

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 25

NOTIFICATION OF REMOVAL FROM LISTING AND/OR REGISTRATION
UNDER SECTION 12(b) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number [001-31486](#)

OMB APPROVAL	
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Issuer: WEBSTER FINANCIAL CORP
Exchange: NEW YORK STOCK EXCHANGE LLC

(Exact name of Issuer as specified in its charter, and name of Exchange where security is listed and/or registered)

Address: 145 Bank Street Waterbury CONNECTICUT 06702
Telephone number: (203) 578-2295

(Address, including zip code, and telephone number, including area code, of Issuer's principal executive offices)

Warrants (expiring November 21, 2018)

(Description of class of securities)

Please place an X in the box to designate the rule provision relied upon to strike the class of securities from listing and registration:

- 17 CFR 240.12d2-2(a)(1)
- 17 CFR 240.12d2-2(a)(2)
- 17 CFR 240.12d2-2(a)(3)
- 17 CFR 240.12d2-2(a)(4)
- Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its rules to strike the class of securities from listing and/or withdraw registration on the Exchange. ¹
- Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with its rules of the Exchange and the requirements of 17 CFR 240.12d-2(c) governing the voluntary withdrawal of the class of securities from listing and registration on the Exchange.

Pursuant to the requirements for the Securities Exchange Act of 1934, [NEW YORK STOCK EXCHANGE LLC](#) certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Form 25 and has caused this notification to be signed on its behalf by the undersigned duly authorized person.

2016-02-12	By	Victoria Paper	Senior Analyst
Date		Name	Title

1 Form 25 and attached Notice will be considered compliance with the provisions of 17 CFR 240.19d-1 as applicable. [See](#) General Instructions.

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

NOTIFICATION OF THE REMOVAL FROM LISTING AND REGISTRATION OF THE STATED SECURITIES New York Stock Exchange LLC (the 'Exchange' or the 'NYSE') hereby notifies the Securities and Exchange Commission (the 'Commission') of its intention to remove the entire class of the Warrants (expiring November 21, 2018) (the 'Warrants') of Webster Financial Corporation (the 'Company') from listing and registration on the Exchange at the opening of business on February 23, 2016, pursuant to the provisions of Rule 12d2-2 (b), because, in the opinion of the Exchange, the Warrants are no longer suitable for continued listing and trading on the Exchange. The NYSE's delisting determination was based on the fact that the Warrants do not meet the minimum continued listing distribution requirement of 100,000 publicly held shares outstanding as set forth in Section 802.01D of the NYSE Listed Company Manual. 1. The Exchange's Listed Company Manual, Sections 802.01D, states, in part, that the Exchange would promptly delist a security of either a domestic or non-U.S. issuer when the number of publicly-held shares is less than 100,000. 2. The Exchange, on January 26, 2016, determined that the Warrants should be suspended from trading after the close of the trading session on January 26, 2016, and directed the preparation and filing with the Commission of this application for the removal of the Warrants from listing and registration on the Exchange. The Company was notified by letter on January 26, 2016. 3. Pursuant to the above authorization, a press release was issued on January 26, 2016, and an announcement was made on the 'ticker' of the Exchange at the close of trading session on January 26, 2016 of the suspension of trading in the Warrants. Similar information was included on the Exchange's website. Trading in the Warrants on the Exchange was suspended after the close of the trading session on January 26, 2016. 4. The Company had a right to appeal to the Committee for Review of the Board of Directors of NYSE Regulation the determination to delist its Warrants, provided that it filed a written request for such a review with the Secretary of the Exchange within ten business days of receiving notice of delisting determination. The Company did not file such request within the specified time period. Consequently, all conditions precedent to its filing having been met, the Exchange is filing this Form 25 with the Commission.