

WEBSTER FINANCIAL CORP  
Form 8-A12B  
December 12, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-A**

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

**WEBSTER FINANCIAL CORPORATION**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State of Incorporation or Organization)**

**145 Bank Street**

**Waterbury, Connecticut**  
**(Address of Principal Executive Offices)**

**06-1187536**  
**(I.R.S. Employer**  
**Identification No.)**

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

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

| <b>Title of each class to be so registered</b>                       | <b>Name of each exchange on which each class is to be registered</b> |
|--|--|
| <b>Depository Shares, Each Representing<br/>1/1,000<sup>th</sup></b> | <b>The New York Stock Exchange</b>                                   |

**Interest in a Share of 5.25% Series F  
Non-Cumulative**

**Perpetual Preferred Stock**

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) or (e), 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) or (e), please check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement or Regulation A offering statement file number to which this form relates:  
333-201026**

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

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT****Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered hereby are depositary shares of Webster Financial Corporation (the Company), each depositary share representing 1/1,000<sup>th</sup> interest in a share of the Company's 5.25% Series F Non-Cumulative Perpetual Preferred Stock, par value \$0.01 per share and liquidation preference of \$25,000 per share (the Preferred Stock). The descriptions set forth under the sections "Description of the Series F Preferred Stock" and "Description of Depositary Shares" in the prospectus supplement dated December 5, 2017, as filed with the Securities and Exchange Commission (the SEC) on December 7, 2017 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, to the prospectus included in the Company's automatic shelf registration statement on Form S-3 (No. 333-201026), as filed with the SEC on December 17, 2014, are incorporated herein by reference.

**Item 2. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | Fourth Amended and Restated Certificate of Incorporation (filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, filed with the SEC on August 9, 2016 and incorporated herein by reference).  |
| 3.2                | Bylaws, as amended effective June 9, 2014 (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on June 12, 2014 and incorporated herein by reference).   |
| 3.3                | Certificate of Designations of 5.25% Series F Non-Cumulative Perpetual Preferred Stock of Webster Financial Corporation, filed with the Secretary of State of Delaware and effective December 12, 2017.   |
| 4.1                | Deposit Agreement, dated as of December 12, 2017, by and among the Company, Broadridge Corporate Issuer Solutions, Inc., as Depositary, and the Holders from time to time of the Depositary Receipts described therein (filed as Exhibit 4.1 to the Company's Form 8-K filed with the SEC on December 12, 2017 and incorporated herein by reference). |
| 4.2                | Form of Depositary Receipt (included as Exhibit A to Exhibit 4.1 hereto).   |
| 4.3                | Form of Stock Certificate representing the Preferred Stock.   |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: December 12, 2017

**WEBSTER FINANCIAL CORPORATION**

By: /s/ Glenn I. MacInnes

Name: Glenn I. MacInnes

Title: Executive Vice President and

Chief Financial Officer

**EXHIBIT INDEX**

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