

Edgar Filing: WEBSTER FINANCIAL CORP - Form S-8

WEBSTER FINANCIAL CORP

Form S-8

April 30, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 30, 2003

Registration No. 333-\_\_\_\_\_

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

06-1187536  
(IRS employer identification number)

WEBSTER PLAZA  
WATERBURY, CONNECTICUT 06702  
(203) 578-2476  
(Address of Principal Executive Offices)

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WEBSTER BANK EMPLOYEE INVESTMENT PLAN  
(Full Title of the Plan)

-----

William J. Healy  
Webster Financial Corporation  
Webster Plaza  
Waterbury, Connecticut 06702  
(203) 578-2476  
(Name, address and telephone number of Agent for Service)

Copy to:

Stuart G. Stein, Esq.  
Hogan & Hartson L.L.P.  
555 Thirteenth Street, N.W.  
Washington, D.C. 20004-1109  
(202) 637-8575

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CALCULATION OF REGISTRATION FEE

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| TITLE OF EACH CLASS OF SECURITIES<br>TO BE REGISTERED | AMOUNT<br>TO BE<br>REGISTERED | PROPOSED MAXIMUM<br>OFFERING PRICE<br>PER SHARE | PROPOSED MAX<br>AGGREGATE OFF<br>PRICE |
|---|-------------------------------|---|--|
| Common Stock, par value \$.01 per share               | 375,000 (1)                   | \$36.87 (2)                                     | \$13,826,250                           |

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act of 1933, as amended based on the average of the high and low price on April 25, 2003.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 375,000 shares of Webster Financial Corporation's common stock, par value \$.01 per share to be issued pursuant to the Webster Bank Employee Investment Plan ("401(k) Plan").

The contents of the Registration Statement on Form S-8 (No. 33-38286) relating to the 401(k) Plan filed with the Securities and Exchange Commission on January 10, 1991 are incorporated by reference herein.

ITEM 8. EXHIBITS.

| Exhibit<br>No.<br>----- | Exhibit<br>-----   |
|-------------------------|--|
| 4.1                     | Webster Bank Employee Investment Plan, as amended and restated as of October 22, 2001. |
| 4.2                     | Adoption Agreement, dated October 22, 2001.  |
| 4.3                     | Amendment No. 1 to the Plan, dated December 17, 2001.                                  |
| 4.4                     | Amendment No. 2 to the Plan, dated May 10, 2002.                                       |
| 4.5                     | Amendment No. 3 to the Plan, dated July 22, 2002.                                      |
| 4.6                     | Amendment No. 4 to the Plan, dated October 2, 2002.                                    |
| 4.7                     | Amendment No. 4(a) to the Plan, dated December 16, 2002.                               |
| 4.8                     | Amendment No. 5 to the Plan, dated December 16, 2002.                                  |
| 4.9                     | Amendment No. 6 to the Plan, dated December 16, 2002.                                  |

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- 4.10 Amendment No. 7 to the Plan, dated December 16, 2002.
- 4.11 Amendment No. 8 to the Plan, dated February 26, 2003.
- 4.12 Second Restated Certificate of Incorporation (filed as Exhibit 3.1 to the Corporation's Annual Report on Form 10-K filed with the SEC on March 29, 2000 and incorporated herein by reference).
- 4.13 Certificate of Amendment (filed as Exhibit 3.2 to the Corporation's Annual Report on Form 10-K filed with the SEC on March 29, 2000 and incorporated herein by reference).
- 4.14 Bylaws, as amended (filed as Exhibit 3 to the Corporation's Registration Statement on Form S-8 filed with the SEC on July 25, 2000 and incorporated herein by reference).
- 5 IRS Determination Letter.
- 23 Consent of KPMG LLP.
- 24 Power of Attorney (included on signature page).

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SIGNATURES

Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Waterbury state of Connecticut, on this 30th day of April, 2003.

WEBSTER FINANCIAL CORPORATION

By: /s/ James C. Smith

-----  
James C. Smith  
Chairman and Chief Executive Officer

Each person whose signature appears below appoints James C. Smith or Harriet Munrett Wolfe, jointly and severally, each in his or her own capacity, as true and lawful attorneys-in-fact, with full power or substitution in such person's name, place and stead, in any and all capacities to sign any amendments to this Registration Statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

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Signature

Title

-----  
/s/ James C. Smith

Chairman and Chief Executive Officer and Director  
(Principal Executive Officer)

-----  
James C. Smith

/s/ William J. Healy

Executive Vice President and Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

-----  
William J. Healy

/s/ Joel S. Becker

Director

-----  
Joel S. Becker

/s/ William T. Bromage

Director

-----  
William T. Bromage

/s/ George T. Carpenter

Director

-----  
George T. Carpenter

3

/s/ John J. Crawford

Director

-----  
John J. Crawford

/s/ Robert A. Finkenzeller

Director

-----  
Robert A. Finkenzeller

Director

-----  
Roger A. Gelfenbien

/s/ C. Michael Jacobi

Director

-----  
C. Michael Jacobi

/s/ Michael G. Morris

Director

-----  
Michael G. Morris

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The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Waterbury state of Connecticut, on April 30, 2003.

### WEBSTER BANK EMPLOYEE INVESTMENT PLAN

By: /s/ Patrick Murphy

-----  
Name: Patrick Murphy

Title: Plan Administrator

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### EXHIBIT INDEX

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