

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

M&T BANK CORPORATION

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

16-0968385
(I.R.S. Employer
Identification No.)

**One M&T Plaza
Buffalo, New York 14203**
(Address of Principal Executive Offices, including zip code)

**M&T BANK CORPORATION
2008 DIRECTORS' STOCK PLAN**
(Full title of the plan)

Brian R. Yoshida, Esq.
Group Vice President and Deputy General Counsel
M&T Bank Corporation
One M&T Plaza
Buffalo, New York 14203
(716) 842-5464

(Name and address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Calculation of Registration Fee

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, \$0.50 par value	100,000	\$96.87	\$9,687,000	\$1,321.31

- (1) This Registration Statement covers 100,000 additional shares of common stock, par value \$0.50 per share, of M&T Bank Corporation (the “Registrant” or the “Corporation”) available for issuance pursuant to awards under the Corporation’s 2008 Directors’ Stock Plan (the “Plan”). This Registration Statement also covers an indeterminate number of additional shares which may be offered and issued under the Plan to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and Rule 457 (h)(1) of the Securities Act of 1933, as amended; calculated based on the average of the high and low prices for the Corporation’s Common Stock on October 12, 2012, as reported on the New York Stock Exchange.
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EXPLANATORY NOTE

This Registration Statement is filed to register an additional 100,000 shares of common stock, par value \$0.50 per share, of the Corporation, which may be awarded under the Plan pursuant to an amendment of the Plan authorized by the board of directors of the Corporation on August 21, 2012. This Registration Statement is filed pursuant to General Instruction E of Form S-8. The contents of the Registration Statement on Form S-8 (File No. 333-150122) are incorporated herein by reference and made a part hereof.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Corporation with the Securities and Exchange Commission (the “Commission”) are incorporated by reference into this Registration Statement:

- (a) the Corporation’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the Commission on February 23, 2011;
- (b) The Corporation’s Quarterly Reports on Form 10-Q for the fiscal quarter ended March 31, 2012, filed with the Commission on May 10, 2012, and for the fiscal quarter ended June 30, 2012, and Amendment No. 1 to same on Form 10-QA, both filed with the Commission on August 9, 2012.
- (c) All other reports filed by the Corporation pursuant to Section 13(a) of 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) since the end of the fiscal year covered by the Annual Report referred to in (a) above, including M&T’s Current Reports on Form 8-K filed with the Commission on June 13, 2012, August 22, 2012, August 27, 2012, August 31, 2012, and September 10, 2012; and
- (d) The description of the Corporation’s Common Stock contained in the Registration Statement on Form 8-A, filed by M&T on May 20, 1998, under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Corporation pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall also be deemed to be incorporated by reference into this Registration Statement and to be a part hereof commencing on the date of the filing of such documents.

Any statement contained herein or in a document all or a portion of which is incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Brian R. Yoshida, Esq., Group Vice President and Deputy General Counsel of the Corporation, has delivered a legal opinion to the effect that the issuance and sale of the common stock offered hereby was duly authorized by the Corporation and that such common stock will be validly issued, fully paid and nonassessable when issued pursuant to the Plan.

Item 8. Exhibits.

The exhibits to this Registration Statement are described in the Exhibit Index below.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, M&T Bank Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Buffalo, New York on October 19, 2012.

M&T BANK CORPORATION

By: /s/ René F. Jones
René F. Jones
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on October 19, 2012.

<u>Signature</u>	<u>Title</u>
* <u>Robert G. Wilmers</u>	Chairman of the Board and Chief Executive Officer (Principal Executive Officer) and Director
* <u>René F. Jones</u>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* <u>Michael R. Spychala</u>	Senior Vice President and Controller (Principal Accounting Officer)
* <u>Brent D. Baird</u>	Director
* <u>C. Angela Bontempo</u>	Director
* <u>Robert T. Brady</u>	Director
* <u>T. Jefferson Cunningham III</u>	Director
* <u>Mark J. Czarnecki</u>	Director
<u>Gary N. Geisel</u>	Director

<div>*<div>John D. Hawke, Jr.</div></div>	Director
<div>*<div>Patrick W.E. Hodgson</div></div>	Director
<div>*<div>Richard G. King</div></div>	Director
<div><div>Jorge G. Pereira</div></div>	Director
<div><div>Michael P. Pinto</div></div>	Director
<div><div>Melinda R. Rich</div></div>	Director
<div>*<div>Robert E. Sadler, Jr.</div></div>	Director
<div>*<div>Herbert L. Washington</div></div>	Director

* By:

/s/ Brian R. Yoshida

Brian R. Yoshida

(Attorney-in-Fact)

Pursuant to Power of Attorney filed herewith

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
4.1	M&T Bank Corporation 2008 Directors' Stock Plan, as amended on August 21, 2012, filed herewith.
5.1	Opinion of Brian R. Yoshida, Esq., filed herewith.
23.1	Consent of PricewaterhouseCoopers LLP, filed herewith.
23.2	Consent of Brian R. Yoshida, Esq., included in the opinion filed as Exhibit 5.1 hereto.
24.1	Power of attorney, filed herewith.

