

WEBSTER FINANCIAL CORP  
Form 8-K  
December 19, 2007

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# 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 18, 2007

## Webster Financial Corporation

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(Exact name of registrant as specified in its charter)

Delaware  
(State or other

jurisdiction of incorporation)

001-31486  
(Commission

File Number)

06-1187536  
(IRS Employer

Identification No.)

Webster Plaza, Waterbury, Connecticut  
(Address of principal executive offices)

Registrant's telephone number, including area code: (203) 465-4364

06702  
(Zip Code)

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(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))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 18, 2007, the Board of Directors of Webster Financial Corporation (the Corporation ) amended Article VI of the Corporation s Bylaws to permit the issuance and transfer of the Corporation s shares in uncertificated form. By being able to issue uncertificated shares, the Company may participate in a direct registration program as required by The New York Stock Exchange rules. Participation in a direct registration program enables investors to have securities registered in their names without the issuance of physical certificates and allows investors to electronically transfer securities to broker-dealers in order to effect transactions without the risks and delays associated with transferring physical certificates.

The foregoing description of the adopted amendments to the Corporation s Bylaws does not purport to be complete and is qualified in its entirety by reference to the full text of the Corporation s amended Bylaws, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

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

(a) Not Applicable.

(b) Not Applicable.

(c) Not Applicable.

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended Bylaws of Webster Financial Corporation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

WEBSTER FINANCIAL CORPORATION

Date: December 19, 2007

By: /s/ Harriet Munrett Wolfe

Name: Harriet Munrett Wolfe

Title: Executive Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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