

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K/A

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
(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)

M&T Bank Corporation ("M&T") hereby amends Item 7 of its Current Report on Form 8-K, dated October 6, 2000, filed on October 20, 2000 (the "Report"), as set forth below. The purpose of that Report was to disclose, pursuant to Item 2, M&T's acquisition of Keystone Financial, Inc. ("Keystone"). As permitted by Sections (a)(4) and (b)(2) of Item 7, the Report omitted the pro forma financial information required by Item 7(b). The purpose of this amendment is to file such pro forma information.

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.*

(b) An unaudited Pro Forma Condensed Combined Balance Sheet of M&T as of June 30, 2000 and unaudited Pro Forma Condensed Combined Statements of Income of M&T for the six months ended June 30, 2000 and for the year ended December 31, 1999 are filed herewith as Exhibit 99.5. The unaudited Pro Forma Condensed Combined Balance Sheet assumes that the merger of Keystone with and into Olympia Financial Corp., a wholly owned subsidiary of M&T (the "Merger") was consummated on June 30, 2000. Certain amounts in Keystone's historical balance sheet as shown have been reclassified to conform to M&T's presentation. The unaudited Pro Forma Condensed Combined Statements of Income assume that the Merger was consummated on January 1, 1999 and reflect the consolidation of the results of operations of M&T and Keystone for the six months ended June 30, 2000 and for the year ended December 31, 1999. The cash portion of the consideration for the Merger is assumed to have been funded by the issuance of subordinated debentures. As a result of the Merger, M&T expects to achieve substantial benefits, primarily in the area of operating cost savings. Assuming that all cost savings measures are implemented (which are expected to require a 12-month phase-in period), M&T estimates annual pre-tax operating cost savings of approximately \$43 million. M&T's management estimates that savings achieved during the first 12 months following the Merger would represent approximately one-half of the fully phased-in savings. Management also estimates that operating cost savings that may be realized during the first 12 months following the Merger will be largely offset by various one-time expenses associated with systems conversions and other costs of integrating and conforming the acquired operations with M&T. The unaudited Pro Forma earnings do not reflect any direct costs or potential savings which are expected to result from the Merger and are not indicative of the results of future operations. No assurances can be given with respect to the ultimate level of cost savings to be realized or one-time expenses to be incurred.

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*Previously filed with or incorporated by reference into the initial filing of the Report on October 20, 2000

The unaudited Pro Forma condensed financial information is not necessarily indicative of the future financial position or future results of operations of M&T or of the financial position or the results of operations of M&T that would actually have occurred had the Merger been in effect as of the date or for the period presented. In addition, this includes forward-looking statements that are not guarantees of future performances and involve certain risks, uncertainties and assumptions ("Future Factors"). Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Future Factors include: expected cost savings from the Merger that cannot be fully realized or that cannot be realized within the expected time frame; revenues following the Merger that are lower than expected; significant increases in competitive pressure among depository institutions; greater than expected costs or difficulties related to the integration of the business of M&T and Keystone; general economic conditions, either nationally or in the markets in which M&T will be doing business, that are less favorable than expected; and legislative or regulatory requirements or changes that adversely affect the business in which M&T is engaged. Future Factors also include changes in interest rates, spreads on earning assets and interest-bearing liabilities, and interest rate sensitivity; credit losses; sources of liquidity; legislation affecting the financial services industry as a whole, and M&T individually; regulatory supervision and oversight, including required capital levels; increasing price and product/service competition by competitors, including new entrants; rapid technological developments and changes; the ability to continue to introduce competitive new products and services on a timely, cost-effective basis; the mix of products/services; containing costs and expenses; governmental and public policy changes, including environmental regulations; protection and validity of intellectual property rights; reliance on large customers; technological, implementation and cost/financial risks in large, multi-year contracts; the outcome of pending and future litigation and governmental proceedings; continued availability of financing; and financial resources in the amounts, at the times and on the terms required to support M&T's future businesses. These are representative of the Future Factors that could affect the outcome of the forward-looking statements. M&T's forward-looking statements speak only as of the date on which such statements are made. By making any forward-looking statements, M&T assumes no duty to update them to reflect new, changing or unanticipated events or circumstances.

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).*
- 99.5 Unaudited Pro Forma Condensed Combined Balance Sheet of M&T as of June 30, 2000 and unaudited Pro Forma Condensed Combined Statements of Income for the six months ended June 30, 2000 and for the year ended December 31, 1999. Filed herewith.

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*Previously filed with or incorporated by reference into the initial filing of the Report on October 20, 2000.

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: December 15, 2000

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

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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

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EXHIBIT INDEX

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*Previously filed with or incorporated by reference into the initial filing of Report on October 20, 2000

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/A of M&T Bank Corporation (M&T) regarding the business combination of KFI and M&T.

