

People's United Financial, Inc.  
Form 8-K  
December 06, 2012

**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) December 3, 2012

**People s United Financial, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33326**  
(Commission  
File Number)

**20-8447891**  
(IRS Employer  
Identification No.)

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**850 Main Street, Bridgeport, CT**  
(Address of principal executive offices)

**Registrant's telephone number, including area code (203) 338-7171**

**06604**  
(Zip Code)

**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 obligations 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 8.01. Other Events.**

On December 3, 2012, People's United Financial, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC, as representative of the several underwriters named therein (the Underwriters), that provided for the issuance and sale by the Company, and the purchase by the Underwriters, of \$500,000,000 aggregate principal amount of the Company's 3.65% Senior Notes due 2022 (the Notes). The terms of the Notes are governed by a senior indenture (the Indenture), dated December 6, 2012, between the Company and The Bank of New York Mellon, as trustee, and an officer's certificate, dated December 6, 2012 (the Officer's Certificate), establishing the terms of the Notes. On December 6, 2012, the Company completed the offering of the Notes.

Copies of the Underwriting Agreement, the Officer's Certificate and the Form of Note are filed as Exhibits 1.1, 4.1 and 4.2 hereto, respectively, and are incorporated by reference herein.

The following documents are being filed with this Current Report on Form 8-K and are incorporated by reference into the registration statement on Form S-3 (File No. 333-184753) of the Company which was automatically effective on November 5, 2012: (i) the Underwriting Agreement, filed as Exhibit 1.1 hereto; (ii) the Officer's Certificate, filed as Exhibit 4.1 hereto; (iii) the form of Note, filed as Exhibit 4.2 hereto; and (iv) the opinion of counsel addressing the validity of the Notes, filed as Exhibit 5.1 hereto.

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

**(d) Exhibits.**

Exhibit	
Number	Description
1.1	Underwriting Agreement, dated December 3, 2012, between People's United Financial, Inc. and J.P. Morgan Securities LLC, as representative of the several underwriters named therein
4.1	Officer's Certificate, dated as of December 6, 2012, of People's United Financial, Inc. establishing the terms of the 3.65% Notes due 2022
4.2	Form of Note (included as Annex A to Exhibit 4.1)
5.1	Opinion of Simpson Thacher & Bartlett LLP regarding the validity of the Notes
23.1	Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.1)

**SIGNATURES**

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.

People's United Financial, Inc.  
(Registrant)

Date: December 6, 2012

By: /s/ Robert E. Trautmann  
(Signature)

Name: Robert E. Trautmann

Title: Senior Executive Vice President and General Counsel

**Exhibit Index**

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23.1	Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.1)