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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): April 22, 2013**

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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**  
(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) 842-5445**

**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:

- 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 3.03. MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS.**

The information in Item 5.03 is incorporated by reference into this Item 3.03.

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

On April 22, 2013, M&T Bank Corporation (“M&T”) filed with the New York State Department of State an amendment to M&T’s Restated Certificate of Incorporation (the “Certificate of Amendment”) for the purpose of amending certain terms of each of the Fixed Rate Cumulative Perpetual Preferred Stock, Series A, par value \$1.00 per share and liquidation preference \$1,000 per share, of M&T (the “Series A Preferred Shares”), and the Fixed Rate Cumulative Perpetual Preferred Stock, Series C, par value \$1.00 per share and liquidation preference \$1,000 per share, of M&T (the “Series C Preferred Shares”).

Under the terms of the Certificate of Amendment, (a) the initial dividend rate on both the Series A Preferred Shares and the Series C Preferred Shares will be 5% per annum through November 14, 2013 and will increase to 6.375% per annum on and after November 15, 2013, and (b) M&T cannot redeem either the Series A Preferred Shares or the Series C Preferred Shares, except (i) on or after November 15, 2018, subject to prior approval by the appropriate federal banking agency, or (ii) in whole but not in part, at any time within 90 days following a regulatory capital treatment event, in each case at a redemption price equal to the sum of 100% of the liquidation preference per preferred share plus any accrued and unpaid dividends (including dividends accrued on any unpaid dividends) to but excluding the date of redemption. The term “regulatory capital treatment event” means the good faith determination by M&T that, as a result of (1) any amendment to, or change in, the laws or regulations of the U.S. (or any political subdivision thereof) that is enacted or becomes effective after August 17, 2012; (2) any proposed change (including any such change with a prospective effect) in those laws or regulations that is announced after August 17, 2012; or (3) any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced after August 17, 2012, there is more than an insubstantial risk that M&T will not be entitled to treat the full liquidation value of the Series A Preferred Shares or the Series C Preferred Shares, as applicable, then outstanding as “Tier 1 Capital” for purposes of the capital adequacy guidelines of the Federal Reserve Board, Regulation Y, 12 C.F.R. Part 225, or any successor regulation of the Board of Governors of the Federal Reserve System, as then in effect and applicable, for as long as any share of Series A Preferred Shares or Series C Preferred Shares is outstanding.

The terms of the Certificate of Amendment were previously approved by (x) M&T’s board of directors on August 17, 2012, (y) the U.S. Treasury, in its capacity as the sole shareholder of the Series A Preferred Shares and the Series C Preferred Shares, on August 17, 2012, and (z) the holders of shares of M&T common stock at a special meeting of shareholders on April 16, 2013.

A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference. This summary does not purport to be complete and is qualified in its entirety by reference to the Certificate of Amendment.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) *Exhibits.*

Exhibit  
No.

Description of Exhibit

3.1 Certificate of Amendment to Restated Certificate of Incorporation of M&T Bank Corporation, dated April 19, 2013.

**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: April 22, 2013

By: /s/ Drew J. Pfirman

Name: Drew J. Pfirman

Title: Senior Vice President and General Counsel

**EXHIBIT INDEX**

**Exhibit  
No.**

**Description of Exhibit**

3.1

Certificate of Amendment to Restated Certificate of Incorporation of M&T Bank Corporation, dated April 19, 2013.

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
M&T BANK CORPORATION**

**UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW**

The undersigned, being the President and an Assistant Secretary, respectively, of M&T Bank Corporation (the "Corporation"), do hereby certify and set forth:

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

(2) The certificate of incorporation of the Corporation was filed by the Department of State on the 6th day of November, 1969. A restated certificate of incorporation was filed by the Department of State on the 18th day of November, 2010; and an amendment to the certificate of incorporation was filed by the Department of State on the 27th day of May, 2011.

(3) The certificate of incorporation of the Corporation is hereby amended with the following amendments to Article FOURTH, 4., which recites the terms and conditions of the Fixed Rate Cumulative Perpetual Preferred Stock, Series A, under the heading "STANDARD PROVISIONS":

(a) In Section 2 (Standard Definitions), the definition of "Applicable Dividend Rate" is replaced in its entirety with the following:

"(a) 'Applicable Dividend Rate' means (i) during the period from the Original Issue Date to, but excluding, November 15, 2013, 5% per annum and (ii) from and after November 15, 2013, 6.375% per annum."

(b) In Section 2 (Standard Definitions), the following definition is inserted in alphabetical order, and the paragraphs of Section 2 are renumbered accordingly:

"(o) 'Regulatory Capital Treatment Event' means the good faith determination by the Corporation that, as a result of (i) any amendment to, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after August 17, 2012; (ii) any proposed change (including any such change with a prospective effect) in those laws or regulations that is announced after August 17, 2012 (including any announced change with a prospective effect); or (iii) any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced after August 17, 2012, there is more than an insubstantial risk that the Corporation will not be entitled to treat the full liquidation value of the shares of Designated Preferred Stock then outstanding as 'Tier 1 Capital' (or its equivalent or successor) for purposes of the capital adequacy guidelines of the Board of Governors of the Federal Reserve System, Regulation Y, 12 C.F.R. Part 225, or any successor regulation of the Board of Governors of the Federal Reserve System (or, as and if applicable, the capital adequacy guidelines or regulations of any successor Appropriate Federal Banking Agency), as then in effect and applicable, for as long as any share of Designated Preferred Stock is outstanding."

