Landy Joseph P. Form 4 May 14, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Form 5 obligations may continue. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

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 See Instruction

0.5

1(b).

(Last)

(City)

Stock")

(Print or Type Responses)

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

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

WEBSTER FINANCIAL CORP [WBS]

(Check all applicable)

3. Date of Earliest Transaction

_X__ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

C/O WARBURG PINCUS LLC, 450 05/13/2013

(Middle)

(Zip)

LEXINGTON AVENUE

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

Table I Non Derivative Securities Acquired Disposed of an Deneficially Ov

below)

NEW YORK, NY 10017

(3)	()	1 able	e 1 - Non-D	erivative Secu	irities	Acquire	ea, Disposea oi, o	or Beneficiali	y Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Approx Disposed of (Instr. 3, 4 an	of (D) d 5) (A) or		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 Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount	(D)	Price			
Stock, par value \$0.01 per share ("Common	05/13/2013		S	8,744,850	D	\$ 22.5	0 (5) (1) (2) (3) (4)	I	See footnotes (5) (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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	m: d	or		
						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner name, names	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						
Warburg Pincus X Partners, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X					
Warburg Pincus X LLC C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X					
Warburg Pincus Partners LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X					
WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK NY, NY 100173147	X	X					
WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X					

Reporting Owners 2

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

Landy Joseph P.

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

Warburg Pincus X, L.P.
C/O WARBURG PINCUS LLC
450 LEXINGTON AVENUE
NEW YORK, NY 10017

Signatures

/s/ Scott A. Arenare, Attorney-in-fact 05/14/2013

**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 transaction reported herein, Warburg Pincus Private Equity X, L.P., a Delaware limited partnership, together with an affiliated limited partnership (together, "WP X"), was the holder of 8,744,850 shares of common stock, par value \$0.01 per share ("Common Stock") of Webster Financial Corporation ("WBS"). On May 13, 2013, WP X sold 8,744,850 shares of Common Stock of

- WBS in the aggregate to J.P. Morgan Securities LLC and Deutsche Bank Securities Inc. for \$22.50 a share, pursuant to an Underwriting Agreement dated as of May 8, 2013, among WP X, WBS, J.P. Morgan Securities LLC and Deutsche Bank Securities Inc. After giving effect to the transaction, WP X is no longer a holder of shares of Common Stock.
 - 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; Warburg Pincus Partners LLC, a New York limited liability company ("WP Partners") and the selection of WP X LLC; Warburg Pincus & Co., a New York general partnership ("WP") and
- 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 Managing General Partners of WP and Managing Members and Co-Presidents of WP LLC, may have been deemed to be the beneficial owner of the shares of Common Stock held by WP X. Messrs. Charles R. Kaye and Joseph P. Landy may have also been deemed to control (continued in footnote 3)
- WP X, WP X LP, WP X LLC, WP Partners, WP and WP LLC. Each of WP X, WP X LP, WP X LLC, WP Partners, WP, WP LLC, and Messrs. Charles R. Kaye and Joseph P. Landy was a "Reporting Person," and, collectively, the "Warburg Pincus Reporting Persons".
 - 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 was the beneficial owner of any of the shares of Common Stock covered by
- (4) this Statement. Each of WP X LP, WP X LLC, WP Partners, WP, WP LLC, and Messrs. Charles R. Kaye and Joseph P. Landy disclaims beneficial ownership of the Common Stock except to the extent of its or his pecuniary interest in such shares of Common Stock.
- 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.

Remarks:

Solely for purposes of Section 16 of the Exchange Act, each of WP X, WP X LP, WP X LLC, WP Partners and WP may have Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Signatures 3

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