M&T BANK CORPORATION 2008 DIRECTORS' STOCK PLAN

1. **Name:**

This plan shall be known as the M&T Bank Corporation 2008 Directors' Stock Plan (the "2008 Plan").

2. **Purpose and Intent:**

The 2008 Plan has been adopted to replace in its entirety M&T Bank Corporation's existing directors' stock plan, which was amended and restated on April 18, 2006. The purpose of the 2008 Plan is to enable M&T Bank Corporation, a New York corporation (the "Corporation"), to attract and retain persons of exceptional ability to serve as Non-employee Directors or Non-employee Advisory Directors of the Corporation and its subsidiaries, including with respect to any committees of the Boards of Directors of the Corporation and its subsidiaries, as members of the Directors Advisory Councils of the Corporation and its subsidiaries and as members of Regional Directors Advisory Councils of the Corporation and its subsidiaries, and to further align the interests of such persons and stockholders in enhancing the value of the Corporation's common stock (the "Common Stock"). The 2008 Plan permits each Non-employee Director, Non-employee Advisory Director, Advisory Director and Regional Advisory Director to elect to receive payment of their Annual Compensation in cash, shares of Common Stock, or in an equal combination of cash and shares of Common Stock. The 2008 Plan, as amended, was approved by the Board of the Corporation on August 21, 2012. The Plan was initially approved on March 25, 2008 and became effective on such date (the "Effective Date"). The 2008 Plan shall continue in effect unless and until terminated by the Board of the Corporation in accordance with Section 10 below.

3. **Definitions:**

For purposes of the 2008 Plan, the following terms shall have the following meanings:

- (a) "Advisory Director" means any individual who is a current or future member of one or more of the Directors Advisory Councils of the Board of the Corporation or any of its subsidiaries, but who is not a Non-employee Director, Non-employee Advisory Director, Regional Advisory Director or a salaried officer of the Corporation or any of its subsidiaries.
- (b) "Regional Advisory Director" means any individual who is a current or future member of one or more of the Regional Directors Advisory Councils of the Corporation or any of its subsidiaries, but who is not a Non-employee Director, Non-employee Advisory Director, Advisory Director or a salaried officer of the Corporation or any of its subsidiaries.
- (c) "Annual Compensation" means the total annual compensation payable to a Non-employee Director, Non-employee Advisory Director, Advisory Director or Regional Advisory Director under the Corporation's or any of its subsidiaries' compensation policies for such persons in effect from time to time.
- (d) "Board" means the Board of Directors of the Corporation or any subsidiary thereof.
- (e) "Compensation Committee" means the Nomination, Compensation and Governance Committee of the Board of the Corporation, or any other committee of the Board to which authority with respect to the 2008 Plan is delegated.
- (f) "Directors Advisory Councils" means the current or future Directors Advisory Councils of the Board of the Corporation or any of its subsidiaries with members appointed by the Board of the Corporation or the respective subsidiary.
- (g) "Regional Directors Advisory Councils" means the current or future Directors Advisory Councils of the Corporation or any of its subsidiaries with members appointed by the appropriate member(s) of the Corporation's Management Group having responsibility for such regional Directors Advisory Council, or pursuant to such other process as determined by the applicable Board.

(h) “Fair Market Value” of a share of Common Stock means the closing price on the date immediately preceding the Payment Date of a share of Common Stock on the New York Stock Exchange (or such other principal securities exchange on which the shares of the Common Stock are traded if such shares are no longer traded on the New York Stock Exchange).

(i) “M&T Bank” means Manufacturers and Traders Trust Company.

(j) “Non-employee Director” means an individual who is a member of a Board, but who is not a salaried officer of the Corporation or any of its subsidiaries.

(k) “Non-Employee Advisory Director” means an individual who is an advisory member of a Board or a committee thereof, but who is not a salaried officer of the Corporation or any of its subsidiaries.

(l) “Payment Date” of Annual Compensation in any calendar year means the first business day following the last business day of a calendar quarter on which the Fair Market Value of shares of the Common Stock are quoted on the New York Stock Exchange (or such other principal securities exchange on which the shares of the Common Stock are traded if such shares are no longer traded on the New York Stock Exchange).

