

WEBSTER FINANCIAL CORP  
Form SC 13D/A  
March 20, 2013

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Amendment No. 5)  
Under the Securities Exchange Act of 1934

WEBSTER FINANCIAL CORPORATION  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

947890109  
(CUSIP Number)

SCOTT A. ARENARE, ESQ.  
Managing Director and General Counsel  
WARBURG PINCUS LLC  
450 LEXINGTON AVENUE  
NEW YORK, NY 10017  
(212) 878-0600  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices of Communication)

Copy to:

MITCHELL S. EITEL, ESQ.  
ANDREW R. GLADIN, ESQ.  
SULLIVAN & CROMWELL LLP  
125 BROAD STREET  
NEW YORK, NY 10004  
(212) 558-4000

March 18, 2013  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

- 1 NAME OF REPORTING PERSONS  
Warburg Pincus Private Equity X, L.P.  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
26-0849130
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |  |    |  |
|--|----|--|
|  | 7  | SOLE VOTING POWER<br>0                   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH REPORTING<br>PERSON WITH | 8  | SHARED VOTING POWER<br>12,804,920 †‡     |
|  | 9  | SOLE DISPOSITIVE POWER<br>0              |
|  | 10 | SHARED DISPOSITIVE POWER<br>12,804,920†‡ |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,804,920†‡
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13.6%\*
- 14 TYPE OF REPORTING PERSON  
PN

† The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

‡ Includes (i) the A-Warrant, Series 1 (the "A1-Warrant") exercisable for 1,843,100 shares of common stock, par value \$0.01 per share (the "Common Stock"), of Webster Financial Corporation ("WBS"); and (ii) the A-Warrant, Series 2 (the "A2-Warrant") exercisable for 6,781,900 shares of Common Stock. As described in Item 4 hereof, on March

18, 2013, Warburg Pincus Private Equity X, L.P., a Delaware limited partnership, notified WBS that it was exercising (on a net exercise basis) the A1-Warrant and A2-Warrant. Through the exercise of the A-1 Warrant and the A-2 Warrant, Warburg Pincus Private Equity X, L.P. and Warburg Pincus X Partners, L.P., an affiliated Delaware limited partnership (together, "WP X") will acquire, in the aggregate, 4,564,930 shares of Common Stock at an exercise price of \$11.50 per share of Common Stock, and the A-1 Warrant and the A-2 Warrant will be surrendered to WBS. These transactions are expected to be consummated during the week of March 24, 2013.

\* Calculation is based on the total number of shares of Common Stock, including (i) 85,340,995 shares of Common Stock outstanding as of January 31, 2013 as reported in the annual report of WBS pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2012 on Form 10-K (the "WBS Form 10-K" ), (ii) 1,843,100 shares of Common Stock issuable upon exercise of the A1-Warrant and (iii) 6,781,900 shares of Common Stock issuable upon exercise of the A2-Warrant.

---

1 NAME OF REPORTING PERSONS

Warburg Pincus X Partners, L.P.

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

26-0869910

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

12,804,920 †‡

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

12,804,920 †‡

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,804,920 †‡

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6%\*

14 TYPE OF REPORTING PERSON

PN

† The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

‡ Includes (i) the A1-Warrant exercisable for 1,843,100 shares of Common Stock; and (ii) the A2-Warrant exercisable for 6,781,900 shares of Common Stock. As described in Item 4 hereof, on March 18, 2013, Warburg Pincus Private Equity X, L.P. notified WBS that it was exercising (on a net exercise basis) the A1-Warrant and

A2-Warrant. Through the exercise of the A-1 Warrant and the A-2 Warrant, WP X will acquire, in the aggregate, 4,564,930 shares of Common Stock at an exercise price of \$11.50 per share of Common Stock, and the A-1 Warrant and the A-2 Warrant will be surrendered to WBS. These transactions are expected to be consummated during the week of March 24, 2013.

- \* Calculation is based on the total number of shares of Common Stock, including (i) 85,340,995 shares of Common Stock outstanding as of January 31, 2013 as reported in the WBS Form 10-K, (ii) 1,843,100 shares of Common Stock issuable upon exercise of the A1-Warrant and (iii) 6,781,900 shares of Common Stock issuable upon exercise of the A2-Warrant.
-

1 NAME OF REPORTING PERSONS

Warburg Pincus X L.P.

