## 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): September 13, 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)

One M&T Plaza, Buffalo, New York (Address of principal executive offices) 16-0968385 (I.R.S. Employer Identification No.)

> 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  $\Box$ 

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))

#### Item 7.01. Regulation FD Disclosure.

On September 13, 2017, representatives of M&T Bank Corporation ("M&T") will deliver a presentation to investors and analysts at the Barclays Global Financial Services Conference being held in New York City. M&T's presentation is scheduled to begin at 11:15 a.m. Eastern Time. A copy of the presentation is attached as Exhibit 99.1 hereto.

The information in this Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liability of such section, nor shall it be deemed incorporated by reference in any filing of M&T Bank Corporation under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

#### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	M&T Bank Corporation presentation dated September 13, 2017.

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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

By: <u>/s/ Darren J. King</u> Darren J. King Executive Vice President and Chief Financial Officer

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Date: September 13, 2017

# Exhibit No.

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Exhibit Description 99.1

M&T Bank Corporation presentation dated September 13, 2017. Filed herewith.

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# **Barclays Global Financial Services Conference**

September 13, 2017

## Disclaimer

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 giving M&T Bank Corporation's ("M&T") expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "prospects", or "potential," by future conditional verbs such as "will," "would," "should," "could", or "may", or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time.

Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements. Actual results may differ materially from current projections. Forward-looking statements involve known and unknown risks and uncertainties. A number of factors, many of which are beyond M&T's control, could cause our actual results, events or developments, or industry results to be materially different from any future results, events or developments expressed, implied or anticipated by such forward-looking statements and so our business and financial condition and results of operations could be materially and adversely affected. In addition to factors previously disclosed in M&T's reports filed with the U.S. Securities and Exchange Commission (the "SEC") and those identified elsewhere in this document, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of M&T products and services; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive pressures; the inability to realize cost savings, revenues or other benefits, or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; general economic conditions and weakening in the economy; deteriorating credit quality; political developments, wars or other hostilities may disrupt or increase volatility in securities markets or other economic conditions; changes in accounting policies or procedures; significant litigation; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and other legislative and regulatory actions and reforms.

Annualized, pro forma, projected and estimated numbers are used for illustrative purposes only, are not forecasts and may not reflect actual results.

# Who is M&T Bank Corporation?

- Top 20 US-based commercial bank holding company
- Substantial growth from \$2 billion in assets in 1983 to \$121 billion at June 30, 2017
- 16,888 employees across 793 domestic branches in eight states and Washington DC
- 3.8 million customers representing 6.0 million accounts
- \$80 billion of assets under management<sup>(1)</sup>
- Lowest percentage credit losses among the large money-center / superregional banks through the financial crisis
  - 1 of only 2 commercial banks (out of 20) in S&P 500 not to reduce dividend
- M&T has not posted a loss going back to 1976 164 quarters

All data as June 30, 2017. (1) – Includes affiliated manager.

# **Key Ratios**

	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2Q'16</u>	<u>1Q'17</u>	<u>2Q'17</u>
Superior Pre-Credit Earnings									
Net Interest Margin	3.73%	3.73%	3.65%	3.31%	3.14%	3.11%	3.13%	3.34%	3.45%
Efficiency Ratio – Tangible <sup>(1)</sup>	59.49%	55.28%	55.98%	59.29%	57.98%	56.10%	55.06%	56.93%	52.74%
PPNR <sup>(1)</sup>	1,531	1,796	1,951	1,766	1,845	2,248	562	573	648
PPNR to RWA (1)(3)	2.26%	2.43%	2.61%	2.35%	2.14%	2.29%	2.35%	2.32%	2.63%
Strong Credit Metrics									
Allowance to Loans (As At)	1.51%	1.39%	1.43%	1.38%	1.09%	1.09%	1.10%	1.12%	1.13%
Net Charge-Offs to Loans	0.47%	0.30%	0.28%	0.19%	0.19%	0.18%	0.11%	0.19%	0.20%
Focused on Returns									
Net Operating Return on:									
Tangible Assets <sup>(1)(2)</sup>	1.26%	1.40%	1.47%	1.23%	1.18%	1.14%	1.18%	1.21%	1.33%
Tangible Common Equity <sup>(1)(2)</sup>	17.96%	19.42%	17.79%	13.76%	13.00%	12.25%	12.68%	13.05%	14.18%
Consistent Capital Generation									
Tangible Common Equity to Tangible Assets	6.40%	7.20%	8.39%	8.11%	8.69%	8.92%	8.87%	8.71%	8.95%
Common Equity Tier 1 Ratio	NA	NA	NA	NA	11.08%	10.70%	11.01%	10.67%	10.81%
Tier 1 Capital Ratio	9.67%	10.22%	12.00%	12.47%	12.68%	11.92%	12.29%	11.91%	12.07%
Balance Sheet (As At)									
Loans to Deposits	101.18%	101.46%	95.46%	90.60%	95.14%	95.14%	93.53%	92.03%	95.23%
Securities to Assets	9.85%	7.32%	10.33%	13.44%	12.75%	13.16%	12.08%	12.96%	13.08%

