

PROVIDENT BANKSHARES CORP

Form 425

December 19, 2008

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**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): December 18, 2008**

**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  
(IRS Employer  
Identification No.)**

**One M&T Plaza, Buffalo, New York 14203  
(Address of principal executive offices, including 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:

- 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))
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**Item 8.01. Other Information**

On December 18, 2008, M&T Bank Corporation ( M&T ) and Provident Bankshares Corporation ( Provident ) entered into an Agreement and Plan of Merger (the Merger Agreement ), pursuant to which, among other things, Provident will merge with and into a wholly owned subsidiary of M&T to be incorporated by M&T ( Merger Sub ), with Merger Sub continuing as the surviving corporation (the Merger ).

On December 19, 2008, M&T and Provident issued a joint press release announcing the execution of the Merger Agreement and made a joint investor presentation concerning the Merger. A copy of the joint press release and the joint investor presentation is attached hereto as Exhibits 99.1 and 99.2, respectively. These materials are incorporated herein by reference and the foregoing description is qualified in its entirety by reference to such materials.

The information required by Item 1.01 will be filed in a separate Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

The following exhibits are filed herewith:

**Exhibit No. Description of Exhibit**

- |      |                                                       |
|------|-------------------------------------------------------|
| 99.1 | Joint Press Release, dated December 19, 2008.         |
| 99.2 | Joint Investor Presentation, dated December 19, 2008. |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, M&T has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**M&T BANK CORPORATION**

/s/ René F. Jones  
René F. Jones  
Executive Vice President and Chief  
Financial Officer

Date: December 19, 2008

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