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WEBSTER FINANCIAL CORP
Form S-8 POS
August 08, 2001

As filed with the Securities and Exchange Commission on August 8, 2001

Registration No. 333-48548

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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) 753-2921
(Address, including zip code, and telephone number,
including area code, of registrant's principal
executive offices)

WEBSTER FINANCIAL CORPORATION AMENDED AND RESTATED 1992 STOCK OPTION PLAN
(Full title of the Plan)

William J. Healy
Executive Vice President and
Chief Financial Officer
Webster Financial Corporation
145 Bank Street
Waterbury, Connecticut 06702
(203) 578-2335
(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

CALCULATION OF REGISTRATION FEE

AMOUNT

PROPOSED MAXIMUM

PROPOSED MAX

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TITLE OF SECURITIES TO BE REGISTERED	TO BE REGISTERED (2)	OFFERING PRICE PER SHARE (1)	AGGREGATE OFF PRICE (1) (
Common Stock, \$0.01 par value of share	1,500,000	\$35.65	\$53,475,0

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(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act of 1933, as amended, based upon the average of the high and low prices for shares of common stock of Webster Financial Corporation as listed on the Nasdaq stock market and calculated as of August 3, 2001.

(2) The Registrant is registering 1,500,000 shares of its common stock, par value \$.01 per share ("Common Stock"), reserved for issuance pursuant to outstanding options under the Webster Financial Corporation Amended and Restated 1992 Stock Option Plan.

REGISTRATION OF ADDITIONAL SHARES

Webster Financial Corporation ("Webster") filed a Registration Statement on Form S-8 (File No. 333-48548) with the Securities and Exchange Commission (the "SEC") on October 25, 2000, pursuant to which it registered 2,961,000 shares of Webster common stock, par value \$.01 per share, reserved for issuance under the Webster Financial Corporation 1992 Stock Option Plan. The contents of the registration statement are incorporated herein by reference.

Subsequently, the Board of Directors of Webster, on April 23, 2001, voted to amend and restate the 1992 Stock Option Plan in its entirety and authorized an increase in the number of shares to be issued under the Amended and Restated 1992 Stock Option Plan. These actions were approved by the shareholders of Webster on April 26, 2001. In connection therewith, Webster hereby registers an additional 1,500,000 shares of common stock, par value \$.01 per share, to be reserved for issuance under the Amended and Restated 1992 Stock Option Plan.

ITEM 8. EXHIBITS.

Exhibit

No.

Exhibit

- | | |
|-----|--|
| 4.1 | Specimen common stock certificate (Incorporated by reference to Exhibit 4.1 to Webster's registration statement on Form S-3 (File No. 333-81563) filed with the SEC on June 25, 1999.) |
| 4.2 | Rights Agreement, dated as of February 5, 1996, between Webster and Chemical Mellon Shareholder Services, L.L.C. (Incorporated by reference to Exhibit 1 to Webster's Current Report on Form 8-K filed with the SEC on February 12, 1996.) |
| 4.3 | Amendment No. 1 to Rights Agreement, entered into as of November 4, 1996, by and between Webster and ChaseMellon Shareholder Services, L.L.C. (Incorporated by reference to Webster's Current |

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Report on Form 8-K filed with the SEC on November 25, 1996.)

- 4.4 Amendment No. 2 to Rights Agreement, entered into as of October 30, 1998, between Webster and American Stock Transfer & Trust Company (Incorporated by reference to Exhibit 1 to Webster's Current Report on Form 8-K filed with the SEC on October 30, 1998.)
- 5 Opinion of Hogan & Hartson, L.L.P. as to the validity of the securities registered hereunder, including the consent of Hogan & Hartson, L.L.P.
- 23.1 Consent of KPMG LLP
- 23.2 Consent of Hogan & Hartson, L.L.P. (included in the opinion filed as Exhibit 5 hereto)
- 24 Power of Attorney (previously filed with the Registration Statement on Form S-8 (File No. 333-48548) as filed with the SEC on October 25, 2000.)
- 99.1 Section 145 of the Delaware General Corporation Law. (Incorporated by reference to Exhibit 99.1 of Webster's post-effective amendment No. 1 to the registration statement on Form S-3 (File No. 333-65428) filed with the SEC on December 10, 1999.)
- 99.2 Webster Financial Corporation 1992 Stock Option Plan, (as amended and restated effective, April 26, 2001)

SIGNATURES

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 August 8, 2001.

WEBSTER FINANCIAL CORPORATION

By: /s/ James C. Smith

 James C. Smith
 Chairman and
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 8th day of August, 2001.

SIGNATURE

TITLE

/s/ James C. Smith

Chairman and Chief Executive

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----- James C. Smith	Officer, Principal Executive Officer
 /s/ William J. Healy ----- William J. Healy	 Executive Vice President and Chief Financial Officer (Principal Financial Officer)
 /s/ Achille A. Apicella* ----- Achille A. Apicella	 Director
 /s/ Joel S. Becker* ----- Joel S. Becker	 Director
 /s/ O. Joseph Bizzozero, Jr.* ----- O. Joseph Bizzozero, Jr.	 Director
 ----- William T. Bromage	 Director
 ----- /s/ George T. Carpenter ----- George T. Carpenter	 Director
 /s/ John J. Crawford ----- John J. Crawford	 Director
	 3
 /s/ Robert A. Finkenzeller* ----- Robert A. Finkenzeller	 Director
 /s/ Edgar C. Gerwig* ----- Edgar C. Gerwig	 Director
 /s/ C. Michael Jacobi* ----- C. Michael Jacobi	 Director

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/s/ John F. McCarthy* Director

John F. McCarthy

/s/ Michael G. Morris* Director

Michael G. Morris

/s/ Sister Marguerite Waite* Director

Sister Marguerite Waite

*By Power of Attorney

/s/ James C. Smith

James C. Smith

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