

**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): June 16, 2020

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) 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 (see General Instruction 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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbols	Name of Each Exchange on Which Registered
Common Stock, \$.50 par value	MTB	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

(d) Election of Calvin G. Butler, Jr. to the Board of Directors

On June 16, 2020, the Board of Directors of M&T Bank Corporation (“M&T”) elected Calvin G. Butler, Jr. as a director of M&T. Mr. Butler was also elected a director of M&T Bank, M&T’s principal banking subsidiary. The public announcement was made by means of a news release, which is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

As a non-employee director, Mr. Butler will participate in M&T’s director compensation program as described in M&T’s 2020 proxy statement. No decisions have been made regarding committee assignments for Mr. Butler. There are no arrangements or understandings between Mr. Butler and any other person pursuant to which he was selected as a director. Mr. Butler has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	News Release dated June 16, 2020
104	Cover Page Interactive Data file (embedded within the Inline XBRL document)

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: June 17, 2020

M&T Bank Corporation

By: /s/ Marie King

Name: Marie King

Title: Group Vice President and Corporate Secretary



M&T Bank Corporation Elects Calvin G. Butler, Jr. to Board of Directors

Buffalo, N.Y., June 16, 2020 – M&T Bank Corporation (NYSE: MTB) (“M&T”) announced today the election of Calvin G. Butler, Jr., Chief Executive Officer of Exelon Utilities, to its Board of Directors, effective June 16, 2020. Mr. Butler was also elected to the Board of Directors of M&T Bank, M&T’s principal banking subsidiary.

A resident of Baltimore, Md., Mr. Butler Jr. is a senior executive vice president of Exelon Corporation (NASDAQ: EXC) (“Exelon”) and Chief Executive Officer of Exelon Utilities. He oversees Exelon Utilities’ six local electric and natural gas companies, which together form the nation’s largest utility company by customer count, serving approximately 10 million electric and gas customers in New Jersey, Maryland, Illinois, Delaware, Pennsylvania and the District of Columbia, respectively. He previously served as Chief Executive Officer of Baltimore Gas and Electric Company (“BGE”), an Exelon company, from 2014 to 2019.

“Calvin Butler is a transformational and inspirational business and community leader, and his election to the M&T board comes at an important time for our company, our customers and our colleagues,” said René F. Jones, M&T’s Chairman and CEO. “He will add to the voices and views in our boardroom and throughout our company as we continue to support inclusive and equitable opportunities in Baltimore and communities across our footprint.”

“I am honored to join M&T’s board of directors and foster their work delivering exceptional financial and operational performance,” said Mr. Butler. “My personal commitments align with their efforts to be a strong corporate citizen and strengthen the communities in which they operate. I am energized to join this impressive team for the work ahead.”

Mr. Butler joined Exelon in 2008 as Vice President of External Affairs and Large Customer Services for ComEd, an Exelon company and the largest electric utility in Illinois. He also held Senior Vice President positions in Human Resources and Corporate Affairs for Exelon before joining BGE in 2013 as the Baltimore utility company’s Senior Vice President of Regulatory and External Affairs.

Mr. Butler serves as board chair of the Gridwise Alliance, an advocacy organization promoting modernization and innovation for the nation’s electrical grid, and on the Board of Directors for RLI Corporation, serving as a member of its audit and nominations/governance committees.

Mr. Butler serves on the boards of several prominent Baltimore-based organizations including the Baltimore Community Foundation, University of Maryland School of Medicine’s Board of Visitors, Greater Baltimore Committee, Cal Ripken, Sr. Foundation, the Center Club and Caves Valley Golf Club. He is immediate past board chair of his alma mater, Bradley University. In addition, Mr. Butler serves on the board of the Institute of International Education, a not-for-profit organization focused on advancing scholarship, promoting access to education, and building economies; and the Library of Congress’ James Madison Council.

He has been recognized by several organizations for his leadership and community commitment. In 2020, he was named among Black Enterprise Magazine’s “Most Influential Black Executives in Corporate America.” In 2017, he was named among Black Enterprise Magazine’s “300 Most Powerful Executives in Corporate America,” and “Industrialist of the Year” by the Baltimore Museum of Industry. Three times The Daily Record named Mr. Butler one of Maryland’s “Most Admired CEOs” and one of its top 35 Influential Marylanders, while Baltimore Magazine named him as one of its “Top Ten Baltimoreans.”

Mr. Butler earned a bachelor’s degree from Bradley University and a Juris Doctor degree from Washington University School of Law.

About M&T Bank

M&T Bank Corporation 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.

© 2020 M&T Bank. Member FDIC.

#####

Investor Contact:

Donald J. MacLeod
(716) 842 5138
dmacleod@mtb.com

Media Contact:

David Lanzillo
716-842-5139
dlanzillo@mtb.com