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

26-0403670

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

12,804,920 †‡

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

12,804,920 †‡

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,804,920 †‡

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6%\*

14 TYPE OF REPORTING PERSON

PN

† The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

‡ Includes (i) the A1-Warrant exercisable for 1,843,100 shares of Common Stock; and (ii) the A2-Warrant exercisable for 6,781,900 shares of Common Stock. As described in Item 4 hereof, on March 18, 2013, Warburg Pincus Private Equity X, L.P. notified WBS that it was exercising (on a net exercise basis) the A1-Warrant and

A2-Warrant. Through the exercise of the A-1 Warrant and the A-2 Warrant, WP X will acquire, in the aggregate, 4,564,930 shares of Common Stock at an exercise price of \$11.50 per share of Common Stock, and the A-1 Warrant and the A-2 Warrant will be surrendered to WBS. These transactions are expected to be consummated during the week of March 24, 2013.

- \* Calculation is based on the total number of shares of Common Stock, including (i) 85,340,995 shares of Common Stock outstanding as of January 31, 2013 as reported in the WBS Form 10-K, (ii) 1,843,100 shares of Common Stock issuable upon exercise of the A1-Warrant and (iii) 6,781,900 shares of Common Stock issuable upon exercise of the A2-Warrant.
-



1 NAME OF REPORTING PERSONS

Warburg Pincus X LLC

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

26-0403605

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

12,804,920 †‡

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

12,804,920 †‡

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,804,920 †‡

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6%\*

14 TYPE OF REPORTING PERSON

OO

† The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

‡ Includes (i) the A1-Warrant exercisable for 1,843,100 shares of Common Stock; and (ii) the A2-Warrant exercisable for 6,781,900 shares of Common Stock. As described in Item 4 hereof, on March 18, 2013, Warburg Pincus Private Equity X, L.P. notified WBS that it was exercising (on a net exercise basis) the A1-Warrant and

A2-Warrant. Through the exercise of the A-1 Warrant and the A-2 Warrant, WP X will acquire, in the aggregate, 4,564,930 shares of Common Stock at an exercise price of \$11.50 per share of Common Stock, and the A-1 Warrant and the A-2 Warrant will be surrendered to WBS. These transactions are expected to be consummated during the week of March 24, 2013.

- \* Calculation is based on the total number of shares of Common Stock, including (i) 85,340,995 shares of Common Stock outstanding as of January 31, 2013 as reported in the WBS Form 10-K, (ii) 1,843,100 shares of Common Stock issuable upon exercise of the A1-Warrant and (iii) 6,781,900 shares of Common Stock issuable upon exercise of the A2-Warrant.
-

1 NAME OF REPORTING PERSONS

Warburg Pincus Partners, LLC

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

13-4069737

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

12,804,920 †‡

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

12,804,920 †‡

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,804,920 †‡

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6%\*

14 TYPE OF REPORTING PERSON

OO

† The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

‡ Includes (i) the A1-Warrant exercisable for 1,843,100 shares of Common Stock; and (ii) the A2-Warrant exercisable for 6,781,900 shares of Common Stock. As described in Item 4 hereof, on March 18, 2013, Warburg Pincus Private Equity X, L.P. notified WBS that it was exercising (on a net exercise basis) the A1-Warrant and

A2-Warrant. Through the exercise of the A-1 Warrant and the A-2 Warrant, WP X will acquire, in the aggregate, 4,564,930 shares of Common Stock at an exercise price of \$11.50 per share of Common Stock, and the A-1 Warrant and the A-2 Warrant will be surrendered to WBS. These transactions are expected to be consummated during the week of March 24, 2013.

- \* Calculation is based on the total number of shares of Common Stock, including (i) 85,340,995 shares of Common Stock outstanding as of January 31, 2013 as reported in the WBS Form 10-K, (ii) 1,843,100 shares of Common Stock issuable upon exercise of the A1-Warrant and (iii) 6,781,900 shares of Common Stock issuable upon exercise of the A2-Warrant.
-

1 NAME OF REPORTING PERSONS

Warburg Pincus & Co.

