
**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): November 19, 2018

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)

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.

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

(c) Change in Principal Executive Officer

On November 19, 2018, M&T Bank Corporation (“M&T”) announced that its Board of Directors had approved the appointment of Christopher E. Kay as an Executive Vice President of M&T and its principal banking subsidiary, M&T Bank, effective immediately, and as the Head of Consumer Banking, Business Banking and Marketing. In this role, Mr. Kay is responsible for managing more than 8,000 employees, 750 branches and 1,800 ATMs across eight states and the District of Columbia. He was also appointed to the Management Group of M&T.

These appointments were approved during a joint meeting of the Boards of Directors of M&T and M&T Bank on November 19, 2018.

Mr. Kay, age 53, most recently served from 2014 to 2018 as Chief Innovation Officer at Humana and from 2007 to 2013 as Managing Director of Citi Ventures.

The public announcement of these board actions was made by means of a news release, the text of which is set forth on Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	News Release dated November 19, 2018.

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: November 23, 2018

M&T BANK CORPORATION

By: /s/ Laura O'Hara

Laura O'Hara

Senior Vice President and General Counsel

PRESS RELEASE

Monday, November 19, 2018

CONTACT: C. Michael Zabel
716/842-2311**M&T Bank Names Christopher E. Kay New Head of
Consumer Banking, Business Banking, and Marketing
*Kay Has Led Innovation in a Variety of Consumer Businesses***

Buffalo, New York—M&T Bank announced today that Christopher E. Kay has been named Executive Vice President and Head of Consumer Banking, Business Banking and Marketing. He was also appointed to M&T's Management Group.

Building on his career as a change agent in a variety of different consumer businesses, Kay comes to M&T after serving as Chief Innovation Officer at Humana, where he led efforts to create a new kind of integrated care with the power to improve health and well-being and lower costs for customers.

Prior to that, Kay was the Managing Director of Citi Ventures, where he led efforts globally to redesign and scale a new customer experience across the consumer and private banking businesses, including initiatives dealing with payments, digital commerce and more.

In a number of senior operating roles for Target, Chris reinvented the consumer shopping experience by making stores a lifestyle health destination, supported by a consistent operating model, end-to-end workflows and a customer-centric merchandising strategy.

"Understanding what's important to our customers is our daily mission at M&T Bank, so we know that people expect more options, more access, more speed and more security from their bank today—and they also want more information, more holistic solutions and more timely, relevant and actionable advice," explained M&T Chairman and CEO René F. Jones.

"Chris Kay will help lead our efforts to develop innovative products, services, solutions and experiences for our customers—and for the employees who serve them—in today's ever-changing world where needs and demands are evolving rapidly."

Kay is responsible for managing more than 8000 employees, 750 branches and 1,800 ATMs across eight states and the District of Columbia.

"I'm delighted to be joining M&T Bank and I'm honored to lead teams that have served the communities they work with so well for decades" said Kay. "Our customers' needs are changing all the time and technology makes new things possible, so I'm looking forward to delivering simple, convenient and secure new services that make our customers lives easier and help them do more with their money."

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. © 2018 M&T Bank. Member FDIC.

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