

M&T BANK CORP  
Form 8-K  
April 23, 2015

**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**

**Date of Report (Date of earliest event reported): April 21, 2015**

**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))

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.***2015 Annual Meeting of Shareholders*

The 2015 Annual Meeting of Shareholders of M&T Bank Corporation ( M&T ) was held on April 21, 2015. At the 2015 Annual Meeting, shareholders approved all of the Board of Directors proposals which included (i) the election of thirteen (13) directors, all of whom were then serving as directors of M&T, for one (1) year terms and until their successors are elected and qualified; (ii) the approval of the material terms of the M&T 2009 Equity Incentive Compensation Plan; (iii) the approval of the compensation of M&T's Named Executive Officers; and (iv) the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T for the year ending December 31, 2015. The voting results for each proposal, including the votes for and against or withheld, and any abstentions or broker non-votes, are described below. Abstentions and broker non-votes (if applicable) were counted for purposes of determining whether a quorum was present, but were not treated as votes cast. Therefore, abstentions and broker non-votes (if applicable) did not have the effect of a vote for or against such proposal and were not counted in determining the number of votes required for approval.

The following table reflects the tabulation of the votes with respect to each director who was elected at the 2015 Annual Meeting:

<b>NOMINEES:</b>	<b>FOR</b>	<b>WITHHOLD</b>	<b>BROKER NON-VOTE</b>
<b>Brent D. Baird</b>	97,764,256	13,501,458	10,111,166
<b>C. Angela Bontempo</b>	109,660,421	1,605,798	10,111,166
<b>Robert T. Brady</b>	109,064,801	2,201,649	10,111,166
<b>T. Jefferson Cunningham III</b>	109,678,635	1,587,093	10,111,166
<b>Mark J. Czarnecki</b>	109,582,472	1,683,747	10,111,166
<b>Gary N. Geisel</b>	109,469,889	1,796,560	10,111,166
<b>John D. Hawke, Jr.</b>	109,575,229	1,690,500	10,111,166
<b>Patrick W. E. Hodgson</b>	109,640,361	1,625,859	10,111,166
<b>Richard G. King</b>	101,991,676	9,274,773	10,111,166
<b>Melinda R. Rich</b>	109,843,871	1,421,857	10,111,166
<b>Robert E. Sadler, Jr</b>	108,102,850	3,163,286	10,111,166
<b>Herbert L. Washington</b>	109,373,521	1,892,929	10,111,166
<b>Robert G. Wilmers</b>	108,804,902	2,460,826	10,111,166

The following table reflects the tabulation of the votes with respect to the approval of the material terms of the M&T 2009 Equity Incentive Compensation Plan:

<i><b>FOR</b></i>	<i><b>AGAINST</b></i>	<i><b>ABSTAIN</b></i>	<i><b>BROKER NON-VOTE</b></i>
108,148,139	2,695,713	422,585	10,111,166

The following table reflects the tabulation of the votes with respect to the approval of the compensation of M&T's Named Executive Officers:

<i><b>FOR</b></i>	<i><b>AGAINST</b></i>	<i><b>ABSTAIN</b></i>	<i><b>BROKER NON-VOTE</b></i>
108,640,728	1,994,208	631,513	10,111,166

The following table reflects the tabulation of the votes with respect to the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T for the year ending December 31, 2015:

<i><b>FOR</b></i>	<i><b>AGAINST</b></i>	<i><b>ABSTAIN</b></i>	<i><b>BROKER NON-VOTE</b></i>
120,479,831	655,457	242,327	*

\* Not applicable

#### **8.01 OTHER EVENTS.**

##### *Lead Independent Director*

As disclosed in the proxy statement for the 2015 Annual Meeting of Shareholders, Jorge G. Pereira retired from the Board of Directors of M&T at the Annual Meeting. Mr. Pereira had served as the lead independent director. On April 21, 2015, the Board of Directors elected Robert T. Brady to be the Board's lead independent director.

**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.

Date: April 23, 2015

**M&T Bank Corporation**

By: /s/ Marie King

Name: Marie King

Title: Administrative Vice President and Corporate  
Secretary