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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D. C. 20549

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): June 1, 2016**

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**M&T BANK CORPORATION**

(Exact name of registrant as specified in its charter)

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**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)

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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 7.01. Regulation FD Disclosure.**

On June 1, 2016, representatives of M&T Bank Corporation (“M&T”) will deliver a presentation to investors and analysts at the Deutsche Bank Global Financial Services Investor Conference being held in New York City. M&T’s presentation is scheduled to begin at 2:00 p.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.

<u>Exhibit No.</u>	<u>Description</u>
99.1	M&T Bank Corporation Presentation dated June 1, 2016.

**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: June 1, 2016

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	M&T Bank Corporation Presentation dated June 1, 2016. Filed herewith.

## Deutsche Bank Global Financial Services Conference

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*June 1, 2016*

**M&T** Bank Corporation

## 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: difficulties and delays in integrating the M&T and Hudson City businesses or fully realizing cost savings and other benefits; business disruption following the merger; 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 or revenues 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 purpose only, are not forecasts and may not reflect actual results.*

## Who is M&T Bank Corporation?

- ❑ Top 20 US-based commercial bank holding company
- ❑ Have grown substantially from \$2 billion in assets in 1983 to \$125 billion at March 31, 2016
- ❑ 17,153 employees across 808 domestic branches in eight states and Washington DC
- ❑ 3.8 million customers representing 6.0 million accounts
- ❑ \$73 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 – 159 quarters

# M&T's Operating Model

## Consistent Operating Model

- ❑ Long-tenured management team and workforce
- ❑ Consistent credit culture
- ❑ Focus on operating leverage / efficiency
- ❑ Disciplined capital allocation and acquisitions
- ❑ Opportunistic growth

## Results

- ❑ Low credit and earnings volatility
- ❑ Outperformance in stressed environments
- ❑ Consistent capital generation

**Superior Long-Term Performance**



## M&T Talent and Leadership

- ❑ M&T's 14-member Management Group averages 25 years of service
  - Average 11 years on Management Group
- ❑ Deep experience integrating deals with 24 mergers over last 28 years, including 11 thrifts
- ❑ Generally develop general manager talent in-house
  - Two executive training programs in place for over 30 years; recruited 1,859 graduates
- ❑ Actively complement with external hires having industry expertise
- ❑ Bank-wide, M&T's employee tenure averages 10.4 years – more than twice that of the financial services industry

***Our depth of talent is a key competitive advantage***

# Key Metrics

	2010	2011	2012	2013	2014	2015	1Q'15	1Q'16
<b>Superior Pre-Credit Earnings</b>								
Net Interest Margin	3.84%	3.73%	3.73%	3.65%	3.31%	3.14%	3.17%	3.18%
Net Operating Efficiency Ratio <sup>(1)(3)</sup>	53.71%	59.49%	55.28%	55.98%	59.29%	57.98%	61.46%	57.00%
PPNR <sup>(1)(3)</sup>	1,461	1,531	1,796	1,951	1,766	1,845	413	517
PPNR to RWA <sup>(1)(3)(4)</sup>	2.28%	2.26%	2.43%	2.61%	2.35%	2.14%	2.28%	2.20%
<b>Strong Credit Metrics</b>								
Allowance to Loans (As At)	1.74%	1.51%	1.39%	1.43%	1.38%	1.09%	1.37%	1.10%
Net Charge-Offs to Loans	0.67%	0.47%	0.30%	0.28%	0.19%	0.19%	0.22%	0.19%
<b>Focused on Returns</b>								
Net Operating Return on:								
Tangible Assets <sup>(1) (2)</sup>	1.17%	1.26%	1.40%	1.47%	1.23%	1.18%	1.08%	1.09%
Tangible Common Equity <sup>(1) (2)</sup>	18.95%	17.96%	19.42%	17.79%	13.76%	13.00%	11.90%	11.62%
<b>Consistent Capital Generation</b>								
Tangible Common Equity to Tangible Assets	6.19%	6.40%	7.20%	8.39%	8.11%	8.69%	8.17%	8.71%
Tier 1 Common Capital Ratio	6.51%	6.86%	7.57%	9.22%	9.83%	11.26%	9.99%	11.28%
Common Equity Tier 1 Ratio	NA	NA	NA	NA	NA	11.08%	9.78%	11.06%
Tier 1 Capital Ratio	9.47%	9.67%	10.22%	12.00%	12.47%	12.68%	11.68%	12.35%
<b>Balance Sheet (As At)</b>								
Loans to Deposits	104.39%	101.18%	101.46%	95.46%	90.60%	95.14%	91.17%	93.27%
Securities to Assets	10.51%	9.85%	7.32%	10.33%	13.44%	12.75%	14.63%	12.41%

