

## 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): October 6, 2000

M&T BANK CORPORATION  
(Exact name of registrant as specified in its charter)New York  
(State or other jurisdiction of incorporation)001-9861 16-0968385  
(Commission File Number) (I.R.S. Employer Identification No.)One M&T Plaza, Buffalo, New York 14203  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (716) 842-5445

(NOT APPLICABLE)  
(Former name or former address, if changed since last report)

Item 2. Acquisition or Disposition of Assets.

On October 6, 2000, M&T Bank Corporation ("M&T") consummated the merger (the "Merger") of Keystone Financial, Inc. ("Keystone") with and into Olympia Financial Corp. ("Olympia"), a wholly owned subsidiary of M&T, pursuant to the Agreement and Plan of Reorganization dated as of May 16, 2000 among M&T, Olympia and Keystone (the "Reorganization Agreement") and a related Agreement and Plan of Merger also dated as of May 16, 2000 between Keystone and Olympia and joined in by M&T (the "Merger Agreement"). Disclosure that M&T, Olympia and Keystone, had entered into the Reorganization Agreement was previously reported by M&T Bank in its Current Report on Form 8-K dated May 16, 2000.

After application of the election, allocation and proration procedures contained in the Merger Agreement, the aggregate consideration for the Merger consisted of 15,900,292 shares of M&T common stock and \$374.4 million in cash. The source of the cash consideration was a portion of the proceeds of an offering of 8% Subordinated Notes due 2010 by Manufacturers and Traders Trust Company ("M&T Bank"), a wholly owned subsidiary of Olympia and an indirect wholly owned subsidiary of M&T. This offering is described in Item 5 hereof. On October 7, 2000, the total number of shares of M&T common stock outstanding, including the shares issued in connection with the Merger, was 92,765,332, after giving effect to a 10-for-1 split of M&T common stock on October 5, 2000.

Following the Merger, Keystone Financial Bank, N.A. ("Keystone Bank"), Keystone's commercial bank subsidiary, merged (the "Bank Merger") with and into M&T Bank. As a result of the Bank Merger, M&T Bank acquired 187 banking offices formerly operated by Keystone Bank in 31 Pennsylvania counties, three Maryland counties and one county in West Virginia.

Upon consummation of the Merger, Carl L. Campbell, Donald Devorris, Daniel R. Hawbaker, Richard G. King and Stephen G. Sheetz became directors of M&T and M&T Bank. Messrs. Campbell, Devorris and King formerly were directors of Keystone and Keystone Bank. Messrs. Hawbaker and Sheetz formerly were directors of Keystone Bank. In addition, Mr. Campbell, formerly Chairman, President and Chief Executive Officer of Keystone, became a Vice Chairman of the Boards of Directors of M&T and M&T Bank.

The foregoing description of the Merger is qualified in its entirety by reference to the Reorganization Agreement filed as Exhibit 2 to M&T's Current Report on Form 8-K dated May 16, 2000 and the Merger Agreement set forth as Annex A of the Reorganization Agreement.

M&T Bank's announcement of the consummation of the Merger was made by means of a news release, a copy of which is set forth as Exhibit 99.1 hereto and incorporated herein by reference.

Item 5. Other Events.

On October 5, 2000, M&T Bank completed an offering of \$500 million of 8% Subordinated Notes due 2010. The Subordinated Notes were structured to qualify as regulatory capital under federal banking laws. The proceeds will be used,

among other things, to fund the cash consideration described in Item 2 hereof and to maintain M&T Bank's "well capitalized" status for regulatory purposes after the Merger. A copy of the press release announcing consummation of the offering is set forth as Exhibit 99.2 hereto and incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(a) Keystone's audited consolidated financial statements as of December 31, 1999 and 1998 and for each of the years ended December 31, 1999, 1998 and 1997, included in Keystone's Annual Report on Form 10-K for the year ended December 31, 1999, are hereby incorporated by reference, together with the report of Ernst & Young LLP, independent auditors, on such financial statements.

In addition, Keystone's unaudited consolidated financial statements as of June 30, 2000 and 1999 and for the three months and six months ended June 30, 2000 and 1999, included in Keystone's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2000, are hereby incorporated by reference.

The pro forma financial information required to be filed by Item 7 (b) to Form 8-K shall be filed as soon as practicable after the date hereof, but not later than 60 days after this Current Report on Form 8-K would otherwise be required to be filed.

