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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): March 31, 2017**

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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)

**(716) 635-4000**  
Registrant's telephone number, including area code:

**(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 8.01. Other Information.

M&T Bank Corporation (“M&T”) and M&T Bank, M&T’s principal banking subsidiary, announced today that the duties of the former President and Chief Operating Officer, Mark J. Czarnecki, who passed away in February, have been assumed by M&T Bank’s three Vice Chairmen, Richard S. Gold, René F. Jones, and Kevin J. Pearson, effective as of March 31, 2017. The details of the expanded roles and responsibilities of these individuals and other corporate organizational changes were disclosed by means of a news release attached as Exhibit 99.1 to this Form 8-K and incorporated herein.

Further, M&T and Director Robert E. Sadler, Jr. elected to terminate Mr. Sadler’s consulting agreement effective April 1, 2017. Mr. Sadler will continue to serve as a director of M&T and of M&T Bank.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.

99.1                      Press Release dated April 3, 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: April 3, 2017

By: /s/ Brian R. Yoshida  
Brian R. Yoshida  
Senior Vice President and  
Deputy General Counsel

**EXHIBIT INDEX**

Exhibit No.

99.1

Press Release dated April 3, 2017

For Immediate Release  
Monday, April 3, 2017

### M&T BANK CORPORATION EXECUTIVES ASSUME NEW DUTIES

BUFFALO, NY—M&T Bank Corporation (NYSE:MTB)(“M&T”) announced today that the duties of former President Mark J. Czarnecki, who passed away in February, have been assumed by M&T Bank’s three Vice Chairmen, Richard S. Gold, René F. Jones and Kevin J. Pearson, effective immediately.

“At M&T we have succeeded, in part, by ensuring that our rising leaders gain diverse work, management and leadership experiences. This tradition was exemplified by our long-time President, Mark Czarnecki, whose own career was distinguished by wide-ranging assignments and ever-growing responsibilities,” said M&T Chairman and CEO, Robert G. Wilmers. “While it is difficult to replace Mark and restructure his duties, this necessary task is more manageable because we’re carrying on his career tradition, and because his responsibilities are being passed to strong and experienced leaders who have followed in Mark’s footsteps.”

Mr. Gold (56) will change and expand his role and responsibilities. He has been with M&T for 28 years, and worked in several business lines before being named Chief Risk Officer (CRO) in 2014. Now, after successfully leading the bank’s Risk Division, he will be moving on from the CRO role. Mr. Gold will assume responsibility for Retail Banking, Business Banking, Mortgage and Consumer Lending and Marketing, and he will also maintain his responsibility for the Legal Division.

The responsibilities of Mr. Jones (52) have been expanded. He has been with the bank for 25 years and has held a variety of leadership roles, including Chief Financial Officer for 11 years. In addition to maintaining his duties running Wilmington Trust and the Treasury Division, Mr. Jones will now also have responsibility for Human Resources and M&T’s Buffalo Promise Neighborhood initiative.

The duties of Mr. Pearson (55) have been increased. He has been with the bank for 28 years, and he devoted his time to building and enhancing the Commercial Banking and Credit Divisions across all of M&T’s geographies. In addition to maintaining his duties running the Commercial and Credit Divisions, Mr. Pearson will now have responsibility for the Technology and Banking Operations Division.

“With a combined total of more than 80 years of experience at M&T, Rich, René and Kevin are more than ready to assume greater responsibilities, a clear indication of the breadth of ability and depth of experience on our Management Group,” Mr. Wilmers said. “As they take on larger roles, our employees, customers and shareholders will see continuity in M&T’s overall vision because they have been an integral part of our growth and success over the years.”

Additionally, M&T announced that Neil Hosty (41), who is responsible for Retail Banking and

Business Banking, has been promoted to Executive Vice President. Mr. Hosty has been with M&T for six years, having spent 14 years with Allied Irish Banks, and has a strong track record of success in the Retail Banking, Business Banking and Private Banking business lines.

Also, M&T announced that John D'Angelo (54) has been promoted to Executive Vice President and named M&T's new CRO. After running M&T's Audit function for the past 11 years, Mr. D'Angelo will now assume responsibility for the Risk Division.

And, M&T announced that Julie Urban (45) has been promoted to Senior Vice President and named the new General Auditor. Ms. Urban has more than 14 years of auditing experience and brings deep expertise to this role.

#### ABOUT M&T:

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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