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

13-6358475

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

12,804,920 †‡

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

12,804,920 †‡

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,804,920 †‡

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6%\*

14 TYPE OF REPORTING PERSON

PN

† The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

‡ Includes (i) the A1-Warrant exercisable for 1,843,100 shares of Common Stock; and (ii) the A2-Warrant exercisable for 6,781,900 shares of Common Stock. As described in Item 4 hereof, on March 18, 2013, Warburg Pincus Private Equity X, L.P. notified WBS that it was exercising (on a net exercise basis) the A1-Warrant and

A2-Warrant. Through the exercise of the A-1 Warrant and the A-2 Warrant, WP X will acquire, in the aggregate, 4,564,930 shares of Common Stock at an exercise price of \$11.50 per share of Common Stock, and the A-1 Warrant and the A-2 Warrant will be surrendered to WBS. These transactions are expected to be consummated during the week of March 24, 2013.

- \* Calculation is based on the total number of shares of Common Stock, including (i) 85,340,995 shares of Common Stock outstanding as of January 31, 2013 as reported in the WBS Form 10-K, (ii) 1,843,100 shares of Common Stock issuable upon exercise of the A1-Warrant and (iii) 6,781,900 shares of Common Stock issuable upon exercise of the A2-Warrant.
-

1 NAME OF REPORTING PERSONS

Warburg Pincus LLC

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

13-3536050

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

12,804,920 †‡

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

12,804,920 †‡

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,804,920 †‡

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6%\*

14 TYPE OF REPORTING PERSON

OO

† The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

‡ Includes (i) the A1-Warrant exercisable for 1,843,100 shares of Common Stock; and (ii) the A2-Warrant exercisable for 6,781,900 shares of Common Stock. As described in Item 4 hereof, on March 18, 2013, Warburg Pincus Private Equity X, L.P. notified WBS that it was exercising (on a net exercise basis) the A1-Warrant and

A2-Warrant. Through the exercise of the A-1 Warrant and the A-2 Warrant, WP X will acquire, in the aggregate, 4,564,930 shares of Common Stock at an exercise price of \$11.50 per share of Common Stock, and the A-1 Warrant and the A-2 Warrant will be surrendered to WBS. These transactions are expected to be consummated during the week of March 24, 2013.

- \* Calculation is based on the total number of shares of Common Stock, including (i) 85,340,995 shares of Common Stock outstanding as of January 31, 2013 as reported in the WBS Form 10-K, (ii) 1,843,100 shares of Common Stock issuable upon exercise of the A1-Warrant and (iii) 6,781,900 shares of Common Stock issuable upon exercise of the A2-Warrant.
-



1 NAME OF REPORTING PERSONS

Charles R. Kaye

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

12,804,920 †‡

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

12,804,920 †‡

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,804,920 †‡

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6%\*

14 TYPE OF REPORTING PERSON

IN

† The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

‡ Includes (i) the A1-Warrant exercisable for 1,843,100 shares of Common Stock; and (ii) the A2-Warrant exercisable for 6,781,900 shares of Common Stock. As described in Item 4 hereof, on March 18, 2013, Warburg Pincus Private Equity X, L.P. notified WBS that it was exercising (on a net exercise basis) the A1-Warrant and A2-Warrant. Through the exercise of the A-1 Warrant and the A-2 Warrant, WP X will acquire, in the aggregate,

4,564,930 shares of Common Stock at an exercise price of \$11.50 per share of Common Stock, and the A-1 Warrant and the A-2 Warrant will be surrendered to WBS. These transactions are expected to be consummated during the week of March 24, 2013.

- \* Calculation is based on the total number of shares of Common Stock, including (i) 85,340,995 shares of Common Stock outstanding as of January 31, 2013 as reported in the WBS Form 10-K, (ii) 1,843,100 shares of Common Stock issuable upon exercise of the A1-Warrant and (iii) 6,781,900 shares of Common Stock issuable upon exercise of the A2-Warrant.
-

1 NAME OF REPORTING PERSONS

Joseph P. Landy

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

12,804,920 †‡

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

12,804,920 †‡

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,804,920 †‡

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6%\*

14 TYPE OF REPORTING PERSON

IN

† The information set forth in Items 4, 5 and 6 is incorporated herein by reference.

