

---

---

**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): January 3, 2014

---

**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 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

M&T Bank Corporation (“M&T”) announced today that Michael P. Pinto has resigned as a Vice Chairman of the Board and as a director of M&T and M&T Bank, M&T’s principal banking subsidiary, due to a serious medical condition, effective January 3, 2014. Mr. Pinto also resigned as Chairman and Chief Executive Officer of M&T Bank’s Mid-Atlantic Division. Mr. Pinto was appointed a Vice Chairman of M&T Bank and will serve in an advisory role on a part-time basis.

Mark J. Czarnecki, President of M&T and M&T Bank, was also appointed Chief Operating Officer of M&T and M&T Bank, effective January 3, 2014. Mr. Czarnecki, 58, has served as President of M&T and M&T Bank and as a director on the Boards of Directors of M&T and M&T Bank since 2007.

René F. Jones, Executive Vice President and Chief Financial Officer of M&T, was appointed as a Vice Chairman of M&T Bank in addition to his position as Chief Financial Officer of M&T Bank, effective January 3, 2014. Mr. Jones, 49, has served as Chief Financial Officer of M&T and M&T Bank since 2005. In addition, Mr. Jones has served as an Executive Vice President of M&T and M&T Bank since 2006.

Kevin J. Pearson, Executive Vice President of M&T and M&T Bank, was appointed as a Vice Chairman of M&T Bank, effective January 3, 2014. Mr. Pearson, 52, has served as an Executive Vice President of M&T and M&T Bank since 2002.

The Boards of Directors of M&T and M&T Bank approved these appointments on January 3, 2014.

The public announcement regarding these appointments was made by means of a news release, the text of which is set forth in Exhibit 99 to this Form 8-K and which is incorporated herein by reference in its entirety.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.

99 News Release dated January 7, 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: January 7, 2014

By: /s/ Drew J. Pfirman

Drew J. Pfirman  
Senior Vice President  
and General Counsel

EXHIBIT INDEX

Exhibit No.

99

News Release dated January 7, 2014. Filed herewith.

- 4 -

FOR IMMEDIATE RELEASE  
Tuesday, January 7, 2014

MEDIA CONTACT: C. Michael Zabel  
716-842-2311

INVESTOR CONTACT: Donald J. MacLeod  
716-842-5462

**M&T VICE CHAIRMAN MICHAEL PINTO RESIGNS FOR HEALTH REASONS**  
**President Mark Czarnecki Named Chief Operating Officer;**  
**CFO Rene Jones and EVP Kevin Pearson Become Vice Chairs of M&T Bank**

BUFFALO, N.Y. — M&T Bank Corporation (“M&T”) (NYSE: MTB) announced today that Vice Chairman Michael P. Pinto, 57, has resigned from M&T’s board of directors due to a serious medical condition. However, Mr. Pinto will continue as Vice Chairman of M&T Bank, M&T’s primary banking subsidiary, on a part-time basis in an advisory role.

“Mike needs to devote time and energy to his treatment, and we support him and his family completely,” said Robert G. Wilmers, M&T’s Chairman and CEO.

Mr. Pinto joined M&T Bank in 1985. He was named Executive Vice President and Chief Financial Officer in 1996. He was appointed Vice Chairman of M&T Bank and elected to the boards of M&T and M&T Bank in 2003, and was named Chairman and CEO of the Mid-Atlantic division of M&T Bank in 2005. Mr. Pinto was named Vice Chairman of the Board of M&T in 2007.

“Mike has been a leader in our disciplined approach to mergers and acquisitions, our efficient operating model and our focus on creating and preserving shareholder value. Not coincidentally, his tenure has been concurrent with a period of tremendous growth for the bank,” Mr. Wilmers said. “Moreover, Mike is one of the people who helped instil M&T’s community banking philosophy—our enduring and uncompromising commitment to the cultural attributes which set us apart in both good times and bad. A company’s culture is bigger than any one person, but Mike stands as tall as any.”

Following Mr. Pinto’s resignation, M&T announced that President Mark J. Czarnecki, 58, has also been named Chief Operating Officer, effective immediately. As such, Mr. Czarnecki assumes added responsibilities for the day-to-day management of the company, including coordination of the bank’s credit, audit and risk divisions. He will continue to report to Mr. Wilmers.

Furthermore, M&T announced that Chief Financial Officer Rene F. Jones and Executive Vice President Kevin J. Pearson have been named Vice Chairmen of M&T Bank, and with expanded roles, will now report to Mr. Wilmers as well.

— MORE —

In addition to his current duties, Mr. Jones, 49, now assumes responsibility for Wilmington Trust, M&T Bank's wealth and institutional trust management subsidiary, and for M&T Bank's treasury division. Mr. Jones joined M&T in 1992, and succeeded Mr. Pinto as Chief Financial Officer in 2005.

Mr. Pearson, 52, will now oversee the bank's entire commercial banking line of business. Pearson joined M&T in 1989, and has been leading the bank's New York metropolitan markets since 2002. He is a member of M&T's Management Committee and Chairman of the bank's Senior Loan Committee.

"Mark, Rene and Kevin bring a combined total of 83 years of experience at M&T to their roles, and each has contributed significantly to the organization we have built, the culture we have created and the success we have achieved. Working side-by-side with the rest of our experienced management team, they will provide sound leadership and guidance as we navigate, not just through Mike's treatment, but through a challenging and dynamic banking environment as well," said Mr. Wilmers.

"In his absence, but in accordance with his wishes, we will focus our attention on running the bank, while Mike focuses on his health. Today, therefore, we announce changes that are necessary to position our company for future growth and success—and to preserve our deep commitment to our customers, employees and shareholders, and to our community banking values," Wilmers concluded.

#####