

People's United Financial, Inc.  
Form 8-A12B  
February 22, 2007

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

Washington, D.C. 20549

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**FORM 8-A**

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

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**People s United Financial, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

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**850 Main Street**

**Bridgeport, Connecticut 06604**

(Address of principal executive offices)

**20-8447891**  
(I.R.S. Employer Identification No.)

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

**Title of each class**  
**to be so registered**  
**Common Stock, par value \$0.01 per share**

**Name of each exchange on which**  
**each class is to be registered**  
**Nasdaq Global Select Market**

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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: **333-138389**

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

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

People's United Financial, Inc. (the Registrant) hereby incorporates by reference the description of its securities to be registered hereunder contained under the heading Description of Capital Stock of People's United Financial in Registrant's Registration Statement on Form S-1 (Registration No. 333-138389), as originally filed with the Securities and Exchange Commission (the Commission) on November 2, 2006, and all amendments thereto.

**Item 2. Exhibits.**

The following Exhibits are incorporated herein by reference:

- 2.1 Amended and Restated Plan of Conversion and Reorganization of People's Mutual Holdings and People's Bank.\*
- 3.1 Second Amended and Restated Certificate of Incorporation of People's United Financial, Inc.\*\*
- 3.2 Second Amended and Restated Bylaws of People's United Financial, Inc.\*\*
- 4.1 Form of Stock Certificate of People's United Financial, Inc.\*\*

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\* Incorporated by reference to Amendment No. 1 to the Registration Statement on Form S-1 of the Registrant (No. 333-138389), filed with the Commission on December 21, 2006.

\*\* Incorporated by reference to Amendment No. 4 to the Registration Statement on Form S-1 of the Registrant (No. 333-138389), filed with the Commission on February 13, 2007.

**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.

**People s United Financial, Inc.**

By: /s/ William T. Kosturko  
William T. Kosturko

Executive Vice President

and General Counsel

Dated: February 22, 2007