

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3108(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, John R. Ciulla

Name of the Holding Company Director and Official
 President & Chief Executive Officer

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

John R. Ciulla

Signature of Holding Company Director and Official

Date of Signature

For holding companies not registered with the SEC—
 Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID _____
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2017

Month / Day / Year

KMRURHTOVWKYS6Z5KU67

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Webster Financial Corporation

Legal Title of Holding Company

145 Bank Street

(Mailing Address of the Holding Company) Street / P.O. Box

Waterbury Connecticut 06702
 City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Rita M. Gilbert VP - Accounting Manager

Name Title

(203) 236-8962

Area Code / Phone Number / Extension

(203) 236-8908

Area Code / FAX Number

RGilbert@websterbank.com

E-mail Address

Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission?.....

0=No

1=Yes 0

In accordance with the General Instructions for this report (check only one),

- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately.....

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

N/A

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

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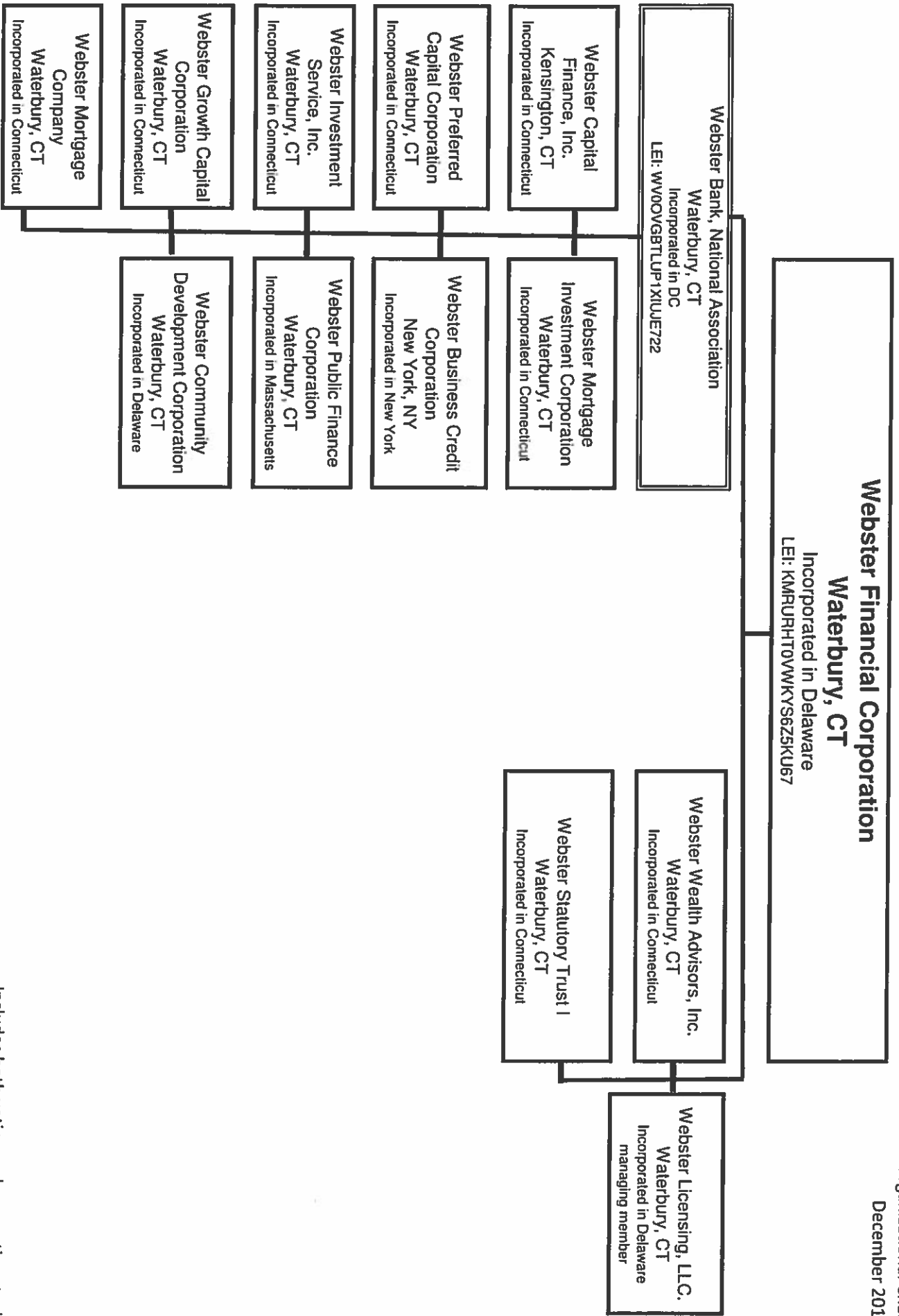
City State Zip Code

Physical Location (if different from mailing address)

**Form FR Y-6
Webster Financial Corporation
145 Bank Street
Waterbury, CT 06702
Fiscal Year Ending December 31, 2017**

Report Item 1:

The bank holding company, Webster Financial Corporation, is registered with the SEC and prepares an annual report.



Includes both voting and non-voting stock.
100% owned unless otherwise stated.
LEI not applicable unless noted.

