

M&T BANK CORP  
Form 8-A12B  
February 01, 2008

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 or other jurisdiction of incorporation or organization of registrant)

**16-0968385**

(I.R.S. Employer Identification No.)

**ONE M&T PLAZA  
BUFFALO, NEW YORK 14203**

**(716) 842-5445**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**M&T Capital Trust IV**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of incorporation or organization of registrant)

**13-7379185**

(I.R.S. Employer Identification No.)

**c/o M&T BANK CORPORATION**

**ONE M&T PLAZA  
BUFFALO, NEW YORK 14203**

**(716) 842-5445**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**MARK W. YONKMAN, ESQ.  
SENIOR VICE PRESIDENT AND GENERAL COUNSEL  
M&T BANK CORPORATION  
ONE M&T PLAZA  
BUFFALO, NEW YORK 14203  
(716) 842-5445**

*(Name, address, including zip code, and telephone number, including area code, of agent for service of each registrant)*

*With copies to:*

**Kenneth L. Bachman, Jr.  
Cleary Gottlieb Steen & Hamilton LLP  
2000 Pennsylvania Avenue, NW  
Washington, D.C. 20006  
(202) 974-1500**

**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), please 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), please check the following box.**

Securities Act registration statement file number to which this form relates:

333-122147, 333-122147-03  
**(If applicable)**

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

**Title of Each Class  
to be so Registered**

**Name of Each Exchange on Which  
Each Class is to be Registered**

8.500% Enhanced Trust Preferred Securities  
(Enhanced TruPS®)

New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act: None

---

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

For a description of the securities to be registered hereunder, reference is made to the information that appears under the headings (i) Description of the Capital Securities, Description of the Junior Subordinated Debentures, and Relationship Among Capital Securities, Junior Subordinated Debentures and Guarantee in the prospectus supplement that was filed on January 28, 2008 by the Registrants pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and which is incorporated herein by reference and (ii) Capital Securities and Related Instruments, Junior Subordinated Debentures and Guarantees in the Prospectus included in the Registration Statement on Form S-3 (Registration Statement No. 333-122147) of M&T Bank Corporation, M&T Capital Trust IV, M&T Capital Trust V, and M&T Capital Trust VI and which is incorporated herein by reference.

**Item 2. Exhibits.**

- 4.1 Junior Subordinated Indenture dated January 31, 2008 between M&T Bank Corporation and The Bank of New York as Trustee (incorporated by reference to Exhibit 4.1 to M&T's Current Report on Form 8-K filed with the SEC on February 1, 2008).
  - 4.2 First Supplemental Indenture dated January 31, 2008 between M&T Bank Corporation and The Bank of New York as Trustee (incorporated by reference to Exhibit 4.2 to M&T's Current Report on Form 8-K filed with the SEC on February 1, 2008).
  - 4.3 Amended and Restated Trust Agreement of M&T Capital Trust IV dated January 31, 2008 between M&T Bank Corporation as Depositor, The Bank of New York as Property Trustee, BNYM (Delaware) as Delaware Trustee and the Administrators named therein (incorporated by reference to Exhibit 4.3 to M&T's Current Report on Form 8-K filed with the SEC on February 1, 2008).
  - 4.4 Form of Capital Securities Certificate for M&T Capital Trust IV (included in Exhibit 4.3).
  - 4.5 Guarantee Agreement dated January 31, 2008 between M&T Bank Corporation and The Bank of New York as Guarantee Trustee (incorporated by reference to Exhibit 4.4 to M&T's Current Report on Form 8-K filed with the SEC on February 1, 2008).
  - 4.6 Certificate of Trust of M&T Capital Trust IV (incorporated by reference to Exhibit 4.H to M&T's Registration Statement on Form S-3 (No. 333-122147)).
-

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: February 1, 2008

M&T BANK CORPORATION

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

M&T CAPITAL TRUST IV

By: /s/ Brian R. Yoshida  
Name: Brian R. Yoshida  
Title: Administrator

---

**Index to Exhibits**

Exhibit No.	Exhibit
4.1	Junior Subordinated Indenture dated January 31, 2008 between M&T Bank Corporation and The Bank of New York as Trustee (incorporated by reference to Exhibit 4.1 to M&T's Current Report on Form 8-K filed with the SEC on February 1, 2008).
4.2	First Supplemental Indenture dated January 31, 2008 between M&T Bank Corporation and The Bank of New York as Trustee (incorporated by reference to Exhibit 4.2 to M&T's Current Report on Form 8-K filed with the SEC on February 1, 2008).
4.3	Amended and Restated Trust Agreement of M&T Capital Trust IV dated January 31, 2008 between M&T Bank Corporation as Depositor, The Bank of New York as Property Trustee, BNYM (Delaware) as Delaware Trustee and the Administrators named therein (incorporated by reference to Exhibit 4.3 to M&T's Current Report on Form 8-K filed with the SEC on February 1, 2008).
4.4	Form of Capital Securities Certificate for M&T Capital Trust IV (included in Exhibit 4.3).
4.5	Guarantee Agreement dated January 31, 2008 between M&T Bank Corporation and The Bank of New York as Guarantee Trustee (incorporated by reference to Exhibit 4.4 to M&T's Current Report on Form 8-K filed with the SEC on February 1, 2008).
4.6	Certificate of Trust of M&T Capital Trust IV (incorporated by reference to Exhibit 4.H to M&T's Registration Statement on Form S-3 (No. 333-122147)).