(1) The Efficiency Ratio and Pre-provision Net Revenue are non-GAAP financial measures. A reconciliation of GAAP to non-GAAP financial measures is available in the appendix. The Efficiency Ratio reflects non-interest expense (excluding amortization expense associated with intangible assets and merger-related expenses) as a percentage of fully taxable equivalent net interest income and non-interest revenues (excluding gains or losses from securities transactions and merger-related gains).

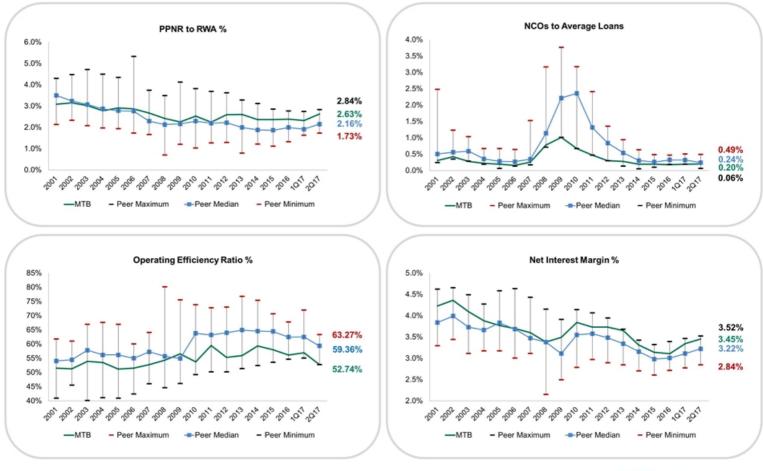
(2) Excludes merger-related gains and expenses and amortization expense associated with intangible assets.

(3) Annual and quarterly PPNR to Risk Weighted Assets calculated using average of quarterly reported RWA balances.

M&T Bank Corporation

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# M&T's Business Model – a Historical Perspective