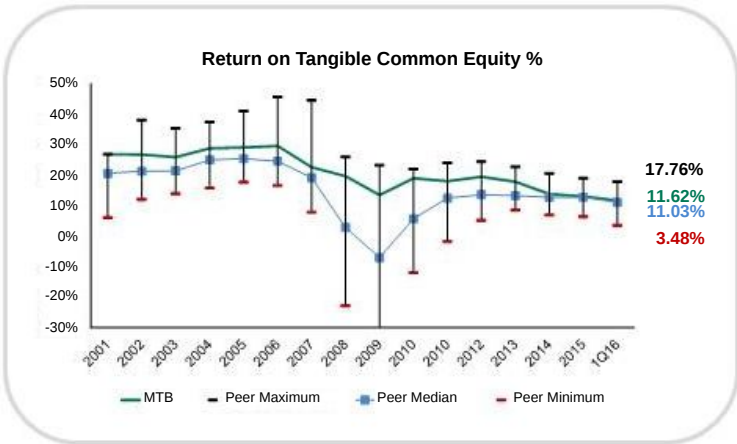
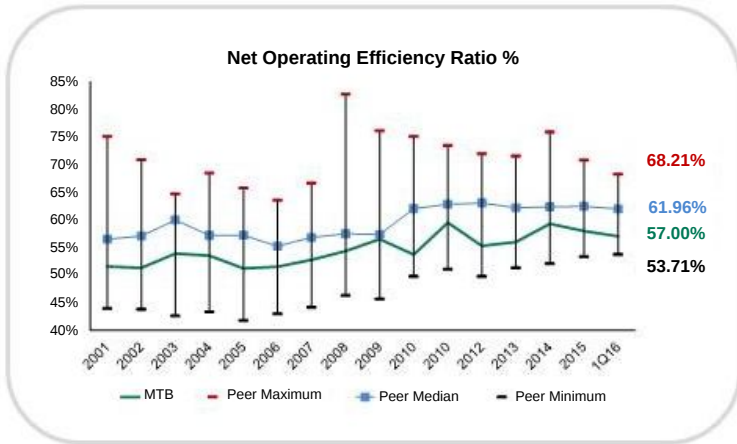
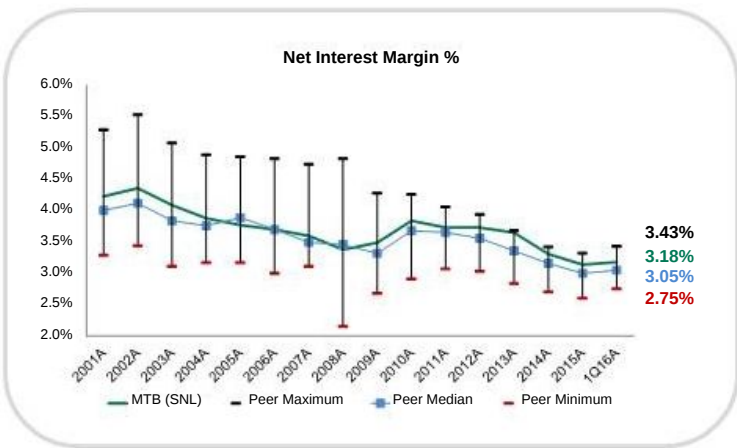
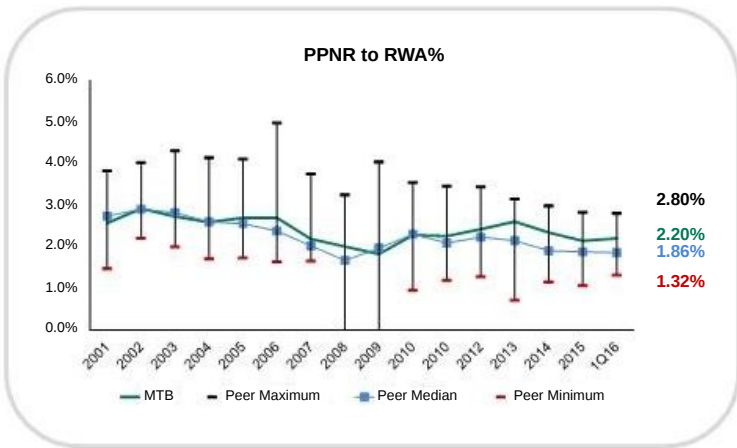
(1) The Efficiency Ratio and Pre-tax, Pre-provision Net Revenue are non-GAAP financial measures. A reconciliation of GAAP to non-GAAP financial measures is available in the appendix.