Ernst & Young

Pittsburgh, Pennsylvania
December 15, 2000

M&T BANK CORPORATION
PRO FORMA CONDENSED COMBINED BALANCE SHEET

(DOLLARS IN THOUSANDS)
(UNAUDITED)

The following unaudited pro forma condensed combined balance sheet gives effect to the acquisition by M&T Bank Corporation ("M&T") of Keystone Financial, Inc. and subsidiaries ("Keystone") using the purchase method of accounting assuming the acquisition was consummated on June 30, 2000. Keystone was acquired by M&T on October 6, 2000.

| | June 30, 2000 | | | |
|---|----------------------|------------------|--------------------------|----------------------|
| | M&T | Keystone | Pro forma adjustments | Pro forma |
| ASSETS | | | | |
| Cash and due from banks | \$ 545,423 | 199,906 | | \$ 745,329 |
| Money-market assets | 100,744 | 89,539 | | 190,283 |
| Investment securities | 2,865,259 | 1,666,136 | (12,389) (2) | 4,519,006 |
| Loans and leases | 17,110,535 | 4,809,658 | (20,999) (3) | 21,899,194 |
| Unearned discount | (161,585) | (35,499) | | (197,084) |
| Allowance for credit losses | (320,165) | (61,604) | | (381,769) |
| Loans and leases, net | 16,628,785 | 4,712,555 | (20,999) | 21,320,341 |
| Premises and equipment | 161,367 | 116,924 | (18,794) (4) | 259,497 |
| Goodwill and core deposit intangible | 624,648 | 52,109 | 568,890 (1)-(10) | 1,245,647 |
| Accrued interest and other assets | 819,874 | 201,764 | 19,138 (5) | 1,040,776 |
| Total assets | \$ 21,746,100 | 7,038,933 | 535,846 | \$ 29,320,879 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | | |
| Interest-bearing deposits | \$ 12,681,798 | 4,330,294 | 7,504 (6) | \$ 17,019,596 |
| Short-term borrowings | 2,604,919 | 431,199 | | 3,036,118 |
| Long-term borrowings | 1,774,816 | 859,147 | 368,522 (1)(7) | 3,002,485 |
| Interest-bearing liabilities | 17,061,533 | 5,620,640 | 376,026 | 23,058,199 |
| Non-interest bearing deposits | 2,541,690 | 708,849 | | 3,250,539 |
| Other liabilities | 290,860 | 143,132 | 57,683 (8) | 491,675 |
| Total liabilities | 19,894,083 | 6,472,621 | 433,709 | 26,800,413 |
| Common equity | 1,852,017 | 566,312 | 102,137 (9) | 2,520,466 |
| Total stockholders' equity | 1,852,017 | 566,312 | 102,137 | 2,520,466 |
| Total liabilities and stockholders' equity | \$ 21,746,100 | 7,038,933 | 535,846 | \$ 29,320,879 |

See accompanying notes to pro forma condensed combined balance sheet.

M&T BANK CORPORATION

PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME

(AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)
(UNAUDITED)

The following unaudited pro forma condensed combined statement of income for the six-month period ended June 30, 2000 gives effect to M&T's acquisition of Keystone using the purchase method of accounting assuming the acquisition was consummated on January 1, 1999. Keystone was acquired by M&T on October 6, 2000.

