
**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): **October 20, 2015**

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) 842-5445**

(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 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Richard A. Grossi was elected to the Board of Directors of M&T Bank Corporation (“M&T”) effective October 20, 2015. Mr. Grossi was also elected as a director of M&T Bank, M&T’s principal banking subsidiary.

The public announcement was made by means of a news release, the text of which is set forth in Exhibit 99 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.

99

News Release dated October 20, 2015

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: October 21, 2015

By: /s/ Drew J. Pfirman
Drew J. Pfirman
Senior Vice President and
General Counsel

EXHIBIT INDEX

Exhibit No.

99

News Release dated October 20, 2015

**M&T Bank Corporation Elects Richard Grossi
to Board of Directors**

BUFFALO, N.Y.; Oct. 20, 2015—M&T Bank Corporation (NYSE: MTB) (“M&T”) announced the election of Richard A. Grossi to its Board of Directors, effective at today’s meeting. Mr. Grossi was also elected as a director of the Board of Directors of M&T Bank, M&T’s principal banking subsidiary.

Mr. Grossi joins M&T’s board with more than forty years of experience in higher education and the health care industry. His areas of expertise include financial analysis and management, organizational design and development, human resource management, systems selection and implementation, operational and financial responsibility for large functional units, and responsibility for major facility construction and control.

He recently retired after serving as senior vice president and chief financial officer for Johns Hopkins Medicine in Baltimore, Md. for nearly 20 years. He was responsible for all financial functions for the \$7.3 billion enterprise, including strategic planning, cash management and treasury, new business initiatives and trustee interactions on financial decisions. He currently works as a consultant for Johns Hopkins Medicine.

From 1978 until 2014, he worked at The Johns Hopkins University School of Medicine, most recently as senior associate dean for finance and administration. He was responsible for all financial functions of the university, acting as its chief financial officer, with oversight of budgeting and capital planning, general accounting, research accounting, financial reporting, oversight of academic departments, and strategic planning.

“Richard Grossi brings a remarkable level of skill and experience and a strong grasp of financial analysis and management to M&T’s board,” said Robert G. Wilmers, M&T Chairman and CEO. “He will be an invaluable addition to our board, bringing a perspective and background that will reinforce our commitment to conservative and consistent community banking.”

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, Pennsylvania, Maryland, Virginia, West Virginia, Delaware 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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