‡ Includes (i) the A1-Warrant exercisable for 1,843,100 shares of Common Stock; and (ii) the A2-Warrant exercisable for 6,781,900 shares of Common Stock. As described in Item 4 hereof, on March 18, 2013, Warburg Pincus Private Equity X, L.P. notified WBS that it was exercising (on a net exercise basis) the A1-Warrant and A2-Warrant. Through the exercise of the A-1 Warrant and the A-2 Warrant, WP X will acquire, in the aggregate,

4,564,930 shares of Common Stock at an exercise price of \$11.50 per share of Common Stock, and the A-1 Warrant and the A-2 Warrant will be surrendered to WBS. These transactions are expected to be consummated during the week of March 24, 2013.

- \* Calculation is based on the total number of shares of Common Stock, including (i) 85,340,995 shares of Common Stock outstanding as of January 31, 2013 as reported in the WBS Form 10-K, (ii) 1,843,100 shares of Common Stock issuable upon exercise of the A1-Warrant and (iii) 6,781,900 shares of Common Stock issuable upon exercise of the A2-Warrant.
-

This Amendment No. 5 further amends and supplements the statement on Schedule 13D (the “Initial Statement”) originally filed with the U.S. Securities and Exchange Commission (the “SEC”) on August 5, 2009, as amended and restated by Amendment No. 1 filed with the SEC on October 16, 2009, Amendment No. 2 filed with the SEC on December 14, 2009, Amendment No. 3 filed with the SEC on December 29, 2010 and Amendment No. 4 filed with the SEC on December 12, 2012 (as amended, this “Statement”) and is being filed on behalf of Warburg Pincus Private Equity X, L.P., a Delaware limited partnership (together with Warburg Pincus X Partners, L.P., an affiliated Delaware limited partnership, “WP X”), Warburg Pincus X, L.P., a Delaware limited partnership and the general partner of WP X (“WP X LP”), Warburg Pincus X LLC, a Delaware limited liability company and the general partner of WP X LP (“WP X LLC”), Warburg Pincus Partners LLC, a New York limited liability company and the sole member of WP X LLC (“WP Partners”), Warburg Pincus & Co., a New York general partnership and the managing member of WP Partners (“WP”), Warburg Pincus LLC, a New York limited liability company that manages WP X (“WP LLC”), and Messrs. Charles R. Kaye and Joseph P. Landy, each a Managing General Partner of WP and Managing Member and Co-President of WP LLC, who may be deemed to control WP X, WP X LP, WP X LLC, WP Partners, WP and WP LLC. Each of Messrs. Kaye and Landy, WP X, WP X LP, WP X LLC, WP Partners, WP and WP LLC (each of the foregoing, a “Reporting Person,” and collectively, the “Warburg Pincus Reporting Persons”) disclaims beneficial ownership of the shares of Common Stock (as defined below), in which WP X has beneficial ownership, except to the extent of any pecuniary interest therein. Information in respect of each Warburg Pincus Reporting Person is given solely by such Warburg Pincus Reporting Person and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by any other Warburg Pincus Reporting Person. Capitalized terms used herein but not defined shall have the same meanings as ascribed to them in the Statement.

### Item 3. Source and Amount of Funds or Other Consideration

The response set forth in Item 3 of the Statement is hereby amended by adding the following at the end thereof:

On March 18, 2013, Warburg Pincus Private Equity X, L.P. notified WBS that it was exercising (on a net exercise basis) its (i) A1-Warrant exercisable for 1,843,100 shares of Common Stock and (ii) A2-Warrant exercisable for 6,781,900 shares of Common Stock, in each case, for an exercise price of \$11.50 per share. As permitted by the terms of the A-1 Warrant and the A-2 Warrant, Warburg Pincus Private Equity X, L.P. will pay the \$11.50 per share exercise price by having WBS withhold a number of shares of Common Stock issuable upon exercise of the A-1 Warrant and the A-2 Warrant equal in value to the aggregate exercise price for the A-1 Warrant and the A-2 Warrant based on the market price of the Common Stock on March 15, 2013. The total number of shares of Common Stock that will be withheld by WBS as payment of the aggregate exercise price is 4,060,070. WBS will also pay WP X cash in lieu of fractional shares equal to the market price of the fractional shares less their exercise price.