(2) Excludes merger-related gains and expenses and amortization expense associated with intangible assets. Tangible common equity and tangible asset calculations are available in the appendix.

(3) Years prior to 2011 not restated for change of accounting policy for LIHTC

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

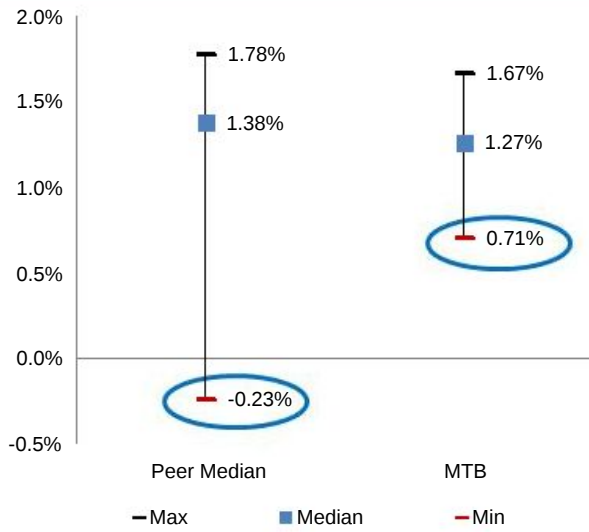
# M&T's Business Model – a Historical Perspective



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

# Low-Volatility Model → Low Cost of Capital

## Return on Average Tangible Assets 25 Years (1991-2015)



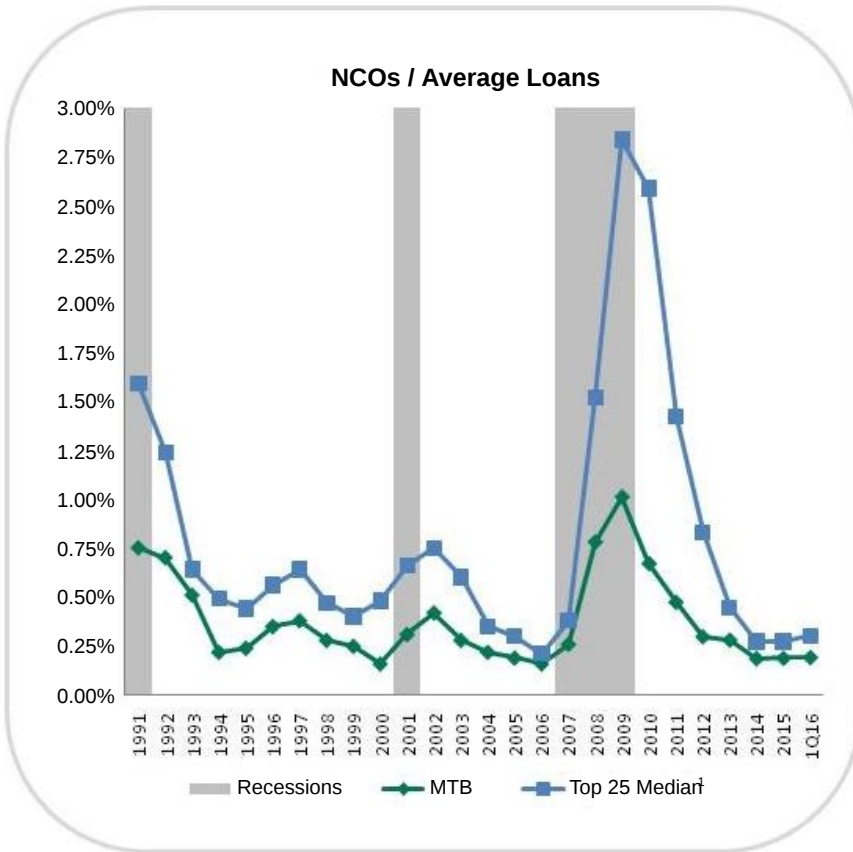
	Peers	MTB
Median	1.38%	1.27%
Volatility (Std Deviation)	0.44%	0.25%

