

M&T BANK CORP  
Form S-8  
October 19, 2012

As filed with the Securities and Exchange Commission on October 19, 2012

Registration Statement No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**M&T BANK CORPORATION**

(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction of  
incorporation or organization)

16-0968385  
(I.R.S. Employer  
Identification No.)

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**One M&T Plaza**

**Buffalo, New York 14203**

(Address of Principal Executive Offices, including zip code)

**M&T BANK CORPORATION**

**2008 DIRECTORS STOCK PLAN**

(Full title of the plan)

**Brian R. Yoshida, Esq.**

**Group Vice President and Deputy General Counsel**

**M&T Bank Corporation**

**One M&T Plaza**

**Buffalo, New York 14203**

**(716) 842-5464**

(Name and address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**Calculation of Registration Fee**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed</b>	
			<b>Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.50 par value	100,000	\$96.87	\$9,687,000	\$1,321.31

- (1) This Registration Statement covers 100,000 additional shares of common stock, par value \$0.50 per share, of M&T Bank Corporation (the Registrant or the Corporation) available for issuance pursuant to awards under the Corporation's 2008 Directors' Stock Plan (the Plan). This Registration Statement also covers an indeterminate number of additional shares which may be offered and issued under the Plan to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and Rule 457 (h)(1) of the Securities Act of 1933, as amended; calculated based on the average of the high and low prices for the Corporation's Common Stock on October 12, 2012, as reported on the New York Stock Exchange.

**EXPLANATORY NOTE**

This Registration Statement is filed to register an additional 100,000 shares of common stock, par value \$0.50 per share, of the Corporation, which may be awarded under the Plan pursuant to an amendment of the Plan authorized by the board of directors of the Corporation on August 21, 2012. This Registration Statement is filed pursuant to General Instruction E of Form S-8. The contents of the Registration Statement on Form S-8 (File No. 333-150122) are incorporated herein by reference and made a part hereof.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Corporation with the Securities and Exchange Commission (the Commission) are incorporated by reference into this Registration Statement:

- (a) the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the Commission on February 23, 2011;
- (b) The Corporation's Quarterly Reports on Form 10-Q for the fiscal quarter ended March 31, 2012, filed with the Commission on May 10, 2012, and for the fiscal quarter ended June 30, 2012, and Amendment No. 1 to same on Form 10-QA, both filed with the Commission on August 9, 2012.
- (c) All other reports filed by the Corporation pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) since the end of the fiscal year covered by the Annual Report referred to in (a) above, including M&T's Current Reports on Form 8-K filed with the Commission on June 13, 2012, August 22, 2012, August 27, 2012, August 31, 2012, and September 10, 2012; and
- (d) The description of the Corporation's Common Stock contained in the Registration Statement on Form 8-A, filed by M&T on May 20, 1998, under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Corporation pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall also be deemed to be incorporated by reference into this Registration Statement and to be a part hereof commencing on the date of the filing of such documents.

Any statement contained herein or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

**Item 5. Interests of Named Experts and Counsel.**

Brian R. Yoshida, Esq., Group Vice President and Deputy General Counsel of the Corporation, has delivered a legal opinion to the effect that the issuance and sale of the common stock offered hereby was duly authorized by the Corporation and that such common stock will be validly issued, fully paid and nonassessable when issued pursuant to the Plan.

**Item 8. Exhibits.**

The exhibits to this Registration Statement are described in the Exhibit Index below.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, M&T Bank Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Buffalo, New York on October 19, 2012.

**M&T BANK CORPORATION**

By: /s/ René F. Jones  
René F. Jones

Executive Vice President and Chief Financial  
Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on October 19, 2012.

<b>Signature</b>	<b>Title</b>
*	Chairman of the Board and Chief Executive Officer
Robert G. Wilmers	(Principal Executive Officer) and Director
*	Executive Vice President and Chief Financial Officer
René F. Jones	(Principal Financial Officer)
*	Senior Vice President and Controller
Michael R. Spsychala	(Principal Accounting Officer)
*	Director
Brent D. Baird	
*	Director
C. Angela Bontempo	
*	Director
Robert T. Brady	
*	Director
T. Jefferson Cunningham III	
*	Director
Mark J. Czarnecki	
	Director
Gary N. Geisel	

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\*  
John D. Hawke, Jr. Director

\*  
Patrick W.E. Hodgson Director

\*  
Richard G. King Director

Jorge G. Pereira Director

Michael P. Pinto Director

Melinda R. Rich Director

\*  
Robert E. Sadler, Jr. Director

\*  
Herbert L. Washington Director

\* By: /s/ Brian R. Yoshida  
Brian R. Yoshida

(Attorney-in-Fact)

Pursuant to Power of Attorney filed herewith

**EXHIBIT INDEX**

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
4.1	M&T Bank Corporation 2008 Directors Stock Plan, as amended on August 21, 2012, filed herewith.
5.1	Opinion of Brian R. Yoshida, Esq., filed herewith.
23.1	Consent of PricewaterhouseCoopers LLP, filed herewith.
23.2	Consent of Brian R. Yoshida, Esq., included in the opinion filed as Exhibit 5.1 hereto.
24.1	Power of attorney, filed herewith.