

**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): April 18, 2017

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
(IRS 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 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:

- 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))
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ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On April 18, 2017, at the Annual Reorganization Meeting of the Board of Directors of M&T Bank Corporation (“M&T”), the Board of Directors took action to amend Article IV of its Bylaws regarding Officers to designate that the office of President is a discretionary position. The text of the amendment to the Bylaws is attached as Exhibit 3.2 to this Form 8-K and is incorporated herein by reference.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.*M&T Bank Corporation 2017 Annual Meeting of Shareholders*

M&T held its 2017 Annual Meeting of Shareholders on April 18, 2017. At the 2017 Annual Meeting, shareholders approved all of the Board of Directors’ proposals which included (i) the election of fourteen (14) directors of M&T, for one-year terms and until their successors are elected and qualified; (ii) the approval of an annual frequency of shareholder advisory votes on the compensation of M&T’s Named Executive Officers; (iii) the approval of the compensation of M&T’s Named Executive Officers; and (iv) the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T for the year ending December 31, 2017. The voting results for each proposal, including the votes for and against or withheld, and any abstentions or broker non-votes, are described below. Abstentions and broker non-votes (if applicable) were counted for purposes of determining whether a quorum was present, but were not treated as votes cast. Therefore, abstentions and broker non-votes (if applicable) did not have the effect of a vote for or against such proposal and were not counted in determining the number of votes required for approval.

The information in this Item is furnished to, but not filed with, the Securities and Exchange Commission solely under Item 5.07 of Form 8-K, “Submission of Matters to a Vote of Security Holders.” The following table reflects the tabulation of the final votes with respect to each director who was elected at M&T’s 2017 Annual Meeting (Proposal 1):

<u>NOMINEES:</u>	<u>FOR</u>	<u>WITHHELD</u>	<u>BROKER NON-VOTE</u>
Brent D. Baird	122,402,945	9,034,372	11,072,711
C. Angela Bontempo	122,823,843	8,613,474	11,072,711
Robert T. Brady	122,650,724	8,786,593	11,072,711
T. Jefferson Cunningham III	128,702,447	2,734,870	11,072,711
Gary N. Geisel	130,553,773	883,544	11,072,711
Richard A. Grossi	131,012,393	424,925	11,072,711
John D. Hawke, Jr.	130,200,508	1,236,809	11,072,711
Newton P.S. Merrill	130,922,992	514,326	11,072,711

Melinda R. Rich	119,555,064	11,882,254	11,072,711
Robert E. Sadler, Jr.	127,715,313	3,722,005	11,072,711
Denis J. Salamone	130,221,543	1,215,775	11,072,711
David S. Scharfstein	131,033,242	404,076	11,072,711
Herbert L. Washington	123,391,914	8,045,404	11,072,711
Robert G. Wilmers	129,108,069	2,329,248	11,072,711

The following table reflects the tabulation of the votes with respect to the approval of the frequency of future advisory votes on the compensation of M&T's Names Executive Officers (Proposal 2):

<u>1YEAR</u>	<u>2 YEARS</u>	<u>3 YEARS</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTE</u>
120,869,506	871,566	9,117,475	578,023	11,072,711

The following table reflects the tabulation of the votes with respect to the approval of the compensation of M&T's Named Executive Officers (Proposal 3):

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTE</u>
128,687,263	1,941,916	808,000	11,072,711

The following table reflects the tabulation of the votes with respect to the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T for the year ending December 31, 2017 (Proposal 4):

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTE</u>
141,312,377	928,068	269,583	*

* Not applicable

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.

Exhibit Description

3.2

Amendment to M&T Bank Corporation's Amended and Restated Bylaws, dated April 18, 2017.

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: April 20, 2017

M&T Bank Corporation

By: /s/ Marie King
Name: Marie King
Title: Group Vice President and
Corporate Secretary

EXHIBIT INDEX

Exhibit No.

Exhibit Description

3.2

Amendment to M&T Bank Corporation's Amended and Restated Bylaws. Filed herewith.

CERTIFICATE OF AMENDMENT
TO THE AMENDED AND RESTATED BYLAWS
OF
M&T BANK CORPORATION
UNDER SECTION 601 OF THE NEW YORK BUSINESS CORPORATION LAW

The undersigned, being the Chief Executive Officer and an Assistant Secretary of M&T Bank Corporation (the "Corporation"), do hereby certify and set forth as follows:

(1) The name of the corporation is M&T BANK CORPORATION. The name under which the corporation was initially formed is First Empire State Corporation.

(2) This amendment to the Amended and Restated Bylaws of the Corporation was authorized, pursuant to Section 601 of the New York Business Corporation Law, by the vote of the Board of Directors, and in accordance with the provisions of Article X of the Bylaws of the Corporation. The Board of Directors adopted a resolution on the 18th day of April 2017 amending and restating Article IV, Section 1 and Article IV, Section 2 of the Bylaws of the Corporation as follows:

"Section 1. Officers: The Board of Directors shall annually, at the first meeting of the Board following the annual meeting of stockholders, appoint or elect a Chief Executive Officer, one or more Vice Presidents, a Corporate Secretary and a Treasurer, and such other officers as it may determine, including a President, and may from time to time elect or appoint such additional officers as it deems necessary or appropriate. Such additional officers shall have the authority and perform such duties as the Board of Directors may from time to time prescribe."

"Section 2. Term of Office: The Chief Executive Officer, the President, each Vice President, the Corporate Secretary and the Treasurer shall, unless otherwise determined by the Board of Directors, hold office until the first meeting of the Board following the next annual meeting of stockholders and until their successors have been elected or appointed and qualified. Each additional officer appointed or elected by the Board of Directors shall hold office for such term as shall be determined from time to time by the Board of Directors and until his or her successor has been elected or appointed and qualified. Any officer, however, may be removed or have his or her authority suspended by the Board of Directors at any time, with or without cause. If the office of any officer becomes vacant for any reason, the Board of Directors shall have the power to fill such vacancy."

IN WITNESS WHEREOF, the undersigned have executed this Certificate as of this 18th day of April, 2017.

M&T BANK CORPORATION

By: /s/ Robert G. Wilmers
Name: Robert G. Wilmers
Title: Chief Executive Officer

By: /s/ Brian R. Yoshida
Name: Brian R. Yoshida
Title: Assistant Secretary

STATE OF NEW YORK)
) ss.:
COUNTY OF ERIE)

Robert G. Wilmers and Brian R. Yoshida, being first duly sworn, depose and say that they are the Chief Executive Officer and an Assistant Secretary, respectively, of M&T Bank Corporation, that they have read the foregoing certificate and know the contents thereof and that the statements therein contained are true.

/s/ Robert G. Wilmers
Robert G. Wilmers

/s/ Brian R. Yoshida
Brian R. Yoshida

Sworn to before me
This 18th day of April 2017.

/s/ Marie King
Notary Public

[Notary Seal]