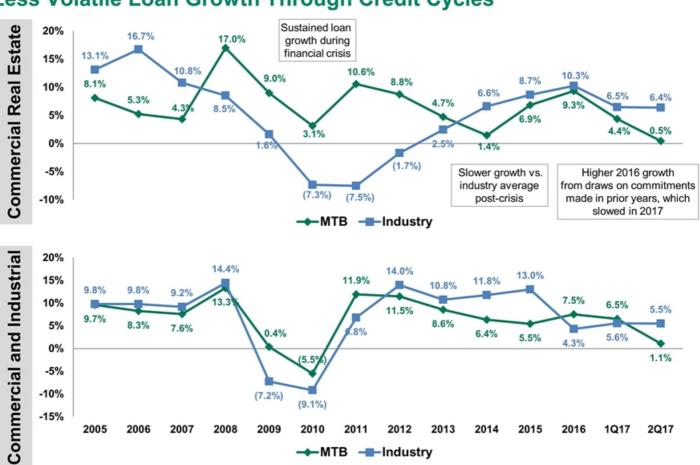


5 Years prior to 2011 not restated for LIHTC. Refer to appendix for peer group list and GAAP reconciliation.

# **Earning Asset Trends**

Interest-Earning Assets (Average Balances)													
(\$ in billions)	Q2 2017 <u>Balance</u>	Gro	Q/Q wth (%) <sup>1</sup>	Y/Y <u>Growth (%)</u>									
Loans:		<u>M&amp;T</u>	Industry <sup>3</sup>	<u>M&amp;T</u> Industry	1								
Commercial & Industrial	\$22.4	1%	< 5%	4% = 4%	<ul> <li>Commercial loan growth supported by Hudson City</li> </ul>								
Commercial Real Estate	\$33.2	0.5%	< 6%	10% > 8%	transformation								
Residential Real Estate	\$21.3	(16%)	< 2%	(14%) < 4%	<ul> <li>Partially offset by runoff of Hudson City mortgages</li> </ul>								
Auto <sup>2</sup>	\$3.2	21%	> 0.2%	19% > 4%									
HELOC	\$5.5	(6%)	> (7%)	(6%) > (7%)									
Other Consumer	\$3.7	18%	> (3%)	16% > 6%									
Total Loans	\$89.3	(2%)	2%	1% 4%	<ul> <li>Results in low single-digit annual loan growth</li> </ul>								
Investment Securities	¢15.0	(00/)		7%									
investment Securities	\$15.9	(2%)		1%	<ul> <li>Variability of cash on</li> </ul>								
Fed Deposits & Other	\$4.8	(91%)		(45%)	deposit at Fed affects								
Total Earning Assets	\$110.0	(7%)		2%	earning assets and NIM, with limited NII impact								

Notes: Totals may not appear to foot due to rounding. 1 – Annualized 6 2 – Includes \$130 million of auto loans brought on balance sheet during the first quarter of 2017 following wind-up of securitization. 3 – Industry uses Federal Reserve H8 data (Domestically chartered commercial banks, NSA)



Notes: Reflects growth in Ioan balances for each year and annualized for 1Q17 and 2Q17. M&T data reflects average Ioan balances.

Industry Commercial loans includes both "Commercial and Industrial Loans" and "Other Loans and Leases" as outlined in the Federal Reserve H8 report. Source: Federal Reserve H8 data – average monthly balances, domestically chartered commercial banks, not seasonally adjusted.

M&T Bank Corporation

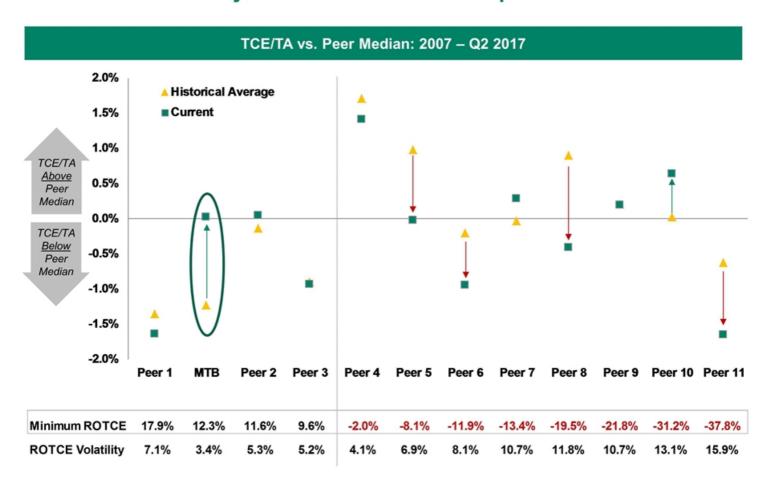
# Less Volatile Loan Growth Through Credit Cycles

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# Core Deposit Trends – 2Q17 compared with 1Q16<sup>(1)</sup>

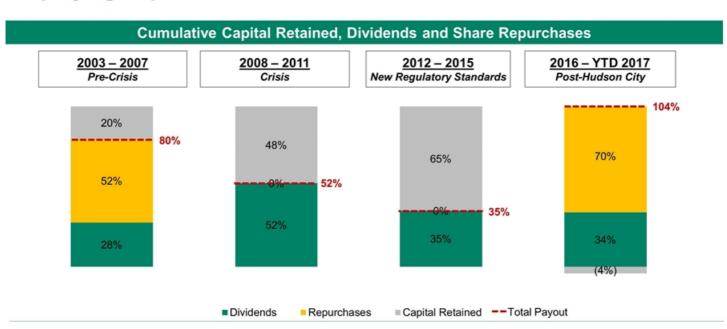
- Average total core deposits up 2.6%
- Consumer deposits down a net \$3 billion, rates down 12 bps
  - Higher cost Hudson City TDs maturing, rates down
  - About 1/3 of outflows offset by higher legacy M&T balances
- Commercial & Business banking deposits up 2.2%
- Trust deposits up over \$1.7 billion, large quarterly volatility due to customer activity
- Mortgage escrow deposits up \$1.5 billion, tied to subservicing contracts

