

WEBSTER FINANCIAL CORP  
Form 8-K  
December 11, 2009

**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): December 10, 2009**

**Webster Financial Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-31486**  
**(Commission File Number)**

**06-1187536**  
**(IRS Employer**  
  
**Identification No.)**

**Webster Plaza, Waterbury, Connecticut**  
**(Address of principal executive offices)**

**06702**  
**(Zip Code)**

**Registrant's telephone number, including area code: (203) 465-4364**

**(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))
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**Item 3.03 Material Modification to Rights of Security Holders.**

At a special meeting on December 10, 2009 (the Special Meeting ), shareholders of Webster Financial Corporation ( Webster or the Company ) approved an amendment (the Amendment ) to Webster s Second Restated Certificate of Incorporation (the Certificate ) to remove Subsection 2 of Article 10 of the Certificate. That subsection previously prohibited any shareholder from voting more than 10% of the voting securities of Webster unless the acquisition of such voting power was approved by two-thirds of Webster s shareholders. Because this amendment was approved by Webster s shareholders, holders and acquirors of Webster s voting stock will no longer be prevented from acquiring more than 10% of the voting power without obtaining prior shareholder consent.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The Amendment, a description of which is set forth in item 3.03 and is incorporated herein by reference, is attached as Exhibit 3.1.

**Item 8.01 Other Events.**

At the Special Meeting, Webster shareholders approved two proposals related to the Company s previously announced \$115 million investment by Warburg Pincus. Shareholders authorized: (i) the Amendment, a description of which is set forth in item 3.03 and is incorporated herein by reference (Proposal 1), (ii) the issuance of Webster common stock in connection with the conversion of the preferred stock and the exercise of warrants issued to Warburg Pincus, as required by the rules of the New York Stock Exchange (Proposal 2), and (iii) the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there had been insufficient votes at the time of the Special Meeting to adopt Proposals 1 and 2 (Proposal 3).

The votes tabulated by an independent inspector of election for the above-listed proposals were as follows:

Proposal 1

Shareholders cast 55,618,799 votes for, 1,894,113 votes against and 271,634 abstentions.

Proposal 2

Shareholders cast 55,535,427 votes for, 1,996,293 votes against and 252,827 abstentions.

Proposal 3

Shareholders cast 51,975,282 votes for, 5,626,683 votes against and 182,581 abstentions.

The press release announcing the results of the Special Meeting is attached as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | Certificate of Amendment to Second Amended and Restated Articles of Incorporation |
| 99.1               | Press Release dated December 10, 2009   |



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

WEBSTER FINANCIAL CORPORATION

Date: December 11, 2009.

By:  
Name:  
Title:

/s/ Harriet Munrett Wolfe  
Harriet Munrett Wolfe  
Executive Vice President, General  
Counsel and Secretary

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**EXHIBIT INDEX**

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