

WEBSTER FINANCIAL CORP  
Form 8-A12B  
June 03, 2011

**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 (Webster Plaza),  
Waterbury Connecticut

**06-1187536**  
(I.R.S. Employer

Identification no.)

**06702**

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(Address of Principal Executive Offices)

(Zip Code)

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), please 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), please check the following box.

Securities Act registration statement file numbers to which this form relates: 333-155929

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

**Title of Each Class  
to be so Registered**

**Name of Each Exchange on Which  
Each Class is to be Registered**

Warrants (expiring November 21, 2018)

New York Stock Exchange

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

None

**Item 1. Description of Registrant's Securities to be Registered.**

The title of the securities to be registered hereunder is Warrants (expiring November 21, 2018) (the Securities ). A description of the Securities is set forth under (i) the section captioned Description of Warrants in the registrant's Prospectus, dated December 4, 2008 (the Base Prospectus ), which relates to the registrant's registration statement on Form S-3 (No. 333-155929), as supplemented by (ii) the section captioned Description of the Warrants in the registrant's Preliminary Prospectus Supplement, dated June 1, 2011, to the Base Prospectus, which are hereby incorporated by reference into this registration statement.

**Item 2. Exhibits.**

4.1 Warrant Agreement, dated June 2, 2011, between the registrant and Mellon Investor Services LLC

4.2 Form of Warrant (included as part of Exhibit 4.1).

**SIGNATURE**

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

WEBSTER FINANCIAL CORPORATION  
*(Registrant)*

Date: June 2, 2011

By: /s/ Gerald P. Plush  
Name: Gerald P. Plush

Title: Senior Executive Vice President  
and Chief Financial Officer

**Exhibit Index**

<b>Number</b>	<b>Description</b>
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4.2	Form of Warrant (included as part of Exhibit 4.1)