(1) – First full quarter following Hudson City merger



## Low Return Volatility Validates Below Peer Capital Levels

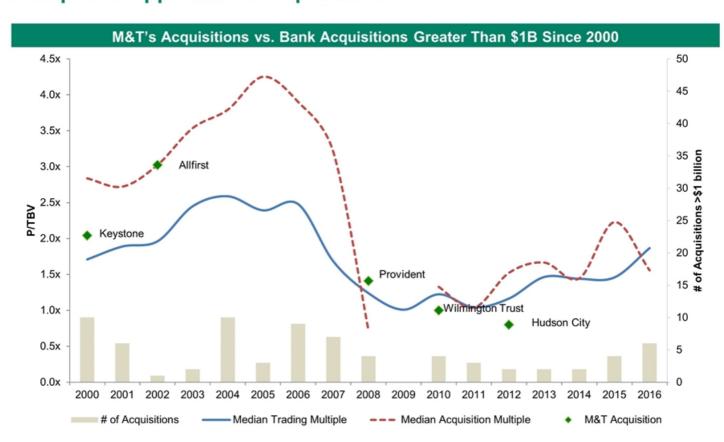
9 Notes: TCE/TA range, volatility, and minimums are from 2007-2016 annuals and Q2 2017. Volatility is calculated as standard deviation of ROTCE. Source: SNL Financial.



## **Deploying Capital Where and When it Makes Sense**

- M&T has maintained a consistent approach to managing its shareholders' capital over time
  - · Retain only capital needed to support asset growth / acquisitions with returns > cost of capital
  - Dividends at level sustainable throughout cycle
- · Key decisions made annually during CCAR, based on year-end outlook for earnings and loan growth
  - Limited flexibility to adjust distributions during the year should conditions change

10 Note: Calculated using Net Operating Income, less preferred dividends and discount amortization - see appendix



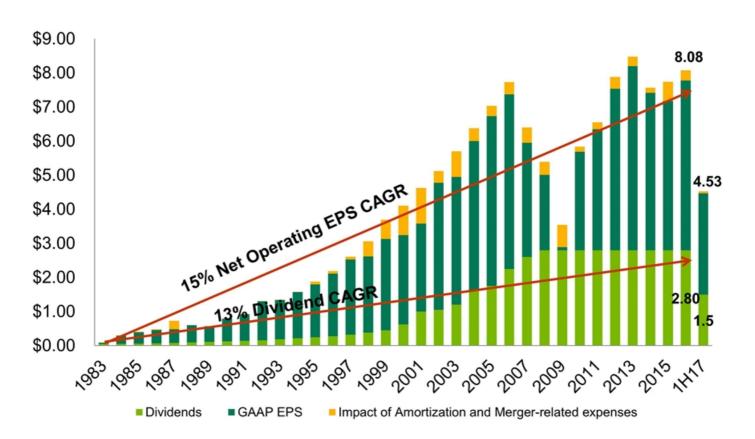
# **Disciplined Approach to Acquisitions**

Source: SNL Financial, Company Filings
(1) Deal value at announcement and tangible common equity at most recent quarter before announcement
(2) Although M&T's acquisitions of Provident and Wilmington were both less than \$1.0 billion in deal value, they have been included for reference

# M&T Outlook Summary

Earning Asset / Loan Growth	<ul> <li>Loan growth trends seen over the first half of 2017 continuing into the third quarter</li> <li>Expect usual seasonal 3Q decline in dealer finance loans (C&amp;I)</li> <li>Continue to expect low-single digit overall loan growth – full year 2017 average over 2016</li> </ul>
Net Interest Income / Margin	<ul> <li>Expect more modest expansion of NIM from current level than was seen through 1H 2017</li> <li>Re-pricing of longer-dated Hudson City consumer time deposits continues</li> </ul>
Fee Income / Expenses	<ul> <li>Slowing resi-mortgage banking activity; low to mid-single digit growth for other fees</li> <li>Expenses in 2H 2017 to remain near 1H 2017 levels</li> </ul>
Credit	<ul> <li>Credit conditions &amp; near term loss outlook remain stable</li> </ul>
Capital	<ul> <li>Stronger, high quality capital generation</li> <li>Current capital levels exceed peers despite lower credit and return volatility</li> </ul>

# Appendix and GAAP Reconciliations



## Earnings & Dividend Growth: 1983-Q2 2017

# M&T Bank Corporation...a solid investment

### Of the largest 100 banks operating in 1983, only 23 remain today. Among the remaining, M&T ranks 1<sup>st</sup> in stock price growth