### Item 4. Purpose of the Transaction

The response set forth in Item 4 of the Statement is hereby amended by adding the following immediately prior to the caption “Additional Disclosure” thereunder:

On March 18, 2013, Warburg Pincus Private Equity X, L.P. notified WBS that it was exercising (on a net exercise basis) its (i) A1-Warrant exercisable for 1,843,100 shares of Common Stock and (ii) A2-Warrant exercisable for 6,781,900 shares of Common Stock. Through the exercise of the A-1 Warrant and the A-2 Warrant, WP X will acquire, in the aggregate, 4,564,930 shares of Common Stock at an exercise price of \$11.50 per share of Common Stock, and the A-1 Warrant and the A-2 Warrant will be surrendered to WBS. As permitted by the terms of the A-1 Warrant and the A-2 Warrant, Warburg Pincus Private Equity X, L.P. will pay the \$11.50 per share exercise price by having WBS withhold a number of shares of Common Stock issuable upon exercise of the A-1 Warrant and the A-2 Warrant equal in value to the aggregate exercise price for the A-1 Warrant and the A-2 Warrant based on the market

price of the Common Stock on March 15, 2013. Following the consummation of the transactions described above, WP X may be deemed to beneficially own 8,744,850 shares of Common Stock. WBS will also pay WP X cash in lieu of fractional shares equal to the market price of the fractional shares less their exercise price. The transactions described above are expected to be consummated during the week of March 24, 2013.

Item 5. Interest in Securities of the Issuer

The response set forth in Item 5 of the Statement is hereby amended by deleting the previous response in its entirety and inserting the following in place thereof:

(a) As of March 18, 2013, WP X may be deemed to beneficially own 12,804,920 shares of Common Stock, representing approximately 13.6% of the outstanding shares of Common Stock including (i) 85,340,995 shares of Common Stock outstanding as of January 31, 2013 as reported in the annual report of WBS pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2012 on Form 10-K, (ii) 1,843,100 shares of Common Stock issuable upon exercise of the A1-Warrant and (iii) 6,781,900 shares of Common Stock issuable upon exercise of the A2-Warrant.

---

As described in Item 4, on March 18, 2013, Warburg Pincus Private Equity X, L.P. notified WBS that it was exercising (on a net exercise basis) its A1-Warrant and A-2 Warrant. Through the exercise of the A-1 Warrant and the A-2 Warrant, WP X will acquire, in the aggregate, 4,564,930 shares of Common Stock at an exercise price of \$11.50 per share of Common Stock, and the A-1 Warrant and the A-2 Warrant will be surrendered to WBS. Following the consummation of the transactions described in this paragraph, WP X may be deemed to beneficially own 8,744,850 shares of Common Stock.

Due to their respective relationships with WP X and one another, each of the Warburg Pincus Reporting Persons may presently be deemed to beneficially own, in the aggregate, 12,804,920 shares of Common Stock and, following the consummation of the transactions described in the immediately preceding paragraph, 8,744,850 shares of Common Stock. Each of WP X LP, WP X LLC, WP Partners, WP, WP LLC, Messrs. Kaye and Landy and the individuals listed on Schedule I to the Initial Statement disclaims beneficial ownership of the shares of Common Stock and the A-Warrants, in which WP X has beneficial ownership, except to the extent of any indirect pecuniary interest therein. Except as described in this Item 5(a), no person listed in Item 2 of this Statement is a beneficial owner of the Common Stock in which WP X has beneficial ownership.

(b) See Item 5(a) above.

