

WEBSTER FINANCIAL CORP  
Form FWP  
December 05, 2017

**Issuer Free Writing Prospectus**

**Filed Pursuant to Rule 433**

**Registration No. 333-201026**

**December 5, 2017**

**Term Sheet**

**Depository Shares, Each Representing a 1/1,000th Interest  
in a Share of Series F Non-Cumulative Perpetual Preferred Stock**

<b>Issuer:</b>	Webster Financial Corporation (NYSE Ticker: WBS)
<b>Security:</b>	Depository shares, each representing a 1/1,000th interest in a share of Series F Non-Cumulative Perpetual Preferred Stock
<b>Size:</b>	\$150,000,000 (6,000,000 depository shares)
<b>Maturity:</b>	Perpetual
<b>Expected Ratings*:</b>	Baa3 / BB (both stable) (Moody's / S&P)
<b>Liquidation Preference:</b>	\$25,000 per share (equivalent to \$25 per depository share)
<b>Dividend Rate (Non-Cumulative):</b>	At a rate <i>per annum</i> equal to 5.250% from the date of issuance
<b>Dividend Payment Date:</b>	15 <sup>th</sup> day of March, June, September and December of each year, commencing on March 15, 2018
<b>Optional Redemption:</b>	On December 15, 2022, or any dividend payment date thereafter, the Series F Preferred Stock may be redeemed in whole, or in part, at a redemption price equal to \$25,000 per share (equivalent to \$25 per depository share), plus any declared and unpaid dividends. The Series F Preferred Stock may be redeemed in whole, but not in part, at any time upon the determination of the occurrence of a regulatory capital treatment event, as described in the prospectus supplement, at a redemption price equal to \$25,000 per share (equivalent to \$25 per depository share), plus any declared and unpaid dividends, without accumulation

of any undeclared dividends. Neither the holders of Series F Preferred Stock nor holders of depositary shares will have the right to require the redemption or repurchase of the Series F Preferred Stock.

**Trade Date:**

December 5, 2017

**Settlement Date:**

December 12, 2017 (T+5)

**Public Offering Price:**

\$25 per depositary share

<b>Underwriting Discount:</b>	\$0.7875 per depositary share for retail orders
	\$0.375 per depositary share for institutional orders
	\$0.7015625 total
<b>Net Proceeds (before expenses) to Issuer:</b>	\$145,790,625
<b>Joint Book-Running Managers:</b>	Merrill Lynch, Pierce, Fenner & Smith Incorporated Wells Fargo Securities, LLC J.P. Morgan Securities LLC Citigroup Global Markets Inc. Deutsche Bank Securities Inc. Keefe, Bruyette & Woods, <i>a Stifel Company</i> Sandler O'Neill + Partners, L.P.
<b>Co-Managers:</b>	
<b>Listing:</b>	We intend to apply to list the depositary shares on the New York Stock Exchange under the symbol WBS PrF.
<b>CUSIP/ISIN:</b>	947890505/US9478905055
<b>* A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.</b>	

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