			Closing	Price at	Stock Return
Rank	Company Name	Ticker	6/30/2017 (\$)	3/31/1983 (\$) <sup>1</sup>	CAGR (%)
1	M&T Bank Corporation	MTB	161.95	1.34	15.0
2	State Street Corporation	STT	89.73	1.06	13.8
3	Northern Trust Corporation	NTRS	97.21	1.51	12.9
4	U.S. Bancorp	USB	51.92	0.92	12.5
5	Wells Fargo & Company	WFC	55.41	1.18	11.9
23			_	_	4.6
	Median		_	_	9.2
	MTB Price @ Median Growth Rate		27.36	1.34	9.2

15 (1) 1983 Stock Prices Source: Compustat, Bigcharts.com, and/or Company website

# M&T Bank Corporation...a solid investment

#### 18.9% Annual rate of return since 19801

#### In the top 30 of the entire universe<sup>2</sup> of U.S. based stocks traded publicly since 1980

Rank	Company Name	Industry	Annual Return
1	Eaton Vance Corp.	Financials	23.3
2	TJX Companies Inc	Consumer Discretionary	22.6
3	Hasbro, Inc.	Consumer Discretionary	22.5
4	Stryker Corporation	Health Care	22.1
5	L Brands, Inc.	Consumer Discretionary	21.1
6	Progressive Corporation	Financials	21.0
7	State Street Corporation	Financials	19.9
8	Sherwin-Williams Company	Materials	19.9
9	Mylan N.V.	Health Care	19.8
10	Wal-Mart Stores, Inc.	Consumer Staples	19.7
11	Danaher Corporation	Health Care	19.6
12	Gap, Inc.	Consumer Discretionary	19.5
13	Berkshire Hathaway Inc. Class A	Financials	19.5
14	Equifax Inc.	Industrials	19.5
15	Constellation Brands, Inc. Class B	Consumer Staples	19.2
16	Graco Inc.	Industrials	19.1
17	M&T Bank Corporation	Financials	18.9
18	Aflac Incorporated	Financials	18.7
19	Robert Half International Inc.	Industrials	18.7
20	Lowe's Companies, Inc.	Consumer Discretionary	18.4
21	Church & Dwight Co., Inc.	Consumer Staples	18.3
22	Walgreens Boots Alliance Inc	Consumer Staples	18.3
23	Raven Industries, Inc.	Industrials	18.2
24	Astronics Corporation	Industrials	18.1
25	V.F. Corporation	Consumer Discretionary	18.1
26	Flowers Foods, Inc.	Consumer Staples	18.0
27	C. R. Bard, Inc.	Health Care	18.0
28	Applied Materials, Inc.	Information Technology	18.0
29	Comcast Corporation Class A	Consumer Discretionary	17.7
30	Leucadia National Corporation	Financials	17.7

