

M&T BANK CORP  
Form S-8 POS  
May 10, 2016

As filed with the Securities and Exchange Commission on May 10, 2016

Registration Statement No. 333-164015

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**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**

**16-0968385**  
**(I.R.S. Employer**

**incorporation or organization)**

**Identification No.)**

**One M&T Plaza**

**Buffalo, New York 14203**

**(Address of Principal Executive Offices, including zip code)**

**M&T BANK CORPORATION**

**RETIREMENT SAVINGS PLAN**

**(Full title of the plan)**

**Brian R. Yoshida, Esq.**

**Senior 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

**EXPLANATORY NOTE**

M&T Bank Corporation ( M&T ) hereby amends its Registration Statement on Form S-8 (Registration No. 333-164015) by filing this Post-Effective Amendment No. 1 to such Registration Statement to reflect that the M&T Bank Corporation Retirement Savings Plan (the Plan ) was amended and restated, effective as of January 1, 2016 to amend certain administrative provisions under the Plan; and to file a copy of the Plan, as amended and restated to date. No additional securities are being registered hereby.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The following documents are filed as part of this Registration Statement or incorporated by reference herein:

| <b>EXHIBIT NO.</b> | <b>DESCRIPTION</b>   |
|--------------------|--|
| 24.1               | Power of Attorney filed herewith.  |
| 99.1               | M&T Bank Corporation Retirement Savings Plan (amended and restated effective January 1, 2016), filed herewith. |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, M&T 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 Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Buffalo, New York on May 6, 2016.

**M&T BANK CORPORATION**

By: /s/ Darren J. King  
Darren J. King,

Executive Vice President and Chief  
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities indicated on May 6, 2016.

| <b>Signature</b>   | <b>Title</b>   |
|--|--|
| <p style="text-align: center;">*</p> <p>Robert G. Wilmers</p>            | <p>Chairman of the Board, Chief Executive Officer<br/>(Principal Executive Officer) and Director</p> |
| <p>/s/ Darren J. King<br/>Darren J. King</p>                             | <p>Executive Vice President and Chief Financial Officer<br/>(Principal Financial Officer)</p>        |
| <p style="text-align: center;">*</p> <p>Michael R. Spsychala</p>         | <p>Senior Vice President and Controller<br/>(Principal Accounting Officer)</p>                       |
| <p style="text-align: center;">*</p> <p>Mark J. Czarnecki</p>            | <p>President, Chief Operating Office &amp; Director</p>  |
| <p style="text-align: center;">*</p> <p>Robert T. Brady</p>              | <p>Vice Chairman of the Board &amp; Director</p>   |
| <p style="text-align: center;">*</p> <p>Brent D. Baird</p>               | <p>Director</p>  |
| <p style="text-align: center;">*</p> <p>C. Angela Bontempo</p>           | <p>Director</p>  |
| <p style="text-align: center;">*</p> <p>T. Jefferson Cunningham, III</p> | <p>President and Director</p>  |
| <p style="text-align: center;">*</p> <p>Gary N. Geisel</p>               | <p>Director</p>  |

| <b>Signature</b>        | <b>Title</b> |
|-------------------------|--------------|
| *                       |              |
| Richard A. Grossi *     | Director     |
| John D. Hawke, Jr. *    | Director     |
| Patrick W.E. Hodgson *  | Director     |
| Richard G. King *       | Director     |
| Newton P.S. Merrill *   | Director     |
| Melinda R. Rich *       | Director     |
| Robert E. Sadler, Jr. * | Director     |
| Denis J. Salamone *     | Director     |
| Herbert L. Washington * | Director     |

\* By: /s/ Brian R. Yoshida  
Brian R. Yoshida  
(Attorney-in-Fact)

Pursuant to Power of Attorney

Pursuant to the requirements of the Securities Act of 1933, the M&T Bank Employee Benefit Plan Committee which administers the Plan has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned member, thereunto duly authorized, in Buffalo, New York on May 6, 2016.

/s/ Janet M. Colletti  
Janet M. Colletti

**EXHIBIT INDEX**

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