

**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): September 29, 2022

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)

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 Instruction 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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbols	Name of Each Exchange on Which Registered
Common Stock, \$.50 par value	MTB	New York Stock Exchange
Perpetual Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series H	MTBPrH	New York Stock Exchange

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.

Item 8.01. Other Events.

On September 29, 2022, M&T Bank Corporation (“M&T”) issued a press release announcing that M&T has entered into a definitive agreement to sell M&T Insurance Agency, Inc. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated September 29, 2022
104	Cover Page Interactive Data file (embedded within the Inline XBRL document)

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

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

Date: September 29, 2022



M&T Bank Corporation Announces Agreement to Sell M&T Insurance Agency to Arthur J. Gallagher & Co.

BUFFALO, NY, September 29, 2022 — M&T Bank Corp. (“M&T Bank”) announced today that it has signed a definitive agreement to sell M&T Insurance Agency, Inc. (“MTIA”) to Arthur J. Gallagher & Co. (“Gallagher”).

The transaction is subject to regulatory approval and is expected to close during the fourth quarter of this year. Terms of the sale were not disclosed.

Founded in 1955, MTIA is a retail insurance agency offering an array of property and casualty products, customized group benefits, and surety solutions in the Northeast and Mid-Atlantic. Current leadership and direct employees of MTIA are expected to join Gallagher. MTIA will continue to serve the entire M&T Bank footprint, while leveraging the resources of Gallagher’s global broking and insurance services operations.

“When we started to discuss the possibility of this transaction with Gallagher, it became immediately clear that this was the optimal company for both our customers and our employees,” said Jennifer Warren, Senior Executive Vice President and Head of M&T’s Institutional Client Services business. “Our goal was to create a seamless transaction with a world-class company that stresses excellence in everything they do. We found that with Gallagher.”

Gallagher (NYSE: AJG), a global insurance brokerage, risk management and consulting services firm, is headquartered in Rolling Meadows, Illinois. It provides services in approximately 130 countries around the world through its owned operations and a network of correspondent brokers and consultants.

Piper Sandler & Co. is acting as exclusive financial advisor and Hodgson Russ LLP is acting as legal counsel to M&T Bank.

About M&T Bank Corp.

M&T Bank Corporation is a financial holding company headquartered in Buffalo, New York. M&T’s principal banking subsidiary, M&T Bank, provides banking products and services in 12 states across the northeastern U.S. from Maine to Virginia and Washington, D.C. Trust-related services are provided in select markets in the U.S. and abroad by M&T’s Wilmington Trust-affiliated companies and by M&T Bank. For more information on M&T Bank, visit www.mtb.com

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