\$1,503 invested in M&T in 1980 would be worth \$1 million as of today

(1) CAGR calculated assuming reinvestment of dividends through June 30, 2017

16 (2) Includes 563 U.S. based publically traded stocks

# Reconciliation of GAAP and Non-GAAP Measures

onciliation of GA	АР а	nd N	on-G	AAP	Mea	sures	1		1		1	
Net Income	2011	2012	2013	2014	2015	2016		2Q16	10	217		2Q17
\$ in millions												
Net income	\$ 859.5	\$ 1,029.5	\$ 1,138.5	\$ 1,066.2	\$ 1,079.7	\$ 1,315.1	\$	336.0	\$ 3	48.9	\$	381.1
Intangible amortization*	37.6	37.0	28.6	20.7	16.2	25.9		6.9		5.1		4.9
Merger-related items*	(12.8)	6.0	7.5	-	60.8	21.7		7.6		-		-
Net operating income	\$ 884.3	\$ 1,072.5	\$ 1,174.6	\$ 1,086.9	\$ 1,156.6	\$ 1,362.7	\$	350.6	\$ 3	54.0	\$	386.0
PPNR												
Net Income for EPS	\$ 781.8	\$ 953.4	\$ 1,062.5	\$ 978.6	\$ 987.7	\$ 1,223.5	s	313.0	\$ 3	28.6	s	360.7
Preferred Div., Amort. of Pref. Stock &		70.4	75.0	07.7			1			~ .	· ·	~ ~
Unvested Stock Awards	77.7	76.1	75.9	87.7	92.0	91.6		23.1		20.4		20.4
Income Taxes	401.3	562.5	627.1	576.0	595.0	743.3		194.1	1	69.3		215.3
GAAP Pre-tax Income	1,260.8	1,592.0	1,765.6	1,642.2	1,674.7	2,058.4		530.2	5	18.3		596.4
Provision for credit losses	270.0	204.0	185.0	124.0	170.0	190.0		32.0		55.0		52.0
Pre-Tax, Pre-Provision Net Revenue	\$ 1,530.8	\$ 1,796.0	\$ 1,950.6	\$ 1,766.2	\$ 1,844.7	\$ 2,248.4	\$	562.2	\$ 5	73.3	\$	648.4
Earnings Per Share												
Diluted earnings per share	\$ 6.35	\$ 7.54	\$ 8.20	\$ 7.42	\$ 7.18	\$ 7.78	s	1.98	\$	2.12	s	2.35
Intangible amortization*	0.30	0.29	0.22	0.15	0.12	0.16		0.04		0.03	·	0.03
Merger-related items*	(0.10)	0.05	0.06	-	0.44	0.14		0.05		-		-
Diluted net operating												
earnings per share	\$ 6.55	\$ 7.88	\$ 8.48	\$ 7.57	\$ 7.74	\$ 8.08	\$	2.07	\$	2.15	\$	2.38
Efficiency Ratio												
\$ in millions												
Non-interest expenses	\$ 2,441.9	\$2,469.8	\$ 2,587.9	\$ 2,689.5	\$ 2,822.9	\$ 3,047.5	\$	749.9	\$ 7	87.9	s	750.6
less: intangible amortization	61.6	60.6	46.9	33.8	26.4	42.6		11.4		8.5		8.1
less: merger-related expenses	83.7	9,9	12.4	-	76.0	35.8		12.6		-		-
Non-interest operating expenses	\$ 2,296.6	\$2,399.2	\$ 2,528.6	\$ 2,655.7	\$ 2,720.5	\$ 2,969.1	\$	725.9	\$ 7	79.4	\$	742.5
Tax equivalent revenues	\$ 3,998.6	\$4,292.2	\$ 4,563.4	\$ 4,479.4	\$ 4,692.1	\$ 5,322.8	s	1,318.6	\$ 1,3	69.1	\$1	,407.8
less: gain/(loss) on sale of securities	150.2	0.0	56.5	-	(0.1)	30.3		0.3		-		(0.0)
less: net OTTI losses recognized	(77.0)	(47.8)	(9.8)	-	-	-		-		-		-
less: merger-related gains	64.9	-	-	-	-	-		-		-		-
Denominator for efficiency ratio	\$ 3,860.5	\$4,340.0	\$ 4,516.7	\$ 4,479.4	\$ 4,692.2	\$ 5,292.5	\$	1,318.3	\$ 1,3	69.1	\$1	,407.8
Net operating efficiency ratio	59.5%	55.3%	56.0%	59.3%	58.0%	56.1%	1	55.1%	5	6.9%		52.7%

\*Net of tax

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## **Reconciliation of GAAP and Non-GAAP Measures**

								1			
Average Assets	2011		2012	2013	2014	2015	2016		2Q16	1Q17	2Q17
\$ in millions											
Average assets	\$ 73,977	\$	79,983	\$ 83,662	\$ 92,143	\$ 101,780	\$ 124,340	\$	123,706	\$ 122,978	\$ 120,765
Goodwill	(3,525)		(3,525)	(3,525)	(3,525)	(3,694)	(4,593)		(4,593)	(4,593)	(4,593)
Core deposit and other											
intangible assets	(168)	)	(144)	(90)	(50)	(45)	(117)		(122)	(98)	(90)
Deferred taxes	43		42	27	15	16	46		48	39	35
Average tangible assets	\$ 70,327	\$	76,356	\$ 80,074	\$ 88,583	\$ 98,057	\$ 119,676	\$	119,039	\$ 118,326	\$ 116,116
Average Common Equity											
\$ in millions											
Average common equity	\$ 8,207	\$	8,834	\$ 9,844	\$ 	\$ 11,996	\$ 15,122	\$		\$ 15,091	\$ 15,053
Goodwill	(3,525)		(3,525)	(3,525)	(3,525)	(3,694)	(4,593)		(4,593)	(4,593)	(4,593)
Core deposit and other											
intangible assets	(168)	)	(144)	(90)	(50)	(45)	(117)		(122)	(98)	(90)
Deferred taxes	43		42	27	15	16	46		48	39	35
Average tangible common equity	\$ 4,557	\$	5,207	\$ 6,256	\$ 7,345	\$ 8,273	\$ 10,458	\$	10,478	\$ 10,439	\$ 10,405