WEBSTER FINANCIAL CORP Form 8-K July 27, 2012

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): July 27, 2012

Webster Financial Corporation

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction

001-31486 (Commission 06-1187536 (IRS Employer

of incorporation)

File Number)

Identification No.)

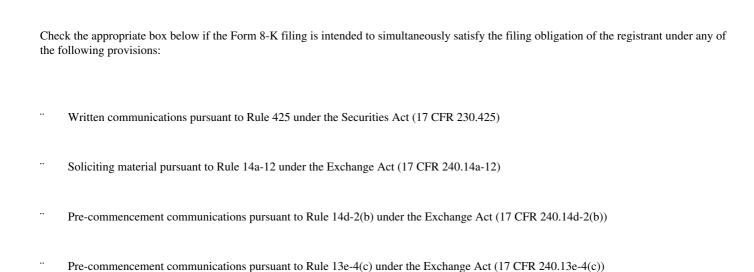
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Webster Plaza, Waterbury, Connecticut (Address of principal executive offices)

Registrant s telephone number, including area code: (203) 578-2202

06702 (Zip Code)

(Former name or former address, if changed since last report)



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Item 5.02. Departure of Director or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

In a Form 8-K filed on April 10, 2012, Webster Financial Corporation (the Corporation) reported that it had entered into a Separation Agreement and General Release with Jeffrey N. Brown, Executive Vice President, Human Resources, Marketing and Communications of the Corporation and Webster Bank, National Association, the Corporation s wholly owned subsidiary (together with the Corporation, Webster), dated as of April 6, 2012 (the Separation Agreement).

On July 27, 2012, Webster and Mr. Brown amended the Separation Agreement effective as of July 27, 2012 (the Amendment), to, among other things, (i) continue his employment with Webster through August 31, 2012 and (ii) modify the cash payment he was entitled to receive to 8/12^{ths} of his target annual incentive bonus for 2012.

The foregoing description of the Amendment is a summary only and is qualified by reference to the full text of the Amendment, which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.		
(a)	Not applicable.	
(b)	Not applicable.	
(c)	Not applicable.	
(d)	Exhibits.	
Exhil No.		ription
10.1	Amendment to Separation Agreement and General Release by a National Association and Jeffrey N. Brown.	nd among Webster Financial Corporation, Webster Bank,

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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: July 27, 2012 By: /s/ Glenn I. MacInnes

Glenn I. MacInnes

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
10.1	Amendment to Separation Agreement and General Release by and among Webster Financial Corporation, Webster Bank, National Association and Jeffrey N. Brown.