(c) Section 5(a) is replaced in its entirety with the following:

“(a) Optional Redemption. Except as provided below, the Designated Preferred Stock may not be redeemed prior to November 15, 2018. On or after November 15, 2018, the Corporation, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, in whole or in part, at any time and from time to time, out of funds legally available therefor, the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption.

Notwithstanding the foregoing, at any time within 90 days following the occurrence of a Regulatory Capital Treatment Event, the Corporation, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem all (but not less than all) of the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable, as provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption (“Regulatory Event Redemption”).

The redemption price for any shares of Designated Preferred Stock shall be payable on the redemption date to the holder of such shares against surrender of the certificate(s) evidencing such shares to the Corporation or its agent. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the Dividend Record Date for a Dividend Period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such Dividend Record Date relating to the Dividend Payment Date as provided in Section 3 above.”

(4) The certificate of incorporation of the Corporation is hereby amended by amending and restating each of the following provisions of Article FOURTH, 6., Annex A, which recites the terms and conditions of the Fixed Rate Cumulative Perpetual Preferred Stock, Series C, as follows:

(a) In Section 2 (Standard Definitions), the definition of “Applicable Dividend Rate” is replaced in its entirety with the following:

“(a) ‘Applicable Dividend Rate’ means (i) during the period from the Original Issue Date to, but excluding, November 15, 2013, 5% per annum and (ii) from and after November 15, 2013, 6.375% per annum.”

(b) In Section 2 (Standard Definitions), the following definition is inserted in alphabetical order, and the paragraphs of Section 2 are renumbered accordingly:

“(o) ‘Regulatory Capital Treatment Event’ means the good faith determination by the Corporation that, as a result of (i) any amendment to, or change in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes

effective after August 17, 2012; (ii) any proposed change (including any such change with a prospective effect) in those laws or regulations that is announced after August 17, 2012 (including any announced change with a prospective effect); or (iii) any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced after August 17, 2012, there is more than an insubstantial risk that the Corporation will not be entitled to treat the full liquidation value of the shares of Designated Preferred Stock then outstanding as 'Tier 1 Capital' (or its equivalent or successor) for purposes of the capital adequacy guidelines of the Board of Governors of the Federal Reserve System, Regulation Y, 12 C.F.R. Part 225, or any successor regulation of the Board of Governors of the Federal Reserve System (or, as and if applicable, the capital adequacy guidelines or regulations of any successor Appropriate Federal Banking Agency), as then in effect and applicable, for as long as any share of Designated Preferred Stock is outstanding.”

(c) Section 5(a) is replaced in its entirety with the following:

“(a) Optional Redemption. Except as provided below, the Designated Preferred Stock may not be redeemed prior to November 15, 2018. On or after November 15, 2018, the Corporation, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem, in whole or in part, at any time and from time to time, out of funds legally available therefor, the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable as provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption.

Notwithstanding the foregoing, at any time within 90 days following the occurrence of a Regulatory Capital Treatment Event, the Corporation, at its option, subject to the approval of the Appropriate Federal Banking Agency, may redeem all (but not less than all) of the shares of Designated Preferred Stock at the time outstanding, upon notice given as provided in Section 5(c) below, at a redemption price equal to the sum of (i) the Liquidation Amount per share and (ii) except as otherwise provided below, any accrued and unpaid dividends (including, if applicable, as provided in Section 3(a) above, dividends on such amount) (regardless of whether any dividends are actually declared) to, but excluding, the date fixed for redemption (“Regulatory Event Redemption”).

The redemption price for any shares of Designated Preferred Stock shall be payable on the redemption date to the holder of such shares against surrender of the certificate(s) evidencing such shares to the Corporation or its agent. Any declared but unpaid dividends payable on a redemption date that occurs subsequent to the Dividend Record Date for a Dividend Period shall not be paid to the holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the holder of record of the redeemed shares on such Dividend Record Date relating to the Dividend Payment Date as provided in Section 3 above.”

(5) This amendment to the certificate of incorporation of the Corporation was authorized, pursuant to section 803(a) of the Business Corporation Law, by the unanimous written consent of the Board of Directors on August 17, 2012 pursuant to section 708(b) of the Business Corporation Law and a vote of at least a majority of the holders of the Corporation’s common



stock outstanding and entitled to vote at the Corporation's special meeting on April 16, 2013. In addition, this amendment to the certificate of incorporation of the Corporation was approved by the holder of the Corporation's Fixed Rate Cumulative Perpetual Preferred Stock, Series A and by the holder of the Corporation's Fixed Rate Cumulative Perpetual Preferred Stock, Series C, in each case by unanimous written consent dated August 17, 2012 pursuant to section 615 of the Business Corporation Law with written notice given as and to the extent required by such section, in accordance with the requirement in section 804(a) of the Business Corporation Law that the amendment be approved by a majority of the votes of all outstanding shares of each of the Fixed Rate Cumulative Perpetual Preferred Stock, Series A, and the Fixed Rate Cumulative Perpetual Preferred Stock, Series C, and the requirement in the Corporation's certificate of incorporation that the amendment be approved by at least 66 2/3% of the shares of each of such series.

IN WITNESS WHEREOF, the undersigned have executed, signed and verified this certificate this 19th day of April, 2013.

M&T BANK CORPORATION

By: /s/ Mark J. Czarnecki

Name: Mark J. Czarnecki

Title: President

By: /s/ Brian R. Yoshida

Name: Brian R. Yoshida

Title: Assistant Secretary

