

M&T BANK CORP  
Form 8-K  
October 13, 2010

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**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**

**October 6, 2010**

**Date of Report (Date of earliest event reported)**

**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**

(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:

- 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 EVENTS.**

In connection with the registration of 26,700,000 shares of common stock, par value \$0.50, of M&T Bank Corporation by and for the account of Allied Irish Banks, p.l.c. as a selling stockholder, copies of the following documents are attached hereto as Exhibits 1.1, 5.1 and 8.1, respectively, and incorporated herein by reference:

the Indemnity Agreement, dated as of October 6, 2010, among M&T Bank Corporation, Citigroup Global Markets Inc. and Morgan Stanley & Co. Incorporated;

the opinion of Sullivan & Cromwell LLP, dated as of October 6, 2010, regarding the validity of the securities;  
and

the opinion of Sullivan & Cromwell LLP, dated as of October 6, 2010, regarding certain tax matters.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

**(d) Exhibits**

**Exhibit**

<b>Number</b>	<b>Description</b>
1.1	Indemnity Agreement, dated as of October 6, 2010, among M&T Bank Corporation, Citigroup Global Markets Inc. and Morgan Stanley & Co. Incorporated.
5.1	Opinion of Sullivan & Cromwell LLP, dated as of October 6, 2010, regarding the validity of the securities.
8.1	Opinion of Sullivan & Cromwell LLP, dated as of October 6, 2010, regarding certain tax matters.
23.1	Consent of Sullivan & Cromwell (included in Exhibit 5.1).
23.2	Consent of Sullivan & Cromwell (included in Exhibit 8.1).

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**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**

Dated: October 13, 2010

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