

LANDY JOSEPH
Form 4
December 14, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Warburg Pincus Private Equity X,
L.P.

2. Issuer Name and Ticker or Trading Symbol
WEBSTER FINANCIAL CORP
[WBS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O WARBURG PINCUS LLC, 450
LEXINGTON AVENUE

12/10/2009

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$0.01 per share ("Common Stock")				(A) or (D) Price	7,043,000 (1) (2) (3) (4)	D (1) (2) (3) (4)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
See footnote ⁽⁵⁾	⁽⁶⁾	12/10/2009		J ⁽¹⁾⁽²⁾		44,570		⁽⁶⁾	⁽⁶⁾	Common Stock
A-Warrant, Series 1 (?A1-Warrant?)	⁽⁷⁾	12/10/2009		J ⁽¹⁾⁽²⁾		1		12/10/2009	07/27/2016	Common Stock
A-Warrant, Series 2 (?A2-Warrant?)	⁽⁸⁾	12/10/2009		J ⁽¹⁾⁽²⁾		1		12/10/2009	10/15/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warburg Pincus Private Equity X, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS X PARTNERS, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017				See Footnotes (1)(2)(3)(4)
Warburg Pincus X, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017				See Footnotes (1)(2)(3)(4)
Warburg Pincus X LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017				See Footnotes (1)(2)(3)(4)
Warburg Pincus Partners LLC 450 LEXINGTON AVENUE				See Footnotes (1)(2)(3)(4)

NEW YORK, NY 10017

WARBURG PINCUS & CO
450 LEXINGTON AVENUE
NEW YORK, NY 100173147

See Footnotes
(1)(2)(3)(4)

WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

See Footnotes
(1)(2)(3)(4)

KAYE CHARLES R
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

See Footnotes
(1)(2)(3)(4)

LANDY JOSEPH
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

See Footnotes
(1)(2)(3)(4)

Signatures

/s/ Scott A.
Arenare

12/14/2009

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Prior to the event reported herein, Warburg Pincus Private Equity X, L.P., a Delaware limited partnership, and an affiliated limited partnership (together, "WP X") was the holder of 7,043,000 shares of Common Stock. WP X was also the holder of (i) 44,570 shares of Series C Preferred Stock, (ii) the A1-Warrant to purchase 1,843,100 shares of Common Stock and (iii) the A2-Warrant to purchase 6,781,900 shares of Common Stock. Following receipt of certain approvals from stockholders of WBS on December 10, 2009, the Series

(1) C Preferred Stock became mandatorily convertible into 4,457,000 shares of Common Stock, and the A1-Warrant and the A2-Warrant became exercisable for Common Stock. Series C Preferred Stock will automatically convert into 4,457,000 shares of Common Stock on December 17, 2009. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Warburg Pincus X L.P., a Delaware limited partnership ("WP X LP"), and the general partner of WP X; Warburg Pincus X LLC, a Delaware limited liability company ("WP X LLC") and the general partner of WP X LP; continued in Footnote 2

Warburg Pincus Partners, LLC, a New York limited liability company ("WP Partners") and the sole member of WP X LLC; Warburg Pincus & Co., a New York general partnership ("WP") and the managing member of WP Partners; Warburg Pincus LLC, a New York limited liability company ("WP LLC") that manages WP X; and Messrs. Charles R. Kaye and Joseph P. Landy, each a Managing General

(2) Partner of WP and Managing Member and Co-President of WP LLC may be deemed to be the beneficial owner of the shares of Common Stock, the shares of Series C Preferred Stock, the A1-Warrant and the A2-Warrant held by WP X. Each of WP X LP, WP X LLC, WP Partners, WP, WP LLC, and Messrs. Charles R. Kaye and Joseph P. Landy are a "Reporting Person," and collectively, the "Warburg Pincus Reporting Persons."

(3) Information with respect to each of the Warburg Pincus Reporting Persons is given solely by such Warburg Pincus Reporting Persons, and no Warburg Pincus Reporting Person has responsibility for the accuracy or completeness of information supplied by another Warburg Pincus Reporting Person.

(4) Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the Warburg Pincus Reporting Persons, other than WP X, herein states that this filing shall not be deemed an admission that he or it is the beneficial owner of any of the shares of Common Stock, Series C Preferred Stock, the A1-Warrant or the A2-Warrant covered by this Statement. Each of WP X LP, WP X LLC, WP Partners, WP, WP LLC, and Messrs. Kaye and Landy disclaims beneficial ownership of the Common Stock, Series Preferred Stock, the A1-Warrant and the A2-Warrant except to the extent of its or his pecuniary interest in such shares of Common Stock, Series C Preferred Stock, A1-Warrant and A2-Warrant.

(5) Series C Perpetual Participating Preferred Stock, par value \$0.01 per share ("Series C Preferred Stock")

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- (6) Each share of the Series C Preferred Stock is convertible into 100 shares of Common Stock. Following receipt of certain stockholder approvals on December 10, 2009, the Series C Preferred Stock will automatically convert into Common Stock on December 17, 2009. Series C Preferred Stock is perpetual and has no expiration date.

- (7) The A1-Warrant has an exercise price of \$10.00 per share from 7/27/2009 until 7/27/2011, \$11.50 from 7/28/2011 until 7/28/2013, and \$13.00 thereafter until expiration, subject to adjustments for certain issuances of common stock, stock splits, stock subdivisions, stock reclassifications, stock combinations, other distributions, certain repurchases, business combinations and similar actions. Under certain circumstances relating to ownership limits for regulatory reasons, WBS may satisfy the requirements of the A1-Warrant upon exercise by delivery of its Non-Voting Perpetual Participating Preferred Stock, Series D, instead of Common Stock.

- (8) The A2-Warrant has an exercise price of \$10.00 per share from 10/15/2009 until 10/15/2011, \$11.50 from 10/16/2011 until 10/16/2013, and \$13.00 thereafter until expiration, subject to adjustments for certain issuances of common stock, stock splits, stock subdivisions, stock reclassifications, stock combinations, other distributions, certain repurchases, business combinations and similar actions. Under certain circumstances relating to ownership limits for regulatory reasons, WBS may satisfy the requirements of the A2-Warrant upon exercise by delivery of its Non-Voting Perpetual Participating Preferred Stock, Series D, instead of Common Stock.

Remarks:

Solely for purposes of Section 16 of the Exchange Act, WP X may be deemed a director-by-deputization by virtue of its contract to designate a representative to serve on the board of directors of WBS. David A. Coulter became a director of WBS on July 2, 2009. Mr. Coulter is a Partner of WP and a Member and Managing Director of WP LLC.

See Signatures of Warburg Pincus Reporting Persons attached as Exhibit 99.1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.