## Relative Cost of Capital 10 Year Beta Average

Company	Beta <sup>1</sup>
Peer 1	1.57
Peer 2	1.51
Peer 3	1.48
Peer 4	1.46
Peer 5	1.45
Peer 6	1.45
<b>Peer Median</b>	<b>1.45</b>
Peer 7	1.34
Peer 8	1.33
Peer 9	1.24
Peer 10	1.23
<b>MTB</b>	<b>1.11</b>
Peer 11	1.10

Source: SNL Interactive, Regulatory and GAAP filings.  
Refer to appendix for peer group list and GAAP reconciliation.  
(1) Daily stock price beta over a 250 trading day holding period versus the S&P 500.

# Outperformance Through the Credit Cycle



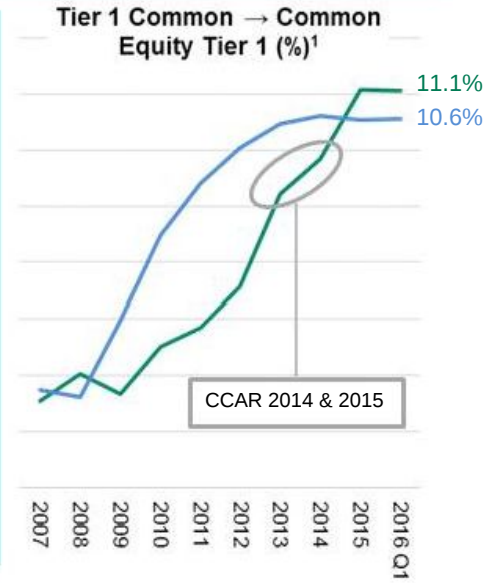
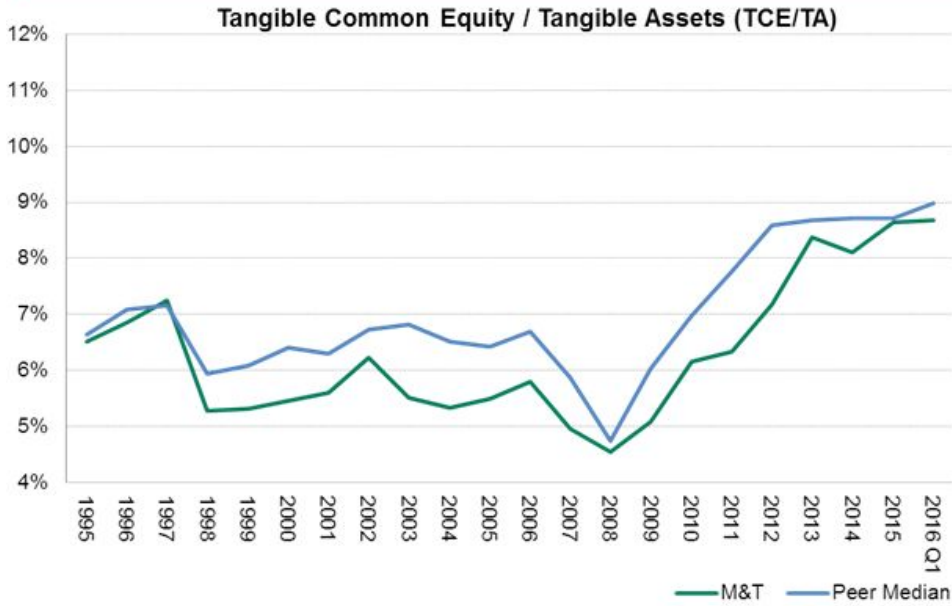
NCOs/Loans	MTB	Top 25 Median	MTB Advantage
25 Year Average	0.38%	0.82%	0.43%
<b>Recessions</b>			
3Q90-1Q91	0.39%	1.30%	0.91%
1Q01-4Q01	0.31%	0.62%	0.31%
4Q07-2Q09	0.79%	1.47%	0.68%