Form FR Y-6			
Webster Financial Corporation			
Fiscal Year Ending December 31, 2017			
(1)(a) Name, City, State, Country	(1)(b) country of Citizenship or Incorporation	Number of Shares	Percentage of Voting Shares in Holding Company
BlackRock, Inc. New York, NY 10055 USA	U.S.A.	8,132,170	8.80
Capital Research Global Investors Los Angeles, CA 90071 USA	U.S.A.	5,196,000	5.60
The Vanguard Group Malvern, PA 19355 USA	U.S.A.	7,709,447	8.37
T. Rowe Price Associates, Inc. Baltimore, MD 21202 USA	U.S.A.	9,355,518	10.10

Name, City, State Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries	Title & Position with Other Businesses	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held
James C. Smith Middlebury, CT 06762 USA	N/A	Chairman, CEO, Director	Chairman, CEO, Director, Webster Bank, N.A.	N/A	1.35%	N/A	N/A
Glen I. Madones Orange, CT 06477 USA	N/A	EVP - Chief Financial Officer	EVP Chief Financial Officer Webster Bank, N.A.	N/A	*	N/A	N/A
Daniel H. Brey Westport, CT 06880 USA	N/A	EVP - Chief Risk Officer	EVP Chief Risk Officer Webster Bank, N.A.	N/A	*	N/A	N/A
Bernard M. Garfagnat Stamford, CT 06903 USA	N/A	EVP - Chief Human Resources Officer	EVP Chief Human Resources Officer Webster Bank, N.A.	N/A	*	N/A	N/A
Dawn C. Morris West Hartford, CT 06517 USA	N/A	EVP - Chief Marketing Officer	EVP Chief Marketing Officer Webster Bank, N.A.	N/A	*	N/A	N/A
Colin D. Eccles Farmington, CT 06032 USA	N/A	EVP - Chief Information Officer	EVP Chief Information Officer Webster Bank, N.A.	N/A	*	N/A	N/A
John R. Cukla Larchmont, NY 10538 USA	N/A	President	President, Director Webster Bank, N.A.	N/A	*	N/A	N/A
Mitch J. Mahare Whitton, CT 06897 USA	N/A	EVP - Community Banking	EVP - Community Banking Webster Bank, N.A.	N/A	*	N/A	N/A
Charles L. Wilkins Whiteseth Bay, NH 53217 USA	N/A	EVP - Head of H.S.A. Bank	EVP - Head of H.S.A. Bank Webster Bank, N.A.	N/A	*	N/A	N/A
Christopher J. Moul Glastonbury, CT 06033 USA	N/A	EVP - Head of Commercial Banking	EVP - Head of Commercial Banking Webster Bank, N.A.	N/A	*	N/A	N/A
Harris Murrett Wolfe Guilford, CT 06437 USA	N/A	EVP - General Counsel and Corporate Secretary	EVP - General Counsel and Corporate Secretary Webster Bank, N.A.	N/A	*	N/A	N/A
Albert J. Wang Fairfield CT 06425 USA	N/A	Chief Accounting Officer	SVP - Chief Accounting Officer Webster Bank, N.A.	N/A	*	N/A	N/A
Joel S. Becker Wolcott, CT 06716 USA	Chairman and Chief Executive Officer Tarcos	Director	N/A	N/A	*	N/A	TSC Distribution Group - 100% Maple Realty - 100% Hurning Realty - 100% Oak Ave Realty - 100% 16 Cherry Hill Ave - 100%
John J. Crawford Guilford, CT 06487 USA	President, Strategem LLC	Director	N/A	N/A	*	N/A	Strategem LLC - 100% Frank M. Turner Charitable Remainder Trust - Trustee - 33% Stephen A. Wareck Trust - Trustee 50%

Report Item 4: Insiders

Name, City, State Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiaries	Title & Position with Other Businesses	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held
Laurence C. Morse Stamford, CT 06903 USA	Managing Partner, Investment Management - Fairview Capital Partners, Inc.	Director	N/A	N/A	*	N/A	Fairview Capital Partners, Inc. - 50% Fairview Capital Partners, LP - 27.55% Fairview Capital Partners II, LP - 32.50% Fairview Capital Partners, LLC - 50% Fairview Venture Management, LLC - Member - 22.5% Fairview Capital Partners III, LLC - 35% Fairview Venture Management III, LLC - Member - 20.0% Fairview Capital EM Partners, LLC - 27.5% Fairview Constitution Mgmt, LLC - 50% Fairview Constitution Mgmt II, LLC - Member - 17.5% Fairview Venture Mgmt III, LLC - Member - 19% Fairview Constitution Mgmt III, LLC - Member - 20% Fairview Ceres Partners, LLC - Member - 22.5% Fairview Special Opportunities Mgmt, LLC - 50% Fairview Constitution Mgmt, IV, LLC - Member - 15.5% Fairview Lincoln Fund I Management, LLC - Member - 15.0% Fairview Lonnetz Management, LLC - Member - 17.0% Fairview PIM Management IV, LLC - Member - 17.0%
Karen R. Ogar Maples, FL 34105 USA	Retired EYP & CFO Chemtura Corporation	Director	N/A	N/A	*	N/A	The Branwood Co. - 35% The Morrow Co. - 100% Riverhouse 1 LLC - 50% Riverhouse 2 LLC - 50% Garnet Hill Properties - 35% Blue Moon Common LLC - 35%
Charles W. Shivers Long Boat Key, FL 34228 USA	Former Non-Executive Chairman of the Board, Retired from Northeast Utilities Co. (known as EverSource Energy)	Director	N/A	N/A	*	N/A	
Mark Petite Woodcliff Lake, NJ 07677 USA	President Blackthorne Associates, LLC	Director	N/A	N/A	*	N/A	
William L. Atwell Darien, CT 06820 USA	Managing Director Atwell Partners, LLC	Director	N/A	N/A	*	N/A	
Elizabeth C. Flynn New York, NY 10024 USA	Retired Vice Chairman, Marsh, LLC	Director	N/A	N/A	*	N/A	
Lauren C. States White Plains, NY 10605 USA	Executive in Residence - Northeastern University's D'Amore McKim School of Business	Director	N/A	VP, Strategy and Transformation - IBM Retired in 2014	*	N/A	

* Voting securities held as of December 31, 2017 were less than 1%