
**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 19, 2016

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
(IRS 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:

- 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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

(b) Change in Principal Financial Officer

On April 20, 2016, M&T Bank Corporation (“M&T”) announced that its Board of Directors has approved certain officer appointments at M&T and its principal banking subsidiary, M&T Bank, which are effective May 2, 2016.

Vice Chairman René F. Jones will undertake new management responsibilities overseeing M&T Bank’s Mortgage and Consumer Lending business in addition to his continued oversight of M&T Bank’s Treasury function and the Wilmington Trust division, but will relinquish his position as Chief (Principal) Financial Officer of M&T and M&T Bank.

Darren J. King has been appointed Chief (Principal) Financial Officer of M&T and M&T Bank, succeeding Mr. Jones. Mr. King, age 46, joined M&T in 2000, serving in a number of management positions in Retail and Business Banking, including most recently as Executive Vice President and head of Retail Banking at M&T Bank. Prior to joining M&T, he held senior leadership roles at Mercer Management Consulting, predecessor firm to Oliver Wyman, where he was Vice President in the Financial Services Practice. Mr. King earned his Honors Business Administration (HBA) from the Richard Ivey School of Business at the University of Western Ontario.

These appointments were approved during a joint meeting of the Boards of Directors of M&T and M&T Bank on April 19, 2016.

The public announcement regarding these appointments was made by means of a news release, the text of which is set forth in Exhibit 99.1 to this Form 8-K and which is incorporated herein by reference.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

2016 Annual Meeting of Shareholders

The 2016 Annual Meeting of Shareholders of M&T Bank Corporation (“M&T”) was held on April 19, 2016. At the 2016 Annual Meeting, shareholders approved all of the Board of Directors’ proposals which included (i) the election of sixteen (16) directors, all of whom were then serving as directors of M&T, for one-year terms and until their successors are elected and qualified; (ii) the approval of the compensation of M&T’s Named Executive Officers; and (iii) the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T for the year ending December 31, 2016. The voting results for each proposal, including the votes for and against or withheld, and any abstentions or broker non-votes, are described below. Abstentions and broker non-votes (if applicable) were counted for purposes of determining whether a quorum was present, but were not treated as votes cast. Therefore, abstentions and broker non-votes (if applicable) did not have the effect of a vote for or against such proposal and were not counted in determining the number of votes required for approval.

The following table reflects the tabulation of the votes with respect to each director who was elected at the 2016 Annual Meeting:

<u>NOMINEES:</u>	<u>FOR</u>	<u>WITHHOLD</u>	<u>BROKER NON-VOTE</u>
Brent D. Baird	118,292,439	15,225,993	12,149,184
C. Angela Bontempo	124,967,695	8,550,737	12,149,184
Robert T. Brady	124,293,449	9,224,983	12,149,184
T. Jefferson Cunningham III	129,346,531	4,171,901	12,149,184
Mark J. Czarnecki	131,062,692	2,455,740	12,149,184
Gary N. Geisel	131,668,578	1,849,130	12,149,184
Richard A. Grossi	132,822,339	696,093	12,149,184
John D. Hawke, Jr.	130,464,233	3,054,199	12,149,184
Patrick W. E. Hodgson	124,972,259	8,546,173	12,149,184
Richard G. King	129,428,957	4,089,475	12,149,184
Newton P.S. Merrill	132,685,703	832,729	12,149,184
Melinda R. Rich	132,479,965	1,038,467	12,149,184
Robert E. Sadler, Jr.	129,059,176	4,459,249	12,149,184
Denis J. Salamone	131,770,010	1,748,384	12,149,184
Herbert L. Washington	125,117,096	8,401,336	12,149,184
Robert G. Wilmers	130,461,223	3,057,209	12,149,184

The following table reflects the tabulation of the votes with respect to the approval of the compensation of M&T's Named Executive Officers:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTE</u>
129,845,360	2,892,475	780,719	12,149,184

The following table reflects the tabulation of the votes with respect to the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T for the year ending December 31, 2016:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTE</u>
144,246,172	1,182,622	238,944	*

* Not applicable

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	News Release dated April 20, 2016.

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: April 20, 2016

M&T Bank Corporation

By: /s/ Marie King

Name: Marie King

Title: Group Vice President and Corporate Secretary

EXHIBIT INDEX

**Exhibit
No.**

Exhibit Description

99.1 News Release dated April 20, 2016. Filed herewith.

FOR IMMEDIATE RELEASE
Wednesday, April 20, 2016

**M&T ANNOUNCES EXPANDED ROLE FOR VICE CHAIRMAN RENÉ JONES
Executive Vice President Darren King to Succeed Jones as CFO**

BUFFALO, N.Y. — M&T Bank Corporation (NYSE:MTB) (“M&T”) announced today that Vice Chairman René F. Jones will undertake new managerial responsibilities effective May 2. In addition to his continuing oversight of the bank’s Treasury function and Wilmington Trust division, he adds two new business lines, Mortgage and Consumer Lending.

“As our Chief Financial Officer for the past 11 years, René has helped guide M&T successfully through one of the most challenging periods in our company’s history, and today we’re stronger than ever,” said M&T Chairman and CEO, Robert G. Wilmers. “I know René will bring the same vision and values to his new work with our banking products, customers and employees.”

Mr. Jones joined M&T in 1992 and has held a series of management positions within the Finance division. He was promoted to Chief Financial Officer and joined the bank’s Management Group in 2005, and he was named Vice Chairman in January 2014.

M&T also announced that Executive Vice President Darren J. King will become Chief Financial Officer. “Both as the leader of one of our largest and most important businesses and as a member of the bank’s Management Group, Darren has demonstrated a deep understanding of the banking business, a keenly analytical mind and a strong strategic vision of M&T’s role in our communities and in our industry, and I am confident that Darren’s strengths will serve us well as M&T’s next CFO,” said Mr. Wilmers.

As head of M&T’s Retail and Business Banking divisions, Mr. King has been responsible for more than 6,700 employees, 800 branches and 1,600 ATMs serving 2.1 million households.

Mr. King joined M&T in 2000, and was named to the Management Group in 2010. His experience in the financial services industry spans more than 25 years and includes senior leadership roles at Mercer Management Consulting, predecessor firm to Oliver Wyman, where he was Vice President in the Financial Services Practice.

“These changes are part of our ongoing effort to deepen and develop our managerial talent as the company grows,” explained Mr. Wilmers.

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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