9 Source: SNL Interactive, Regulatory and GAAP filings, Recession periods as defined by the National Bureau of Economic Research.  
 (1) Top 25 publicly traded commercial banks each year. 2009 Excludes First Republic Bank.



# Historically Efficient Capital Structure Aligned With Risk Profile

## Tangible and Regulatory Capital

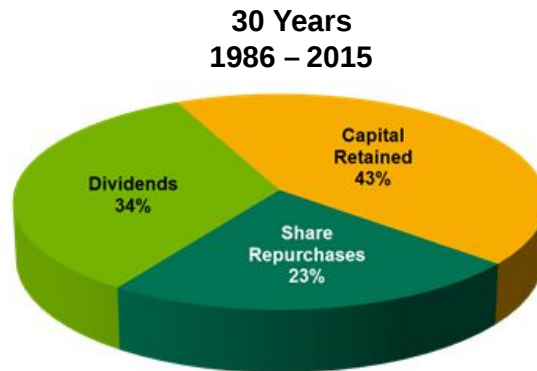
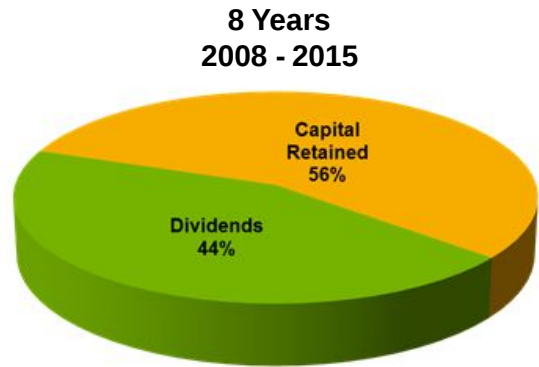
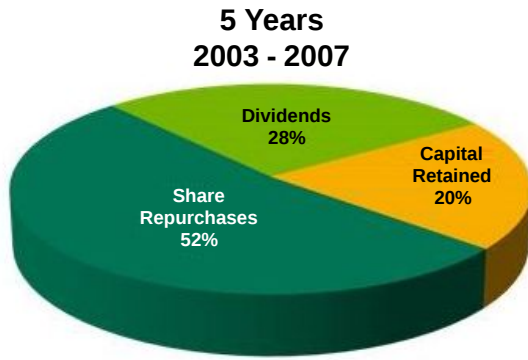


TCE/TA	20-Year Average	3/31/16
MTB	6.2%	8.7%
Peer Median	6.9%	9.0%
<b>Difference</b>	<b>(0.7%)</b>	<b>(0.3%)</b>

Source: SNL Interactive and Regulatory Filings.  
 (1) For periods prior to 2015, reflects the Tier 1 Common ratio calculated under previous Basel rules.