4. Administration:

The Compensation Committee shall be responsible for administering the 2008 Plan. The Compensation Committee shall have all of the powers necessary to enable it to properly carry out its duties under the 2008 Plan. Not in limitation of the foregoing, the Compensation Committee shall have the power to construe and interpret the 2008 Plan and to determine all questions that shall arise thereunder. The Compensation Committee shall have such other and further specified duties, powers, authority and discretion as are elsewhere in the 2008 Plan either expressly or by necessary implication conferred upon it. The Compensation Committee may authorize such agents as it may deem necessary for the effective performance of its duties, and may delegate to such agents such powers and duties as the Compensation Committee may deem expedient or appropriate that are not inconsistent with the intent of the 2008 Plan. The decision of the Compensation Committee upon all matters within its scope of authority shall be final and conclusive on all persons, except to the extent otherwise provided by law.

5. Shares Available:

Shares issued under the 2008 Plan shall be issued out of the authorized but unissued shares of Common Stock or treasury shares, as the Compensation Committee shall determine. Subject to adjustment as provided in Section 7, the aggregate number of shares of Common Stock that may be delivered under this 2008 Plan shall not exceed 200,000 shares.

6. Shares for Annual Compensation:

The Annual Compensation payable to a Non-employee Director, Non-employee Advisory Director, Advisory Director or Regional Advisory Director on or after the Effective Date shall be paid in accordance with this Section 6. Each Non-employee Director, Non-employee Advisory Director, Advisory Director or Regional Advisory Director shall file with the Corporation a form under which such Non-employee Director, Non-employee Advisory Director, Advisory Director or Regional Advisory Director shall elect to have Annual Compensation paid (i) one hundred percent (100%) in cash, (ii) one hundred percent (100%) in shares of Common Stock, or (iii) one-half in cash and one-half in shares of Common Stock. Such election may be changed by the Non-employee Director, Non-employee Advisory Director, Advisory Director or Regional Advisory Director at least fifteen days prior to the end of any calendar quarter, effective as of the first day of the following calendar quarter. The total number of shares of Common Stock to be paid under this Section to a Non-employee Director, Non-employee Advisory Director, Advisory Director or Regional Advisory Director with respect to Annual Compensation shall be determined by dividing the amount of such Annual Compensation payable in shares of Common Stock by the Fair Market Value of the Common Stock on the applicable Payment Date. In no event shall the Corporation be obligated to issue fractional shares under this Section, but instead shall pay the amount that would constitute a fractional share in cash based on the Fair Market Value of the Common Stock on the Payment Date.

7. Adjustments in Authorized Shares:

In the event of any change in corporate capitalization, such as a stock split, or a corporate transaction, such as any merger, consolidation, separation, including a spin-off, or other distribution of stock or property of the Corporation, any reorganization (whether or not such reorganization comes within the definition of such term in Internal Revenue Code Section 368) or any partial or complete liquidation of the Corporation, such adjustment shall be made in the number and class of shares which may be paid under the 2008 Plan, as may be determined to be appropriate and equitable by the Compensation Committee in its sole discretion.

8. Resales of Shares:

The Corporation may impose such restrictions on the sale or other disposition of shares paid under this 2008 Plan as the Compensation Committee deems necessary to comply with applicable securities laws. Certificates for shares paid under this 2008 Plan may bear such legends as the Corporation deems necessary to give notice of such restrictions.

9. Compliance with Law and Other Conditions:

No shares shall be paid under this 2008 Plan prior to compliance by the Corporation, to the satisfaction of its counsel, with any applicable laws. The Corporation shall not be obligated to (but may in its discretion) take any action under applicable federal or state securities laws (including registration or qualification of the 2008 Plan or the Common Stock) necessary for compliance therewith in order to permit the payment of shares hereunder, except for actions (other than registration or qualification) that may be taken by the Corporation without unreasonable effort or expense and without the incurrence of any material exposure to liability.

10. Amendment, Modification and Termination of the 2008 Plan:

The Board of the Corporation shall have the right and power at any time and from time to time to amend the 2008 Plan in whole or in part and at any time to terminate the 2008 Plan; provided, however, that the provisions of Section 6 of the 2008 Plan cannot be amended more than once every six (6) months to the extent such restriction is necessary to ensure that awards of Common Stock paid under the 2008 Plan are exempt from the short-swing profit recovery rules of Section 16(b) of the Securities Exchange Act of 1934.

11. Miscellaneous:

The 2008 Plan shall be construed, administered, regulated and governed in all respects under and by the laws of the United States to the extent applicable, and to the extent such laws are not applicable, by the laws of the state of New York. The 2008 Plan shall be binding on the Corporation and any successor in interest of the Corporation.



