

WEBSTER FINANCIAL CORP  
Form 8-K  
December 21, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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 21, 2010**

**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.)**

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**Webster Plaza, Waterbury, Connecticut**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (203) 578-2202**

**06702**

**(Zip code)**

**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 8.01. Other Events.**

On December 21, 2010, Webster Financial Corporation ( Webster ) priced its previously announced underwritten public offering of 6,630,000 shares of its common stock at a price to the public of \$18.00 per share. In conjunction with the public offering, Warburg Pincus and one of its affiliates, each an existing stockholder, have agreed to purchase 2,069,848 shares of Webster s common stock at the price to the public less applicable underwriting discounts and commissions. Together, with the shares issued in the public offering, the total number of shares sold is 8,699,848. The offering is expected to close on or about December 27, 2010, subject to customary closing conditions.

A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated December 21, 2010.

**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.

**WEBSTER FINANCIAL CORPORATION**

By: */s/* GERALD P. PLUSH  
**Gerald P. Plush**  
**Senior Executive Vice President and Chief Financial Officer**

Date: December 21, 2010

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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