# Deploying Capital Where and When it Makes Sense

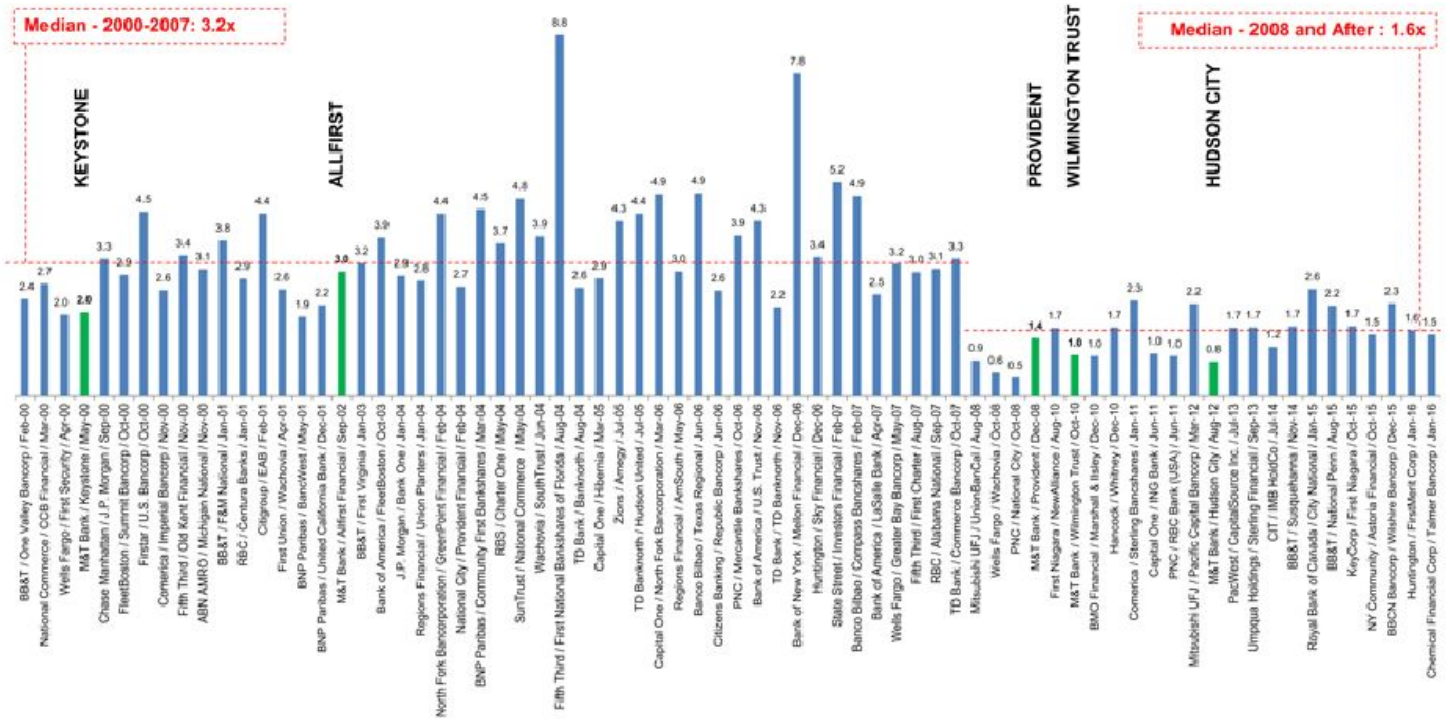
## Cumulative Capital Retained, Dividends and Share Repurchases



11 Calculated using Net Operating Income – see appendix.

# Disciplined Approach to Acquisitions

## M&T's acquisitions vs. bank deals greater than \$1B since 2000: Deal value / TCE



Source: SNL Financial, Company Filings

Deal value at announcement and tangible common equity at most recent quarter before announcement.

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.



# Strategic Focus: Disciplined Growth and Capital Efficiency

<b>Consistent Credit Culture</b>	<input type="checkbox"/> Sustaining credit discipline
<b>Focus on Operating Leverage / Efficiency</b>	<input type="checkbox"/> Technology investments for growth and efficiency <input type="checkbox"/> Potential upside from asset sensitive balance sheet
<b>Disciplined Capital Allocation</b>	<input type="checkbox"/> Capital structure optimization – deploy excess capital <ul style="list-style-type: none"><li>▪ Investments in franchise</li><li>▪ Dividends</li><li>▪ Repurchases</li><li>▪ Acquisitions?</li></ul>
<b>Opportunistic Growth</b>	<input type="checkbox"/> Building commercial bank in New Jersey <input type="checkbox"/> Capitalize on market disruption

**Prudent management of shareholders' capital (investment or distribution) remains at the core of M&T's operating philosophy**