(b) The following exhibits are filed herewith or incorporated by reference herein as a part of this report:

Exhibit No.

- |      |   |
|------|---|
| 2    | Agreement and Plan of Reorganization dated as of May 16, 2000 by and among M&T, Olympia and Keystone (including the Agreement and Plan of Merger as Annex A thereto). Incorporated by reference to Exhibit No. 2 to M&T Current Report on Form 8-K dated May 16, 2000 of M&T (File No. 001-9861). |
| 23   | Consent of Ernst & Young LLP, independent auditors to Keystone Financial, Inc. Filed herewith.  |
| 99.1 | Press Release, dated October 9, 2000, announcing consummation of the Merger. Filed herewith.  |
| 99.2 | Press Release, dated October 5, 2000, announcing completion of offering of \$500 million of 8% Subordinated Notes due 2010 by M&T Bank. Filed herewith.   |
| 99.3 | Keystone's 1999 audited Financial Statements, together with the Report of the Independent Auditors thereon. Incorporated by reference to Keystone's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 000-11460).   |

99.4 Keystone's June 30, 2000 unaudited financial statements. Incorporated by reference to Keystone's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2000 (File No. 000-11460).

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: October 20, 2000

By: /s/ Michael P. Pinto  
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Michael P. Pinto  
Executive Vice President  
and Chief Financial Officer

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Report Dated October 6, 2000

Commission File Number: 001-9861

M&T BANK CORPORATION  
(Exact name of registrant as specified in its charter)

EXHIBITS

-5-

## EXHIBIT INDEX

## Exhibit No.

- 2 Agreement and Plan of Reorganization dated as of May 16, 2000 by and among M&T, Olympia and Keystone (including the Agreement and Plan of Merger as Annex A thereto). Incorporated by reference to Exhibit No. 2 to M&T Current Report on Form 8-K dated May 16, 2000 of M&T (File No. 001-9861).
- 23 Consent of Ernst & Young LLP, independent auditors to Keystone Financial, Inc. Filed herewith.
- 99.1 Press Release, dated October 9, 2000, announcing consummation of the Merger. Filed herewith.
- 99.2 Press Release, dated October 5, 2000, announcing completion of offering of \$500 million of 8% Subordinated Notes due 2010 by M&T Bank. Filed herewith.
- 99.3 Keystone's 1999 audited Financial Statements, together with the Report of the Independent Auditors thereon. Incorporated by reference to Keystone's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 000-11460).
- 99.4 Keystone's June 30, 2000 unaudited financial statements. Incorporated by reference to Keystone's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2000 (File No. 000-11460).

## Consent of Independent Auditors

We consent to the reference to our firm under Item 7, Financial Statements and Exhibits and to the use of our report dated January 28, 2000, with respect to the consolidated financial statements of Keystone Financial, Inc. (KFI) and subsidiaries incorporated by reference in its Annual Report (Form 10-K) for the year ended December 31, 1999, incorporated by reference in this Form 8-K of M&T Bank Corporation (M&T) regarding the business combination of KFI and M&T.

Ernst & Young

Pittsburgh, Pennsylvania  
October 20, 2000

CONTACT: Michael S. Piemonte  
(716) 842-5445

FOR IMMEDIATE RELEASE  
Monday, October 9, 2000

M&T BANK CORPORATION AND KEYSTONE FINANCIAL, INC.  
COMPLETE MERGER

BUFFALO, N.Y. --- M&T Bank Corporation ("M&T")(NYSE:MTB), Buffalo, New York, today announced the completion of the acquisition of Keystone Financial, Inc. ("Keystone")(NASDAQ:KSTN), Harrisburg, Pennsylvania, and the merger of Keystone's banking subsidiary, Keystone Financial Bank, N.A., into Manufacturers and Traders Trust Company ("M&T Bank"), M&T's principal commercial bank subsidiary. All 187 former Keystone banking offices are now operating as offices of M&T Bank. As a result of the acquisition, M&T now has the number one share of deposits in upstate New York and central Pennsylvania, with more than 450 banking offices in New York, Pennsylvania, Maryland and West Virginia and approximately \$29 billion in total assets.

Former Keystone chairman, president and chief executive officer Carl L. Campbell becomes a vice chairman of M&T Bank Corporation and M&T Bank. "M&T's new customers have joined a financial services institution long-known and well-respected for quality, consistency and success," said Mr. Campbell. "I am confident that M&T can and will uphold Keystone's tradition of customer service and community leadership."

