

M&T BANK CORP  
Form 8-K  
April 21, 2014

**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 15, 2014**

**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***2014 Annual Meeting of Shareholders*

The 2014 Annual Meeting of Shareholders of M&T Bank Corporation ( M&T ) was held on April 15, 2014. At the 2014 Annual Meeting, shareholders approved all of the Board of Directors proposals which included (i) the election of fourteen (14) 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 compensation of M&T's Named Executive Officers; and (iii) the ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of M&T for the year ending December 31, 2014. 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 2014 Annual Meeting:

<b>NOMINEES:</b>	<b>FOR</b>	<b>WITHHOLD</b>	<b>BROKER NON-VOTE</b>
Brent D. Baird	102,382,695	5,691,680	10,464,432
C. Angela Bontempo	105,972,330	2,102,045	10,464,432
Robert T. Brady	105,525,425	2,548,950	10,464,432
T. Jefferson Cunningham III	106,279,585	1,794,790	10,464,432
Mark J. Czarnecki	106,405,361	1,669,014	10,464,432
Gary N. Geisel	87,716,508	20,357,867	10,464,432
John D. Hawke, Jr.	106,676,201	1,398,174	10,464,432
Patrick W. E. Hodgson	106,164,768	1,909,607	10,464,432
Richard G. King	97,298,603	10,775,772	10,464,432
Jorge G. Pereira	106,093,185	1,981,190	10,464,432
Melinda R. Rich	106,752,660	1,321,713	10,464,434
Robert E. Sadler, Jr	105,750,458	2,323,915	10,464,434
Herbert L. Washington	106,164,013	1,910,360	10,464,434
Robert G. Wilmers	105,776,022	2,298,351	10,464,434

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

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTE</b>
105,638,740	1,513,280	922,346	10,464,441

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, 2014:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTE</b>
117,866,372	384,758	287,677	*

\* Not applicable

**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: April 21, 2014

By: /s/ Marie King  
Name: Marie King  
Title: Administrative Vice President and  
Corporate Secretary