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

18.3% Annual rate of return since 1980<sup>1</sup>

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	L Brands, Inc.	Consumer Discretionary	23.4
2	Eaton Vance Corp.	Financials	22.9
3	TJX Companies, Inc.	Consumer Discretionary	22.5
4	Hasbro, Inc.	Consumer Discretionary	22.1
5	Stryker Corporation	Health Care	22.0
6	Mylan N.V.	Health Care	21.2
7	Valspar Corporation	Materials	21.1
8	Gap, Inc.	Consumer Discretionary	21.0
9	Progressive Corporation	Financials	21.0
10	Wal-Mart Stores, Inc.	Consumer Staples	20.0
11	Sherwin-Williams Company	Materials	19.9
12	Danaher Corporation	Industrials	19.8
13	Berkshire Hathaway Inc. Class A	Financials	19.6
14	Equifax Inc.	Industrials	19.6
15	Robert Half International Inc.	Industrials	19.2
16	Walgreens Boots Alliance Inc	Consumer Staples	19.2
17	State Street Corporation	Financials	19.1
18	Astronics Corporation	Industrials	19.0
19	Constellation Brands, Inc. Class B	Consumer Staples	19.0
20	V.F. Corporation	Consumer Discretionary	19.0
21	Lowe's Companies, Inc.	Consumer Discretionary	18.9
22	HollyFrontier Corporation	Energy	18.9
23	Graco Inc.	Industrials	18.8
24	Flowers Foods, Inc.	Consumer Staples	18.7
25	Aflac Incorporated	Financials	18.7
26	RLI Corp.	Financials	18.7
27	Church & Dwight Co., Inc.	Consumer Staples	18.6
<b>28</b>	<b>M&amp;T Bank Corporation</b>	<b>Financials</b>	<b>18.3</b>
29	Helen of Troy Limited	Consumer Discretionary	17.8
30	Sysco Corporation	Consumer Staples	17.8

\$2,251 invested in M&T in 1980 would be worth \$1 million as of today

# Appendix and GAAP Reconciliations

# Reconciliation of GAAP and Non-GAAP Measures

<b>Net Income</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>1Q15</b>	<b>1Q16</b>
<b>\$ in millions</b>								
Net income	\$736.2	\$859.5	\$1,029.5	\$1,138.5	\$1,066.2	\$1,079.7	\$241.6	\$298.5
Intangible amortization*	35.3	37.6	37.0	28.6	20.7	16.2	4.2	7.5
Merger-related items*	(16.3)	(12.8)	6.0	7.5	-	60.8	-	14.0
<b>Net operating income</b>	<b>\$755.2</b>	<b>\$884.3</b>	<b>\$1,072.5</b>	<b>\$1,174.6</b>	<b>\$1,086.9</b>	<b>\$1,156.6</b>	<b>\$245.8</b>	<b>\$320.1</b>
<b>PPNR <sup>(1)</sup></b>								
Net Income for EPS	\$675.9	\$781.8	\$953.4	\$1,062.5	\$978.6	\$978.7	\$218.8	\$275.7
Preferred Div., Amort. of Pref. Stock & Unvested Stock Awards	\$60.3	\$77.7	\$76.1	\$75.9	\$87.7	\$92.0	\$22.8	\$22.8
Income Taxes	\$356.6	\$401.3	\$562.5	\$627.1	\$576.0	\$595.0	\$133.8	\$169.3
GAAP Pre-tax Income	\$1,092.8	\$1,260.8	\$1,592.0	\$1,765.6	\$1,642.2	\$1,674.7	\$375.4	\$467.8
Provision for credit losses	368.0	270.0	204.0	185.0	124.0	170.0	38.0	49.0
<b>Pre-Tax, Pre-Provision Income</b>	<b>\$1,460.8</b>	<b>\$1,530.8</b>	<b>\$1,796.0</b>	<b>\$1,950.6</b>	<b>\$1,766.2</b>	<b>\$1,844.7</b>	<b>\$413.4</b>	<b>\$516.8</b>
<b>Earnings Per Share</b>								
Diluted earnings per share	\$5.69	\$6.35	\$7.54	\$8.20	\$7.42	\$7.18	\$1.65	\$1.73
Intangible amortization*	0.29	0.30	0.29	0.22	0.15	0.12	0.03	0.05
Merger-related items*	(0.14)	(0.10)	0.05	0.06	-	0.44	-	0.09
<b>Diluted net operating earnings per share</b>	<b>\$5.84</b>	<b>\$6.55</b>	<b>\$7.88</b>	<b>\$8.48</b>	<b>\$7.57</b>	<b>\$7.74</b>	<b>\$1.68</b>	<b>\$1.87</b>
<b>Efficiency Ratio <sup>(1)</sup></b>								
<b>\$ in millions</b>								
Non-interest expenses	\$1,914.8	\$2,441.9	\$2,469.8	\$2,587.9	\$2,689.5	\$2,822.9	\$686.4	\$776.1
less: intangible amortization	58.1	61.6	60.6	46.9	33.8	26.4	6.8	12.3
less: merger-related expenses	0.8	83.7	9.9	12.4	-	76.0	-	23.2
<b>Non-interest operating expenses</b>	<b>\$1,856.0</b>	<b>\$2,296.6</b>	<b>\$2,399.2</b>	<b>\$2,528.6</b>	<b>\$2,655.7</b>	<b>\$2,720.5</b>	<b>\$679.6</b>	<b>\$740.6</b>
Tax equivalent revenues	\$3,399.6	\$3,998.6	\$4,292.2	\$4,563.4	\$4,479.4	\$4,692.1	\$1,105.6	\$1,299.2
less: gain/(loss) on sale of securities	2.8	150.2	0.0	56.5	-	(0.1)	(0.10)	0.00
less: net OTTI losses recognized	(86.3)	(77.0)	(47.8)	(9.8)	-	-	-	-
less: merger-related gains	27.5	64.9	-	-	-	-	-	-
<b>Denominator for efficiency ratio</b>	<b>\$3,455.6</b>	<b>\$3,860.5</b>	<b>\$4,340.0</b>	<b>\$4,516.7</b>	<b>\$4,479.4</b>	<b>\$4,692.2</b>	<b>\$1,105.7</b>	<b>\$1,299.2</b>
<b>Net operating efficiency ratio</b>	<b>53.7%</b>	<b>59.5%</b>	<b>55.3%</b>	<b>56.0%</b>	<b>59.3%</b>	<b>58.0%</b>	<b>61.5%</b>	<b>57.0%</b>

