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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13  
AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 333-184411

**M&T BANK CORPORATION**

**M&T Bank Corporation  
One M&T Plaza  
Buffalo, New York 14203  
(716) 842-5138**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**PLAN INTERESTS IN THE PROFIT INCENTIVE BONUS PLAN OF HUDSON CITY SAVINGS BANK**  
(Title of each class of securities covered by this Form)

COMMON STOCK, \$.50 PAR VALUE

6.375% CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES A, \$1,000 LIQUIDATION PREFERENCE PER SHARE

6.375% CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES C, \$1000 LIQUIDATION PREFERENCE PER SHARE

WARRANTS TO PURCHASE SHARES OF COMMON STOCK (EXPIRING DECEMBER 23, 2018)

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>
Rule 15d-22(b)	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: None

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Effective April 1, 2016, the Profit Incentive Bonus Plan of Hudson City Savings Bank (the "Plan") was merged with and into the M&T Bank Corporation Retirement Savings Plan. As a result, the interests in the Plan, which previously constituted securities registered pursuant to the Securities Act of 1933, no longer exist. Therefore this Form 15 has been filed to suspend the Plan's duty to file reports under Section 15(d) of the Securities Exchange Act of 1934, as amended.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, M&T Bank Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

**M&T BANK CORPORATION**

Date: August 24, 2016

By:           /s/ Brian R. Yoshida          

Name: Brian R. Yoshida

Title: Senior Vice President and Deputy General Counsel