(c) On July 27, 2009, WP X entered into the Investment Agreement with WBS and on July 27, 2009 acquired 4,024,600 shares of Common Stock, the A1-Warrant to purchase 1,843,100 shares of Common Stock and the B1-Warrant, for an aggregate purchase price of \$40,426,000. On October 15, 2009, pursuant to the Investment Agreement, WP X acquired 3,018,400 shares of Common Stock, 44,570 shares of Series C Preferred Stock, the A2-Warrant to purchase 6,781,900 shares of Common Stock and the B2-Warrant, for an aggregate purchase price of \$74,754,000. On December 10, 2009, the B-Warrants have expired upon receipt of the Stockholder Approvals. On December 17, 2009, 44,570 shares of Series C Preferred Stock held by WP X automatically converted into 4,457,000 shares of Common Stock. On December 30, 2009, WP X acquired 610,072 shares of Common Stock from WBS for an aggregate purchase price of \$6,875,511.44. On December 27, 2010, WP X acquired the Purchased Shares from WBS pursuant to the Letter Agreement for an aggregate purchase price of \$36,439,674.05. On December 12, 2012, WP X sold 10,000,000 shares of Common Stock in the aggregate to the Underwriter at a price of \$19.85 per share for an aggregate purchase price of \$198,500,000. On March 18, 2013, Warburg Pincus Private Equity X, L.P. notified WBS that it was exercising (on a net exercise basis) its A1-Warrant and A2-Warrant. Through the exercise of the A-1 Warrant and the A-2 Warrant, WP X will acquire, in the aggregate, 4,564,930 shares of Common Stock at an exercise price of \$11.50 per share of Common Stock, and the A-1 Warrant and the A-2 Warrant will be surrendered to WBS. As permitted by the terms of the A-1 Warrant and the A-2 Warrant, Warburg Pincus Private Equity X, L.P. will pay the \$11.50 per share exercise price by having WBS withhold a number of shares of Common Stock issuable upon exercise of the A-1 Warrant and the A-2 Warrant equal in value to the aggregate exercise price for the A-1 Warrant and the A-2 Warrant based on the market price of the Common Stock on March 15, 2013. Descriptions of the investments and disposition by WP X and of the securities related thereto are included in Item 4 of this Statement.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The responses set forth in Item 4 of the Statement are hereby incorporated by reference in their entirety.





SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: March 20, 2013

WARBURG PINCUS PRIVATE  
EQUITY X, L.P.

By: Warburg Pincus X, L.P., its  
general partner

By: Warburg Pincus X LLC, its  
general partner

By: Warburg Pincus Partners, LLC,  
its sole member

By: Warburg Pincus & Co., its  
managing member

By: /s/ Scott A. Arenare  
Name: Scott A. Arenare  
Title: Scott A. Arenare,  
Attorney-in-fact\*

WARBURG PINCUS X  
PARTNERS, L.P.

By: Warburg Pincus  
X, L.P., its  
general partner

By: Warburg Pincus  
X LLC, its  
general partner

By: Warburg Pincus  
Partners, LLC, its  
sole member

By: Warburg Pincus  
& Co., its  
managing  
member

By:

/s/ Scott A.  
Arenare  
Name: Scott A.  
Arenare  
Title: Scott A.  
Arenare,  
Attorney-in-fact\*

WARBURG PINCUS X,  
L.P.

By: Warburg Pincus  
X, LLC its  
general partner

By: Warburg Pincus  
Partners, LLC, its  
sole member

By: Warburg Pincus  
& Co., its  
managing  
member

By: /s/ Scott A.  
Arenare  
Name: Scott A.  
Arenare  
Title: Scott A.  
Arenare,  
Attorney-in-fact\*

---

WARBURG PINCUS X  
LLC

By: Warburg Pincus  
Partners, LLC, its  
sole member

By: Warburg Pincus  
& Co., its  
managing  
member

By: /s/ Scott A.  
Arenare  
Name: Scott A.  
Arenare  
Title: Scott A.  
Arenare,  
Attorney-in-fact\*

WARBURG PINCUS  
PARTNERS, LLC

By: Warburg Pincus  
& Co., its  
managing  
member

By: /s/ Scott A.  
Arenare  
Name: Scott A.  
Arenare  
Title: Scott A.  
Arenare,  
Attorney-in-fact\*

WARBURG PINCUS &  
CO.

By: /s/ Scott A.  
Arenare  
Name: Scott A.  
Arenare  
Title: Scott A.  
Arenare,  
Attorney-in-fact\*

WARBURG PINCUS  
LLC

By: /s/ Scott A.  
Arenare  
Name: Scott A.  
Arenare  
Title: Managing  
Director

CHARLES R. KAYE

By: /s/ Scott A.  
Arenare  
Scott A. Arenare,  
Attorney-in-fact\*

JOSEPH P. LANDY

By: /s/ Scott A.  
Arenare  
Scott A. Arenare,  
Attorney-in-fact\*

\* The Power of Attorney given by each of Warburg Pincus & Co., Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities & Exchange Commission on January 15, 2013 as an exhibit to a statement on Schedule 13D/A filed by Warburg Pincus Private Equity X, L.P. with respect to Talon Therapeutics, Inc. and is hereby incorporated by reference.

---