\*Net of tax

# Reconciliation of GAAP and Non-GAAP Measures

<b>Average Assets</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>1Q15</b>	<b>1Q16</b>
<b>\$ in millions</b>								
Average assets	\$ 68,380	\$ 73,977	\$ 79,983	\$ 83,662	\$ 92,143	\$ 101,780	\$ 95,892	\$ 123,252
Goodwill	(3,525)	(3,525)	(3,525)	(3,525)	(3,525)	(3,694)	(3,525)	(4,593)
Core deposit and other intangible assets	(153)	(168)	(144)	(90)	(50)	(45)	(31)	(134)
Deferred taxes	29	43	42	27	15	16	10	52
Average tangible assets	<u>\$ 64,731</u>	<u>\$ 70,327</u>	<u>\$ 76,356</u>	<u>\$ 80,074</u>	<u>\$ 88,583</u>	<u>\$ 98,057</u>	<u>\$ 92,346</u>	<u>\$ 118,577</u>
<b>Average Common Equity</b>								
<b>\$ in millions</b>								
Average common equity	\$ 7,367	\$ 8,207	\$ 8,834	\$ 9,844	\$ 10,905	\$ 11,996	\$ 11,227	\$ 15,047
Goodwill	(3,525)	(3,525)	(3,525)	(3,525)	(3,525)	(3,694)	(3,525)	(4,593)
Core deposit and other intangible assets	(153)	(168)	(144)	(90)	(50)	(45)	(31)	(134)
Deferred taxes	29	43	42	27	15	16	10	52
Average tangible common equity	<u>\$ 3,718</u>	<u>\$ 4,557</u>	<u>\$ 5,207</u>	<u>\$ 6,256</u>	<u>\$ 7,345</u>	<u>\$ 8,273</u>	<u>\$ 7,681</u>	<u>\$ 10,372</u>

## M&T Peer Group

BB&T Corporation

Comerica Incorporated

Fifth Third Bancorp

Huntington Bancshares Incorporated

KeyCorp

M&T Bank Corporation

PNC Financial Services Group, Inc.

Regions Financial Corporation

SunTrust Banks, Inc.

U.S. Bancorp

Wells Fargo & Company

Zions Bancorporation