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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D. C. 20549

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): March 26, 2014**

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**M&T BANK CORPORATION**

(Exact name of registrant as specified in its charter)

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**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)

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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 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On March 27, 2014, M&T Bank Corporation announced that it had received no objection from the Board of Governors of the Federal Reserve System to its 2014 capital plan and released its company-run Dodd-Frank Act stress test results. The public announcement was made by means of a news release, the text of which is set forth in Exhibit 99 hereto.

The information in this Form 8-K, including Exhibit 99 attached hereto, is being furnished under Item 2.02 and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liability of such section, nor shall it be deemed incorporated by reference in any filing of M&T Bank Corporation under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit  
No.

99 News Release dated March 27, 2014.

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

Date: March 27, 2014

By: /s/ René F. Jones  
René F. Jones  
Executive Vice President  
and Chief Financial Officer

EXHIBIT INDEX

Exhibit  
No.

99 News Release dated March 27, 2014. Filed herewith.

INVESTOR CONTACT: Donald J. MacLeod  
(716) 842-5138

FOR IMMEDIATE RELEASE  
March 27, 2014

MEDIA CONTACT: C. Michael Zabel  
(716) 842-5385

### **M&T Bank Corporation Receives No Objection to Its 2014 Capital Plan and Releases “Company-Run” Dodd-Frank Act Stress Test Results**

BUFFALO, N.Y.— M&T Bank Corporation (“M&T”) (NYSE: MTB) announced today that the Federal Reserve did not object to M&T’s proposed 2014 Capital Plan. Accordingly, M&T may maintain a quarterly common stock dividend of \$.70 per share; pay dividends and interest on other equity and debt instruments included in regulatory capital, including preferred stock, trust preferred securities and subordinated debt that were outstanding at December 31, 2013, consistent with the contractual terms of those instruments; and redeem or repurchase up to \$50 million of subordinated debt. Common and preferred dividends are subject to approval by M&T’s Board of Directors in the ordinary course of business.

M&T’s pending acquisition of Hudson City Bancorp, Inc. (“Hudson City”) remains subject to regulatory approval, including approval by the Federal Reserve, and certain other closing conditions. However, the Federal Reserve’s instructions for the 2014 stress tests required institutions to incorporate any proposed business plan changes in their stress tests results. Accordingly, M&T’s capital plan submission included a pro forma projection of assets, results of operations and net capital issuance incorporating the proposed acquisition of Hudson City. The amount of the new capital assumed in M&T’s submission was equivalent to 70% of the Hudson City purchase price.

M&T also announced today that it has released the results of its “company-run” 2014 Dodd-Frank Act Stress Test. This information is available on M&T’s website and can be found at <http://ir.mandtbank.com/> under Regulatory Disclosures.

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.

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