

WEBSTER FINANCIAL CORP  
Form 8-K  
October 26, 2012

# 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): October 22, 2012

## 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)

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

On October 22, 2012, the Board of Directors (the Board ) of Webster Financial Corporation (the Company ) approved certain amendments to the Company s Bylaws (as amended, the Amended Bylaws ) for the purpose of modifying and clarifying certain administrative provisions, including in Article III, Section 3, to clarify that the chairman shall preside at meetings of the Board; in Article III, Section 4, to provide more flexibility with respect to the timing and notice requirements for annual and regular Board meetings; and in both Article III, Section 4 and Article VII, Section 1, to clarify that notice may be provided using electronic means. In addition, typographical errors were also corrected. The above description of the amendments to the Bylaws is not complete and is qualified in its entirety by reference to the Amended Bylaws, which are filed herewith as Exhibit 3.1 and incorporated by reference herein.

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

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>                             |
|--------------------|--|
| 3.1                | Bylaws, as amended effective October 22, 2012. |

**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: October 26, 2012

By: /s/ Harriet Munrett Wolfe  
Name: Harriet Munrett Wolfe  
Title: Executive Vice President, General Counsel and Secretary

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**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                             |
|------------------------|--|
| 3.1                    | Bylaws, as amended effective October 22, 2012. |