
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 26, 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
(IRS Employer
Identification No.)

One M&T Plaza, Buffalo, New York 14203
(Address of principal executive offices, including 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:

- 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 April 26, 2010, M&T Bank Corporation (“M&T”) issued a press release announcing that its application to acquire Wilmington Trust Corporation (“Wilmington Trust”) had been approved by the Board of Governors of the Federal Reserve System. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press release dated April 26, 2011.

ADDITIONAL INFORMATION

In connection with the proposed merger, M&T has filed with the SEC a Registration Statement on Form S-4 that includes a Proxy Statement of Wilmington Trust and a Prospectus of M&T, and Wilmington Trust mailed the definitive Proxy Statement/Prospectus to its stockholders on or about February 14, 2011. Each of M&T and Wilmington Trust may file other relevant documents concerning the proposed transaction. INVESTORS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE DEFINITIVE 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, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

Investors can obtain a free copy of the definitive Proxy Statement/Prospectus, as well as other filings containing information about M&T and Wilmington Trust at the SEC’s Internet site (<http://www.sec.gov>). You can also obtain these documents, free of charge, at <http://www.mtb.com> under the tab “About Us” and then under the heading “Investor Relations” and then under “SEC Filings.” Copies of the Proxy Statement/Prospectus and the SEC filings that will be incorporated by reference in the 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) 842-5138.

M&T and Wilmington Trust and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Wilmington Trust in connection with the proposed merger. Information about the directors and executive officers of M&T is set forth in the proxy statement for M&T’s 2011 annual meeting of stockholders, as filed with the SEC on a Schedule 14A on March 7, 2011. Information about the directors and executive officers of Wilmington Trust is set forth in Wilmington Trust’s Form 10-K for the year ended December 31, 2010, as filed with the SEC on March 1, 2011. Additional information regarding the interests of those persons and other persons who may be deemed participants in the transaction may be obtained by reading the definitive Proxy Statement/Prospectus and other relevant materials filed with the SEC. You may obtain free copies of these documents as described in the preceding paragraph.

SIGNATURES

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

M&T BANK CORPORATION

/s/ René F. Jones

René F. Jones

Executive Vice President and Chief Financial Officer

Date: April 26, 2011

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press release dated April 26, 2011.

**M&T BANK CORPORATION ANNOUNCES FEDERAL RESERVE BOARD APPROVAL
OF ITS APPLICATION TO ACQUIRE WILMINGTON TRUST CORPORATION**

BUFFALO, N.Y. April 26, 2011/PRNewswire/ — M&T Bank Corporation (“M&T”)(NYSE: MTB) announced today that its application to acquire Wilmington Trust Corporation (“WTC”) (NYSE: WL) has been approved by the Board of Governors of the Federal Reserve System. Additional regulatory approvals, including those from the New York State Banking Superintendent and the Delaware Banking Commissioner, are still pending. Subject to the terms and conditions of the merger agreement, M&T expects to close the merger with WTC promptly after receiving the remaining regulatory approvals and after the 15-day waiting period associated with the Federal Reserve Board’s approval order has expired.

As noted at the time the merger with WTC was announced on November 1, 2010, following completion of the merger, M&T expects its capital ratios at the end of the second quarter of 2011 to be comparable to what they were as of September 30, 2010. Pursuant to its capital plan, M&T intends to undertake a series of actions during the second quarter of 2011:

- Simultaneous with the closing of the merger, M&T intends to redeem the \$330 million of preferred stock that was issued to the U.S. Department of the Treasury (“Treasury Department”) by WTC pursuant to the Troubled Asset Relief Program (“TARP”).
- By the end of the second quarter of 2011, M&T intends to repay an additional \$370 million of the TARP preferred stock issued to the Treasury Department by Provident Bankshares Corporation and by M&T.
- To supplement its Tier 1 capital, M&T will issue \$500 million of new perpetual preferred stock prior to the end of the second quarter of 2011.

Rene F. Jones, M&T’s Executive Vice President and Chief Financial Officer, commented, “We are pleased to have reached another milestone toward completion of our merger with Wilmington Trust. In addition, our planned capital actions will sustain our strong capital base and enable us to continue to meet the credit needs of our consumer and commercial customers throughout the communities we serve.”

Under the terms of the merger agreement, upon closing of the WTC merger, WTC shareholders will receive 0.051372 shares of M&T common stock in exchange for each share of WTC common stock they own. As previously announced by WTC, its shareholders approved the merger on March 22, 2011.

M&T is a financial holding company headquartered in Buffalo, New York. M&T's banking subsidiaries, M&T Bank and M&T Bank, National Association, operate retail and commercial bank branches in New York, Pennsylvania, Maryland, Virginia, West Virginia, New Jersey, Delaware, the District of Columbia and Ontario, Canada.

THIS PRESS RELEASE IS FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES AND SHALL NOT CONSTITUTE AN OFFER, SOLICITATION OR SALE OF ANY SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL. THE OFFERING MAY BE MADE ONLY BY MEANS OF A PROSPECTUS.

M&T has an existing shelf registration statement on file with the Securities and Exchange Commission (SEC) and will file a prospectus supplement prior to offering its securities, as applicable. Before you invest, you should read the registration statement (including the base prospectus), the prospectus supplement and other documents M&T has filed with the SEC for more complete information about M&T and any such offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, M&T will arrange to send you any such prospectus if you request it by calling (716) 842-5138.

Forward-Looking Statements

This press release contains forward looking statements within the meaning of the Private Securities Litigation Reform Act giving M&T's expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "prospects" or "potential," by future conditional verbs such as "will," "would," "should," "could" or "may", or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements.

In addition to factors previously disclosed in our filings with the U.S. Securities and Exchange Commission (the "SEC") and those identified elsewhere in this presentation, the following factors among others, could cause actual results to differ materially from forward-looking statements or historical performance: ability to obtain regulatory approvals and meet other closing conditions to the merger on the expected terms and schedule; delay in closing the merger; difficulties and delays in integrating the M&T and Wilmington Trust businesses or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of M&T products and services; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of

technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms, including those associated with the Dodd-Frank Wall Street Reform and Consumer Protection Act. Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

INVESTOR CONTACT:

Donald J. MacLeod
(716) 842-5138

MEDIA CONTACT:

Philip Hosmer
(410) 916-0790