

WEBSTER FINANCIAL CORP

Form 8-K

September 20, 2016

UNITED STATES

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): September 19, 2016

WEBSTER FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	001-31486	06-1187536
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

145 Bank Street, Waterbury, Connecticut 06702

(Address and zip code of principal executive offices)

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

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))
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Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
Item 5.02. Compensatory Arrangements of Certain Officers.

On September 19, 2016, the Board of Directors (the “Board”) of Webster Financial Corporation (the “Company”) appointed Lauren C. States as a member of the Board, effective September 19, 2016. Ms. States will serve on the Board until the Company’s 2017 annual meeting of shareholders. There are no arrangements or understandings pursuant to which Ms. States was appointed and there are no related party transactions between the Company and Ms. States.

For her service as a non-employee director on the Board, Ms. States will receive a pro rata portion of the annual cash retainer payable to the Company’s non-employee directors in accordance with the “Description of Arrangement for Directors Fees” filed as Exhibit 10.10 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2015, and will receive an initial equity award of restricted stock equal to a pro-rated amount of the annual equity award granted to non-employee, non-chair directors for 2016.

A copy of the press release relating to the appointment of Ms. States is attached hereto as Exhibit 99.1 and is hereby incorporated by reference into this Item 5.02.

Financial Statements and Exhibits.

Item 9.01.

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

Exhibit Number	Description
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99.1	Press release, dated September 19, 2016
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SIGNATURE

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

Date: September 19, 2016 By: /s/ Harriet Munrett Wolfe
Harriet Munrett Wolfe

Executive Vice President, General Counsel and Secretary
General Counsel and Secretary