

M&T BANK CORP  
Form 8-A12B  
December 12, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**M&T BANK CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**New York**  
(State of Incorporation)

**One M&T Plaza**

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

Identification No.)

**14203**

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**Buffalo, New York**  
(Address of Principal Executive Offices) (Zip Code)  
**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b> to be so registered	<b>Name of each exchange on which</b> <u>each class is to be registered</u>
<b>Warrants (expiring December 23, 2018)</b>	<b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates: 333-182348**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

(Title of class)

(Title of class)

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The title of the securities to be registered hereunder is Warrants (expiring December 23, 2018) (the Securities). A description of the Securities is set forth under the section captioned Description of the Warrants in the registrant's Preliminary Prospectus Supplement, dated December 10, 2012, to the Base Prospectus, which relates to the registrant's registration statement on Form S-3ASR (No. 333-182348) and is hereby incorporated by reference into this registration statement.

**Item 2. Exhibits.**

4.1 Warrant Agreement, dated as of December 11, 2012, between the registrant and Registrar and Transfer Company.

4.2 Form of Warrant (included as part of Exhibit 4.1)

**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: December 12, 2012

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

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
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