Robert G. Wilmers, chairman, president and chief executive officer of M&T and chairman and chief executive officer of M&T Bank noted, "M&T has the unique ability to bring our customers the strength and service of a large financial institution - while maintaining the local know-how and decision-making capacity of a community bank."

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M&T acquired Keystone for stock and cash, with 65% of the outstanding Keystone shares being exchanged for M&T common stock at a ratio of one-half share of M&T for each Keystone common share. Approximately 15,902,000 shares of M&T common stock were issued. Each of the remaining 35% of Keystone common shares were exchanged for \$21.50 in cash. The merger was structured as a tax-free exchange for shareholders to the extent they receive stock and was accounted for as a purchase transaction.

Shareholders who made stock elections received 74.31% of their stock elections in M&T common stock (with fractional shares being paid in cash), and the remaining 25.69% of their stock elections were converted to cash at \$21.50 for each share of Keystone common stock. Based on Friday's closing price of \$51.30 per M&T share, this equates to \$24.58 for each share of Keystone common stock.

Shareholders who made cash elections received \$21.50 for each share of Keystone common stock.

Shareholders who made no election, failed to surrender Keystone common stock certificates or other required election documents, or whose election documents were not received by the exchange agent before 5 p.m. on Wednesday, September 20, 2000, also will receive \$21.50 in cash for each share of Keystone common stock.

M&T is also the parent company of M&T Bank, N.A. (Oakfield, New York).

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M&T BANK CORPORATION AND  
KEYSTONE FINANCIAL, INC. COMPLETE MERGER

EquiServe acted as the Exchange Agent in connection with the merger and has tabulated the elections made by Keystone shareholders pursuant to the terms of the merger. The results of the tabulation are as follows:

STOCK ELECTIONS - Shareholders who made stock elections will receive 74.31% of their stock elections in M&T common stock (with fractional shares being paid in cash) and the remaining 25.69% of their stock elections will be converted to cash at \$21.50 for each share of Keystone common stock. The following example illustrates the allocation.

EXAMPLE

Stock - 74.31%		Cash - 25.69%	
Keystone Stock Election		50 shares	
Stock Consideration Percentage	x	74.31%	
		-----	
Shares to be Exchanged for Stock	=	37.155	
Shares to be Exchanged (Truncate)		37	
			-----
			13
Exchange Ratio	x	0.5	
		-----	
Shares of M&T Common Stock		18.5 (1)	
			-----
			\$21.50
			-----
			\$279.50

(1) Cash in lieu of fractional shares will be paid at a rate of \$52.10 per M&T share.

CASH ELECTION - Shareholders who made cash elections will receive \$21.50 in cash for each share of Keystone common stock.

NO ELECTIONS - Shareholders who made no election, failed to surrender Keystone stock certificates or other required election documents, or whose election documents were not received by the Exchange Agent by 5:00 p.m. on Wednesday, September 20, 2000 will receive \$21.50 in cash for each share of Keystone common stock.

NOTE: CASH PAYMENTS CAN BE MADE ONLY UPON THE SURRENDER OF KEYSTONE FINANCIAL, INC. STOCK CERTIFICATES TO THE EXCHANGE AGENT TOGETHER WITH PROPERLY COMPLETED AND EXECUTED TRANSMITTAL MATERIALS IN THE FORM TO BE PROVIDED TO FORMER KEYSTONE SHAREHOLDERS.

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Michael S. Piemonte  
(716) 842-5445

Immediate  
Thursday, October 5, 2000

M&T BANK ISSUES \$500 MILLION OF SUBORDINATED DEBT

BUFFALO, N.Y. --- Manufacturers and Traders Trust Company ("M&T Bank"), the principal bank subsidiary of M&T Bank Corporation ("M&T")(NYSE:MTB), today issued \$500 million of 8.00% subordinated notes maturing October 1, 2010.

The notes will primarily provide M&T Bank with funding for the cash portions of M&T's pending acquisitions of Keystone Financial, Inc. ("Keystone") and Premier National Bancorp, Inc. ("Premier"). M&T's acquisition of Keystone is scheduled to close on October 6, 2000, and its acquisition of Premier is currently scheduled to close in the first quarter of 2001.

On September 25, 2000, M&T announced that M&T Bank was contemplating issuing \$350 million of subordinated notes. The issue was enlarged to \$500 million in response to investor demand.

M&T is headquartered in Buffalo, N.Y., and had consolidated assets of \$21.7 billion as of June 30, 2000.

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