
**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): December 20, 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
(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) 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

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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(c) Change in Principal Executive Officer

On December 20, 2017, M&T Bank Corporation (“M&T”) announced that its Board of Directors has approved certain officer appointments at M&T and its principal banking subsidiary, M&T Bank, which are effective immediately.

René F. Jones has been appointed Chairman and Chief Executive Officer of M&T and M&T Bank, succeeding longtime Chairman and Chief Executive Officer Robert G. Wilmers, who died suddenly and unexpectedly at home on Saturday, December 16, 2017.

In addition, Richard S. Gold has been appointed President and Chief Operating Officer of M&T and M&T Bank.

These appointments were approved during a joint meeting of the Boards of Directors of M&T and M&T Bank on December 20, 2017.

Mr. Jones, age 53, joined M&T in 1992 as an Executive Associate, and served in a number of management positions in the Finance Division before being appointed Chief Financial Officer of M&T and M&T Bank in 2005, positions he held until May 2016. Mr. Jones was appointed a Vice Chairman of M&T Bank in January 2014 when he assumed management responsibility for the Wilmington Trust division and M&T Bank’s Treasury function. In 2015, he took on the added management responsibility for M&T Bank’s Mortgage and Consumer Lending divisions. In 2016, Mr. Jones assumed management responsibility for the Human Resources division and the Buffalo Promise Neighborhood, a unique public/ private partnership led by M&T Bank that is working to transform a community through strategies centered on academic achievement and neighborhood revitalization, in addition to the Wilmington Trust division and M&T Bank’s Treasury function. Before joining M&T, he held numerous positions at The Group Inc. after having begun his career with the Boston-based office of Ernst & Young, where he serviced clients in a variety of industries with a primary emphasis on Financial Services. While at Ernst & Young, Mr. Jones earned his designation as a Certified Public Accountant. Mr. Jones received a Bachelor of Science in Management Science from Boston College and a Master of Business Administration with concentrations in Finance, Organization and Markets from the University of Rochester Simon School of Business.

Mr. Gold, age 57, joined M&T in 1989 as an Executive Associate, and served in a number of management positions in Retail and Business Banking, Mortgage and Consumer Lending and the Office of Regulatory Projects, before being appointed a Vice Chairman of M&T Bank in 2014, as well as Chief Risk Officer of M&T and M&T Bank, positions he held until April 2017. In 2016, Mr. Gold assumed management responsibility for the Legal division. In April 2017, Mr. Gold took over management responsibilities for the Retail and Business Banking divisions, the Mortgage and Consumer Lending divisions, and Marketing and Communications, in addition to his continued oversight of the Legal division. Before joining M&T, Mr. Gold held positions in cash management and operations at Bankers Trust Company, and marketing and product development at Citibank. Mr. Gold received a Bachelor of Science from Cornell University School of Industrial and Labor Relations and a Master of Business Administration from New York University Stern School of Business. He is also an adjunct professor at the State University of New York at Buffalo’s School of Management.

(d) Election of New Directors

At a joint meeting of the Boards of Directors of M&T and M&T Bank on December 20, 2017, Messrs. Jones and Gold were elected to the Boards of Directors of M&T and M&T Bank, effective December 20, 2017. Mr. Jones was also appointed to the Executive Committees of the Boards of Directors of M&T and M&T Bank.

The public announcement of these board actions was made by means of a news release, the text of which is set forth on Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	News Release dated December 20, 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.

M&T BANK CORPORATION

Date: December 22, 2017

By: /s/ Laura O'Hara
Laura O'Hara
Senior Vice President and General Counsel

M&T Bank Corporation Names René Jones Chairman and CEO

Richard Gold Named President and COO

Wednesday, December 20, 2017

BUFFALO, N.Y.—M&T Bank Corporation (NYSE:MTB) (“M&T”) announced today that René F. Jones has been appointed Chairman and Chief Executive Officer of M&T and its principal banking subsidiary, M&T Bank. He was also elected to the Board of Directors of both M&T and M&T Bank. Mr. Jones succeeds M&T’s longtime Chairman and CEO Robert G. Wilmers, who died suddenly and unexpectedly at home on Saturday, December 16.

Also today, M&T named Richard S. Gold President and Chief Operating Officer of M&T and M&T Bank. Mr. Gold was also elected to the Board of Directors of both M&T and M&T Bank.

“Over the past 34 years, Bob Wilmers built M&T into one of the most successful banks in the country,” said Robert T. Brady, M&T’s Non-Executive Chairman. “Mr. Wilmers did not do it alone, however. Thousands of experienced colleagues have worked side-by-side with Bob to develop and deliver M&T’s successful community-focused approach, including a Management Committee comprised of members with an average tenure of 24 years at M&T.

“Today, we named one of Bob’s long-tenured colleagues, René Jones, to succeed him as Chairman and Chief Executive Officer, and another, Rich Gold, as President and Chief Operating Officer,” continued Mr. Brady. “Together, René, Rich and the rest of the Management Committee are well prepared to perpetuate M&T’s long record of strength and success, and to carry on Bob’s tradition of conservative, consistent community banking.”

Mr. Jones, 53, joined M&T in 1992, and was appointed to the Management Committee in 2005. He served as M&T’s Chief Financial Officer from 2005 to 2016. He received a Bachelor of Science in Management Science from Boston College and a Master of Business Administration with concentrations in Finance, Organization and Markets from the University of Rochester Simon School of Business.

Mr. Gold, 57, began his career with M&T Bank in 1989 and has held numerous managerial positions in retail banking, consumer lending, mortgage and business banking. In 2007, he was appointed to the Management Committee, and in 2014, he was named Vice Chairman and took on the role of Chief Risk Officer. He earned a Bachelor of Science (BS) from Cornell University School of Industrial and Labor Relations and a Master of Business Administration (MBA) from New York University Stern School of Business.

“Bob Wilmers was an inspiration to us all, and his legacy will live on in everything we do to support our colleagues, serve our customers and strengthen our communities,” said Mr. Jones. “Our shareholders, employees, customers and communities can expect to see continuity in M&T’s overall vision and direction, and a continued commitment to the values that Bob Wilmers embodied.”

“Together, the M&T family will carry on—as Bob would have wanted—focused as strongly and steadfastly as ever on our colleagues, our customers and our communities,” said Mr. Gold.

M&T had announced on Sunday, December 17 that lead outside director Robert T. Brady, former Chairman and CEO of Moog, Inc., was named M&T’s Non-Executive Chairman. Today, Mr. Brady resumed his role as Vice Chairman and lead outside director of M&T’s Board.

About M&T Bank

M&T is a financial holding company headquartered in Buffalo, New York. M&T’s principal banking subsidiary, M&T Bank, operates banking offices in New York, Maryland, New Jersey, Pennsylvania, Delaware, Connecticut, Virginia, West Virginia and the District of Columbia. Trust-related services are provided by M&T’s Wilmington Trust-affiliated companies and by M&T Bank.

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