| | For the six months ended June 30, 2000 | | | | Pro forma |
|---|--|----------|-----------------------|----------|------------|
| | M&T | Keystone | Pro forma adjustments | | |
| Interest income | | | | | |
| Loans and leases, including fees | \$ 721,237 | 200,181 | 813 | (11) | \$ 922,231 |
| Money-market assets | 13,202 | 3,296 | | | 16,498 |
| Investment securities | | | | | |
| Fully taxable | 66,721 | 46,130 | 3,888 | (12) | 116,739 |
| Exempt from federal taxes | 5,158 | 6,762 | | | 11,920 |
| Total interest income | 806,318 | 256,369 | 4,701 | | 1,067,388 |
| Interest expense | | | | | |
| Deposits | 270,382 | 94,918 | (1,411) | (13) | 363,889 |
| Short-term borrowings | 81,985 | 10,108 | | | 92,093 |
| Long-term borrowings | 60,070 | 26,123 | 15,873 | (14)(15) | 102,066 |
| Total interest expense | 412,437 | 131,149 | 14,462 | | 558,048 |
| Net interest income | 393,881 | 125,220 | (9,761) | | 509,340 |
| Provision for credit losses | 15,000 | 8,425 | | | 23,425 |
| Net interest income after provision for credit losses | 378,881 | 116,795 | (9,761) | | 485,915 |
| Other income | | | | | |
| Mortgage banking revenues | 29,531 | 3,986 | | | 33,517 |
| Service charges on deposit accounts | 41,414 | 9,798 | | | 51,212 |
| Trust income | 19,741 | 13,936 | | | 33,677 |
| Brokerage services income | 17,462 | 4,053 | | | 21,515 |
| Trading account and foreign exchange gains | 513 | - | | | 513 |
| Gain on sales of bank investment securities | 26 | 204 | | | 230 |
| Other revenues from operations | 36,693 | 17,606 | | | 54,299 |
| Total other income | 145,380 | 49,583 | | | 194,963 |
| Other expense | | | | | |
| Salaries and employee benefits | 153,639 | 52,801 | | | 206,440 |
| Equipment and net occupancy | 35,702 | 21,043 | (2,082) | (16) | 54,663 |
| Printing, postage and supplies | 8,716 | 3,832 | | | 12,548 |
| Amortization of goodwill and core deposit intangible | 28,510 | 2,102 | 23,198 | (17) | 53,810 |
| Other costs of operations | 79,740 | 30,925 | 525 | (18) | 111,190 |
| Total other expense | 306,307 | 110,703 | 21,641 | | 438,651 |
| Income before income taxes | 217,954 | 55,675 | (31,402) | | 242,227 |
| Income taxes | 78,181 | 15,626 | (7,927) | (19) | 85,880 |
| Net income | \$ 139,773 | 40,049 | (23,475) | | \$ 156,347 |
| Net income per common share (20) | | | | | |
| Basic | \$ 1.82 | 0.82 | | | \$ 1.69 |
| Diluted | \$ 1.77 | 0.82 | | | \$ 1.65 |
| Average common shares outstanding (20) | | | | | |
| Basic | 76,872 | 48,862 | 15,900 | | 92,772 |
| Diluted | 79,049 | 48,930 | 15,945 | | 94,994 |

See accompanying notes to pro forma condensed combined statements of income.

M&T BANK CORPORATION

PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME

(AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)
(UNAUDITED)

The following unaudited pro forma condensed combined statement of income for the year ended December 31, 1999 gives effect to M&T's acquisition of Keystone using the purchase method of accounting assuming the acquisition was consummated on January 1, 1999. Keystone was acquired by M&T on October 6, 2000.

| | For the year ended December 31, 1999 | | | | Pro forma |
|---|--------------------------------------|----------|-----------------------|----------|--------------|
| | M&T | Keystone | Pro forma adjustments | | |
| Interest income | | | | | |
| Loans and leases, including fees | \$ 1,323,262 | 379,538 | 3,286 | (11) | \$ 1,706,086 |
| Money-market assets | 27,731 | 5,031 | | | 32,762 |
| Investment securities | | | | | |
| Fully taxable | 118,741 | 89,357 | 8,608 | (12) | 216,706 |
| Exempt from federal taxes | 8,897 | 12,105 | | | 21,002 |
| Total interest income | 1,478,631 | 486,031 | 11,894 | | 1,976,556 |
| Interest expense | | | | | |
| Deposits | 506,476 | 173,942 | (5,710) | (13) | 674,708 |
| Short-term borrowings | 104,911 | 15,844 | | | 120,755 |
| Long-term borrowings | 107,847 | 38,872 | 31,973 | (14)(15) | 178,692 |
| Total interest expense | 719,234 | 228,658 | 26,263 | | 974,155 |
| Net interest income | 759,397 | 257,373 | (14,369) | | 1,002,401 |
| Provision for credit losses | 44,500 | 23,376 | | | 67,876 |
| Net interest income after provision for credit losses | 714,897 | 233,997 | (14,369) | | 934,525 |
| Other income | | | | | |
| Mortgage banking revenues | 71,819 | 12,765 | | | 84,584 |
| Service charges on deposit accounts | 73,612 | 19,173 | | | 92,785 |
| Trust income | 40,751 | 26,422 | | | 67,173 |
| Brokerage services income | 27,140 | 8,158 | | | 35,298 |
| Trading account and foreign exchange gains | 315 | - | | | 315 |
| Gain (loss) on sales of bank investment securities | 1,575 | (338) | | | 1,237 |
| Other revenues from operations | 67,163 | 39,469 | | | 106,632 |
| Total other income | 282,375 | 105,649 | | | 388,024 |
| Other expense | | | | | |
| Salaries and employee benefits | 284,822 | 106,850 | | | 391,672 |
| Equipment and net occupancy | 73,131 | 39,272 | (4,165) | (16) | 108,238 |
| Printing, postage and supplies | 17,510 | 8,079 | | | 25,589 |
| Amortization of goodwill and core deposit intangible | 49,715 | 4,324 | 50,585 | (17) | 104,624 |
| School districts' settlement expense | - | 43,658 | | | 43,658 |
| Special charges | - | 26,917 | | | 26,917 |
| Other costs of operations | 153,780 | 61,878 | 1,037 | (18) | 216,695 |
| Total other expense | 578,958 | 290,978 | 47,457 | | 917,393 |
| Income before income taxes | 418,314 | 48,668 | (61,826) | | 405,156 |
| Income taxes | 152,688 | 11,592 | (15,507) | (19) | 148,773 |
| Net income | \$ 265,626 | 37,076 | (46,319) | | \$ 256,383 |
| Net income per common share (20) | | | | | |
| Basic | \$ 3.41 | 0.76 | | | \$ 2.73 |
| Diluted | \$ 3.28 | 0.75 | | | \$ 2.65 |
| Average common shares outstanding (20) | | | | | |
| Basic | 78,003 | 48,856 | 15,900 | | 93,903 |
| Diluted | 80,905 | 49,186 | 15,997 | | 96,902 |

