

WEBSTER FINANCIAL CORP
Form 8-K
April 27, 2018

UNITED STATES
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): April 26, 2018

WEBSTER FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware 001-31486 06-1187536
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

145 Bank Street, Waterbury, Connecticut 06702
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (203) 578-2202

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 26, 2018, Webster Financial Corporation (the “Company”) held its 2018 annual meeting of shareholders (the “Annual Meeting”) at the New Britain Museum of American Art, 56 Lexington Street, New Britain, CT 06052. At the Annual Meeting, the Company’s shareholders voted on three proposals each of which is described in the Company’s Definitive Proxy Statement on Schedule 14A (the “Proxy Statement”), which was filed with the Securities and Exchange Commission on March 23, 2018. The following is a brief description of each matter voted upon and the results of such voting, including the number of votes cast for or against each matter and the number of abstentions, if applicable, and broker non-votes with respect to each matter:

Proposal 1

The Company’s shareholders elected ten individuals to the board of directors to serve one-year terms, as set forth below:

| NOMINEES | VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|--------------------|--------------|---------------|--------------------|---------------------|
| William L. Atwell | 80,880,124 | 69,870 | 107,000 | 5,175,044 |
| Joel S. Becker | 80,323,293 | 643,934 | 89,767 | 5,175,044 |
| John R. Ciulla | 80,809,820 | 167,910 | 79,264 | 5,175,044 |
| John J. Crawford | 79,878,629 | 1,089,752 | 88,613 | 5,175,044 |
| Elizabeth E. Flynn | 80,912,955 | 55,838 | 88,201 | 5,175,044 |
| Laurence C. Morse | 80,447,386 | 509,603 | 100,005 | 5,175,044 |
| Karen R. Osar | 80,758,992 | 217,627 | 80,375 | 5,175,044 |
| Mark Pettie | 80,885,022 | 73,470 | 98,502 | 5,175,044 |
| James C. Smith | 80,330,667 | 641,497 | 84,830 | 5,175,044 |
| Lauren C. States | 80,912,165 | 56,422 | 88,407 | 5,175,044 |

Proposal 2

The Company’s shareholders approved, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as set forth below:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 79,754,612 | 1,075,344 | 227,038 | 5,175,044 |

Proposal 3

The Company’s shareholders ratified the appointment by the Board of Directors of KPMG LLP as the independent registered public accounting firm of Webster for the fiscal year ending December 31, 2018, as set forth below:

| Votes For | Votes Against | Abstain |
|------------|---------------|---------|
| 85,767,454 | 301,513 | 163,071 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

WEBSTER FINANCIAL CORPORATION
(Registrant)

Date: April 27, 2018 By: /s/ Harriet Munrett Wolfe
Name: Harriet Munrett Wolfe
Title: Executive Vice President, General Counsel and Secretary