

**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): October 24, 2018

WEBSTER FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-31486
(Commission
File Number)

06-1187536
(IRS Employer
Identification No.)

145 Bank Street, Waterbury, Connecticut
(Address of principal executive offices)

06702
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 23, 2018, the Board of Directors (the “Board”) of Webster Financial Corporation (the “Company”) appointed E. Carol Hayles as a member of the Board, effective immediately. Ms. Hayles’ initial term will expire at the Company’s 2019 annual meeting of shareholders. The Board determined that Ms. Hayles is independent under applicable rules and the Board’s criteria for determining director independence. Ms. Hayles was also appointed as a member of the Company’s Audit and Risk Committees. The Board also determined that Ms. Hayles qualifies as an “audit committee financial expert” as that term is defined in Item 407(d)(5) of Regulation S-K.

For her service as a non-employee director on the Board, Ms. Hayles will receive a pro rata portion of the annual cash retainer payable to the Company’s non-employee directors in accordance with the “Description of Arrangement for Directors Fees” filed as Exhibit 10.6 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, and will receive an initial equity award of restricted stock equal to a pro-rated amount of the annual equity award granted to non-employee, non-chair directors for 2018. There are no arrangements or understandings pursuant to which Ms. Hayles was appointed and there are no related party transactions between the Company and Ms. Hayles.

A copy of the press release relating to the appointment of Ms. Hayles is attached hereto as Exhibit 99.1 and is hereby incorporated by reference into this Item 5.02.

Item 9.01 Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

Exhibit Number	<u>Description</u>
99.1	<u>Press release dated October 24, 2018</u>

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: October 24, 2018

/s/ Harriet Munrett Wolfe

Harriet Munrett Wolfe

Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated October 24, 2018.

**Press Release***Webster Financial Corporation • 145 Bank Street • Waterbury, CT 06702 • WebsterBank.com***Media Contact:**

Alice Ferreira, 203-578-2610
acferreira@websterbank.com

Investor Contact:

Terry Mangan, 203-578-2318
tmangan@websterbank.com

WATERBURY, Conn., October 24, 2018 - Webster Financial Corporation (NYSE: WBS), the holding company for Webster Bank, N.A. and its HSA Bank division, announced today that E. Carol Hayles has been appointed to its and Webster Bank's boards of directors effective October 23, 2018. She also has been appointed to the Audit and Risk Committees of the boards.

Ms. Hayles, 57, served as executive vice president and chief financial officer of CIT Group Inc. from November 2015 to May 2017, during which time she was responsible for overseeing all financial operations, including the Controllers, Planning, Tax, Treasury, and Investor Relations departments. She served as controller and principal accounting officer of CIT Group Inc. from July 2010 to November 2015 where she was responsible for managing the financial accounting and reporting functions, including SEC and regulatory reporting.

Prior to CIT, Ms. Hayles spent 24 years in various finance roles at Citigroup, Inc., most recently as deputy controller, and began her career at PricewaterhouseCoopers LLP. Ms. Hayles currently serves on the board of Blucora, Inc.

"Webster is committed to enriching our board membership with diverse experience and expertise," said James C. Smith, Chairman. "Carol's deep financial services background, including in financial, operations and strategy at a global financial institution, will be valuable to the board's deliberations."

About Webster

Webster Financial Corporation is the holding company for Webster Bank, National Association and its HSA Bank division. With \$27.3 billion in assets, Webster provides business and consumer banking, mortgage, financial planning, trust, and investment services through 157 banking centers and 319 ATMs. Webster also provides mobile and Internet banking. Webster Bank owns the asset-based lending firm Webster Business Credit Corporation; the equipment finance firm Webster Capital Finance Corporation; and HSA Bank, a division of Webster Bank, which provides health savings account trustee and administrative services. Webster Bank is a member of the FDIC and an equal housing lender. For more information about Webster, including past press releases and the latest annual report, visit the Webster website at www.websterbank.com.