

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 (Principal Executive Officer) and Director</p>
<p>/s/ Darren J. King Darren J. King</p>	<p>Executive Vice President and Chief Financial Officer (Principal Financial Officer)</p>
<p style="text-align: center;">*</p> <p>Michael R. Spsychala</p>	<p>Senior Vice President and Controller (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**

<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.