One M&T Plaza, Buffalo, New York 14203 ^{PH} 716 842-5464 ^{FX} 716 842-5376
e-mail: byoshida@mtb.com

Brian R. Yoshida
Group Vice President and Deputy General Counsel

October 19, 2012

M&T Bank Corporation
One M&T Plaza
Buffalo, New York 14240

Ladies and Gentlemen:

Reference is made to the Registration Statement on Form S-8 ("Registration Statement") of M&T Bank Corporation (the "Corporation") related to the registration of 100,000 shares of the Corporation's common stock, par value \$0.50 per share ("Common Stock"), which are to be offered or sold pursuant to the M&T Bank Corporation 2008 Directors' Stock Plan (the "Plan"). I have been requested to furnish an opinion to be included as Exhibit 5.1 to the Registration Statement. In conjunction with the furnishing of this opinion, I or attorneys under my supervision have examined such corporate documents and have made such investigation of matters of fact and law as I have deemed necessary to render this opinion.

This opinion is limited to matters governed by the Federal laws of the United States of America and the Business Corporation Law of the State of New York. This opinion speaks as of today's date and is limited to present statutes, regulations and judicial interpretations. In rendering this opinion, I assume no obligation to revise or supplement this opinion should present laws, regulations or judicial interpretations be changed by legislative or regulatory action, judicial decision or otherwise.

Based upon such examination and investigation, and upon the assumption that there will be no material changes in the documents examined and matters investigated and that at the time of issuance there will be authorized but unissued shares of Common Stock available to the Corporation in sufficient amounts, I am of the opinion that the 100,000 shares of Common Stock referred to above have been duly authorized by the Corporation and that, when issued in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

I consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement.

This letter does not address any matters other than those expressly addressed herein. This letter is given for your sole benefit and use. No one else is entitled to rely hereupon.

Very truly yours,

/s/ Brian R. Yoshida

Brian R. Yoshida
Group Vice President and Deputy General Counsel

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 23, 2012 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in M&T Bank Corporation's Annual Report on Form 10-K for the year ended December 31, 2011.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Buffalo, New York
October 19, 2012

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers of M&T Bank Corporation, a corporation organized under the laws of the State of New York (the “Corporation”), hereby constitutes and appoints Robert G. Wilmers, Mark J. Czarnecki, René F. Jones and Brian R. Yoshida, and each of them (with full power to each of them to act alone), his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and on his or her behalf and in his or her name, place and stead, in any and all capacities, to sign, execute and to affix his or her seal to and file with the U.S. Securities and Exchange Commission (or any other governmental or regulatory authority) a Registration Statement on Form S-8 (or any other appropriate form), and any and all amendments (including post-effective amendments) thereto, with all exhibits and any and all documents required to be filed with respect thereto, relating to the registration under the Securities Act of 1933, as amended, of shares of the Corporation’s common stock, par value \$0.50 per share, to be issued or sold pursuant to the M&T Bank Corporation 2008 Directors’ Stock Plan, granting unto said attorneys, and each of them, full power and authority to do and to perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully to all intents and purposes as he himself or she herself might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned directors and/or officers has hereunto set his or her hand as of the date specified.

Dated: August 21, 2012

Signature**Title**

/s/ Robert G. Wilmers

Robert G. Wilmers

Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

/s/ René F. Jones

René F. Jones

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ Michael R. Spychala

Michael R. Spychala

Senior Vice President and Controller
(Principal Accounting Officer)

/s/ Brent D. Baird

Brent D. Baird

Director

/s/ C. Angela Bontempo

C. Angela Bontempo

Director

/s/ Robert T. Brady

Robert T. Brady

Director

/s/ Michael D. Buckley

Michael D. Buckley

Director

<div>/s/ T. Jefferson Cunningham III</div> <div>T. Jefferson Cunningham III</div>	Director
<div>/s/ Mark J. Czarnecki</div> <div>Mark J. Czarnecki</div>	Director
<div></div> <div>Gary N. Geisel</div>	Director
<div>/s/ John D. Hawke, Jr.</div> <div>John D. Hawke, Jr.</div>	Director
<div>/s/ Patrick W. E. Hodgson</div> <div>Patrick W.E. Hodgson</div>	Director
<div>/s/ Richard G. King</div> <div>Richard G. King</div>	Director
<div></div> <div>Jorge G. Pereira</div>	Director
<div></div> <div>Michael P. Pinto</div>	Director
<div></div> <div>Melinda R. Rich</div>	Director
<div>/s/ Robert E. Sadler, Jr.</div> <div>Robert E. Sadler, Jr.</div>	Director
<div>/s/ Herbert L. Washington</div> <div>Herbert L. Washington</div>	Director