

WEBSTER FINANCIAL CORP  
Form 8-K  
April 25, 2014

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): April 24, 2014

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WEBSTER FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

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|--|-----------------------------|--------------------------------------|
| Delaware   | 001-31486                   | 06-1187536                           |
| (State or other jurisdiction<br>of incorporation)                  | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |
| Webster Plaza, Waterbury, Connecticut 06702                        |                             |                                      |
| (Address 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)      |                             |                                      |

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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 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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## Item 5.07 Submission of Matters to a Vote of Security Holders

On April 24, 2014, Webster Financial Corporation (the “Company” or “Webster”) held its Annual Meeting of Shareholders (the “Annual Meeting”). The Company’s shareholders approved each of the three proposals detailed in the Company’s Definitive Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission on March 14, 2014.

The proposals voted on by the shareholders at the Annual Meeting were as follows:

1. The Company’s shareholders elected nine individuals to the Board of Directors to serve one-year term as set forth below:

| NOMINEES               | VOTES FOR  | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|------------------------|------------|---------------|-----------------|------------------|
| Joel S. Becker         | 77,247,260 | 1,023,080     | 91,323          | 6,284,878        |
| John J. Crawford       | 71,957,412 | 6,299,007     | 105,244         | 6,284,878        |
| Robert A. Finkenzeller | 77,231,579 | 1,010,602     | 119,482         | 6,284,878        |
| C. Michael Jacobi      | 62,174,479 | 15,925,805    | 261,379         | 6,284,878        |
| Laurence C. Morse      | 77,993,026 | 263,717       | 104,920         | 6,284,878        |
| Karen R. Osar          | 77,412,292 | 850,784       | 98,587          | 6,284,878        |
| Mark Pettie            | 78,008,317 | 237,209       | 116,137         | 6,284,878        |
| Charles W. Shivery     | 77,878,343 | 367,445       | 115,875         | 6,284,878        |
| James C. Smith         | 76,369,763 | 1,830,706     | 161,194         | 6,284,878        |

2. The Company’s shareholders approved, on a non-binding, advisory basis, the compensation of the named executive officers of Webster, as set forth below:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 77,019,698 | 1,051,291     | 290,674 | 6,284,878        |

3. The Company’s shareholders ratified the appointment by the Board of Directors of KPMG LLP as the independent registered public accounting firm of Webster for the fiscal year ending December 31, 2014, as set forth below:

| Votes For  | Votes Against | Abstain |
|------------|---------------|---------|
| 84,343,005 | 168,189       | 135,347 |

**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**  
(Registrant)

Date: April 25, 2014

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