551)		(20,711)
Net income available to common shareholders	\$ 190,113	(38,097)	(1,306)	\$ 150,710
Net income per common share				
Basic	\$ 1.59			\$ 1.22
Diluted	\$ 1.59			\$ 1.21
Average common shares outstanding				
Basic	119,200,788		4,694,486(20)	123,895,274
Diluted	119,852,340		4,694,486(20)	124,546,826

See accompanying notes to pro forma condensed combined financial statements.

**NOTES TO PRO FORMA
CONDENSED COMBINED FINANCIAL STATEMENTS (Unaudited)**

- (1) Purchase by M&T of \$330,000,000 of preferred stock previously issued by Wilmington to the U.S. Department of Treasury.
- (2) Adjustment to reflect estimated fair value of acquired investment securities.
- (3) Adjustment to record acquired loans at estimated fair value.
- (4) Adjustment to record acquired premises and equipment at estimated fair value.
- (5) Adjustment to eliminate Wilmington's goodwill. There was no acquired goodwill in this business combination.
- (6) Adjustment to record incremental core deposit and other intangible assets.
- (7) Adjustments to reverse Wilmington's deferred tax valuation allowance of \$292,742,000, as M&T expects to be able to realize deferred tax assets that Wilmington was unable to utilize. Other adjustments include the recording of the deferred tax-effects of acquisition accounting adjustments of \$145,817,000 and other miscellaneous acquisition accounting adjustments of (\$14,742,000).
- (8) Adjustment to record assumed interest-bearing deposits at estimated fair value.
- (9) Adjustment to record assumed long-term borrowings at estimated fair value.
- (10) Adjustments to record the estimated liability for change-of-control agreements with former Wilmington employees of \$48,000,000 and other miscellaneous adjustments of \$6,453,000.
- (11) Reflects the issuance of 4,694,486 shares of M&T common stock of \$405,557,000, the elimination of Wilmington's March 31, 2011 common equity of (\$490,917,000), and the resulting gain recognized on the transaction of \$64,930,000. The net adjustment of (\$20,430,000) reflects the discount on redeemed preferred stock of (\$4,619,000) (see note (1)) and the net effect of acquisition accounting adjustments on assets and liabilities of (\$15,811,000).

**NOTES TO PRO FORMA
CONDENSED COMBINED FINANCIAL STATEMENTS (Unaudited), Continued**

		<u>(Dollars in thousands)</u>	
		<u>Year ended</u>	<u>Three months ended</u>
		<u>December 31, 2011</u>	<u>March 31, 2011</u>
(12)	Net amortization of premiums and discounts on acquired loans and leases using a level-yield method over the estimated remaining terms to maturity of the loans and leases.	\$ (19,614)	\$ (3,987)
(13)	Reflects the amortization of premiums and discounts on acquired securities using the level-yield method over the estimated remaining term to maturity.		
	Fully taxable	(3,816)	(931)
	Exempt from federal taxes	16	4
(14)	Amortization of the fair value adjustments related to deposits using the effective interest method over the remaining terms to maturity of the deposits.	(17,620)	(3,503)
(15)	Amortization of the fair value adjustments related to long-term borrowings using the effective interest method over the remaining terms to maturity of the borrowings.	(14,487)	(3,491)
(16)	Adjustments to depreciation expense related to fair value adjustments to premises and equipment.	526	132
(17)	Incremental amortization on an accelerated basis for core deposit and other intangible assets.		
	<u>Estimated life</u>		
	Core deposit intangible 7 years	13,698	2,935
	Other intangible assets 5 to 7 years	10,872	2,065
		24,570	5,000
(18)	Income tax expense on pro forma adjustments above computed at a 39.25% combined tax rate.	(6,438)	(1,198)
(19)	Reflects reversal of income tax expenses related to the establishment of a deferred tax valuation allowance by Wilmington in the respective periods (see note (7)).	(289,424)	(548)
(20)	The pro forma net income per common share amounts and average common shares outstanding include the effect of the adjustments described above and the issuance of 4,694,486 shares of M&T common stock.		