See accompanying notes to pro forma condensed combined statements of income.

NOTES TO PRO FORMA
CONDENSED COMBINED BALANCE SHEET (UNAUDITED)

Adjustments used in the preparation of the unaudited pro forma condensed combined balance sheet are as follows:

- (1) The unaudited pro forma condensed combined financial information assumes that the funding of the cash consideration of \$374,371,000 is provided by issuance of subordinated notes payable.
- (2) Adjustment to record acquired investment securities at estimated market value.
- (3) Adjustment to record acquired loans at estimated market value.
- (4) Adjustment to record acquired premises and equipment at estimated market value. The adjustment includes writedowns associated with duplicate facilities, equipment and other fixed assets of Keystone.
- (5) Reflects adjustments to record net pension plan assets, mortgage servicing rights and other assets at estimated fair value.
- (6) Adjustment to record interest-bearing deposits of Keystone at estimated fair value.
- (7) Adjustment of \$5,849,000 to record long-term borrowings of Keystone at estimated fair value.
- (8) Adjustments to record fees for investment bankers and other professional services associated with the merger, severance benefits associated with the elimination of employment positions at Keystone, the estimated net tax credits associated with adjustments to reflect the fair value of net assets acquired, and other miscellaneous adjustments.
- (9) Reflects issuance of 15,900,292 shares of M&T common stock with a value of \$659,862,000, estimated fair value of Keystone stock options converted into M&T stock options of \$8,587,000, and the elimination of Keystone's June 30, 2000 equity of \$566,312,000.
- (10) Represents incremental core deposit intangible and goodwill.

NOTES TO PRO FORMA
CONDENSED COMBINED STATEMENTS OF INCOME (UNAUDITED)

Adjustments used in the preparation of the unaudited proforma condensed combined statements of income are as follows:

| | Six months ended June 30, 2000 ----- | Year ended December 31, 1999 ----- |
|---|---|--|
| | (dollars in thousands) | |
| (11) Net accretion of discounts related to loans and leases using a level-yield method over the estimated remaining terms to maturity of the loans and leases. | \$ 813 | 3,286 |
| (12) Accretion of discount related to investment securities on a straight-line basis over the estimated weighted-average remaining life of the securities. | 3,888 | 8,608 |
| (13) Amortization of the mark-to-market adjustments related to deposits using an effective interest method over the remaining terms to maturity of the deposits. | (1,411) | (5,710) |
| (14) Reflects the estimated increase in interest expense from the assumed issuance of \$374,371,000 of subordinated notes payable to fund the cash portion of the merger consideration at an effective interest rate of 8.02%. | 15,012 | 30,025 |
| (15) Amortization of mark-to-market adjustments to long-term borrowings on a straight-line basis over the remaining terms to maturity of the borrowings. | 861 | 1,948 |
| (16) Adjustment to depreciation expense related to mark-to-market adjustments on premises and equipment. | (2,082) | (4,165) |
| (17) Additional amortization on an accelerated basis for core deposit intangible and on a straight-line basis for goodwill. | | |
| | Estimated life (in years) ----- | |
| Core deposit intangible | 7 | 11,864 |
| Goodwill | 20 | 11,334 |
| Total amortization | | ----- 23,198 |
| (18) Amortization on an accelerated basis of the mark-to-market adjustment on mortgage servicing rights. | 525 | 1,037 |
| (19) Income tax benefits on pro forma adjustments (other than amortization of goodwill) computed using a 39.5% tax rate. | (7,927) | (15,507) |
| (20) The pro forma net income per common share amounts and average common shares outstanding include the effect of the adjustments described above and the issuance of 15,900,292 shares of M&T common stock. The calculation of pro forma diluted earnings per share also includes the dilutive effect of Keystone stock options converted into M&T stock options by application of the "treasury stock method" of accounting. | | |