

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. §§ 3106(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

03/19/2019
 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, 2018

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 TN 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? No Yes

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.

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

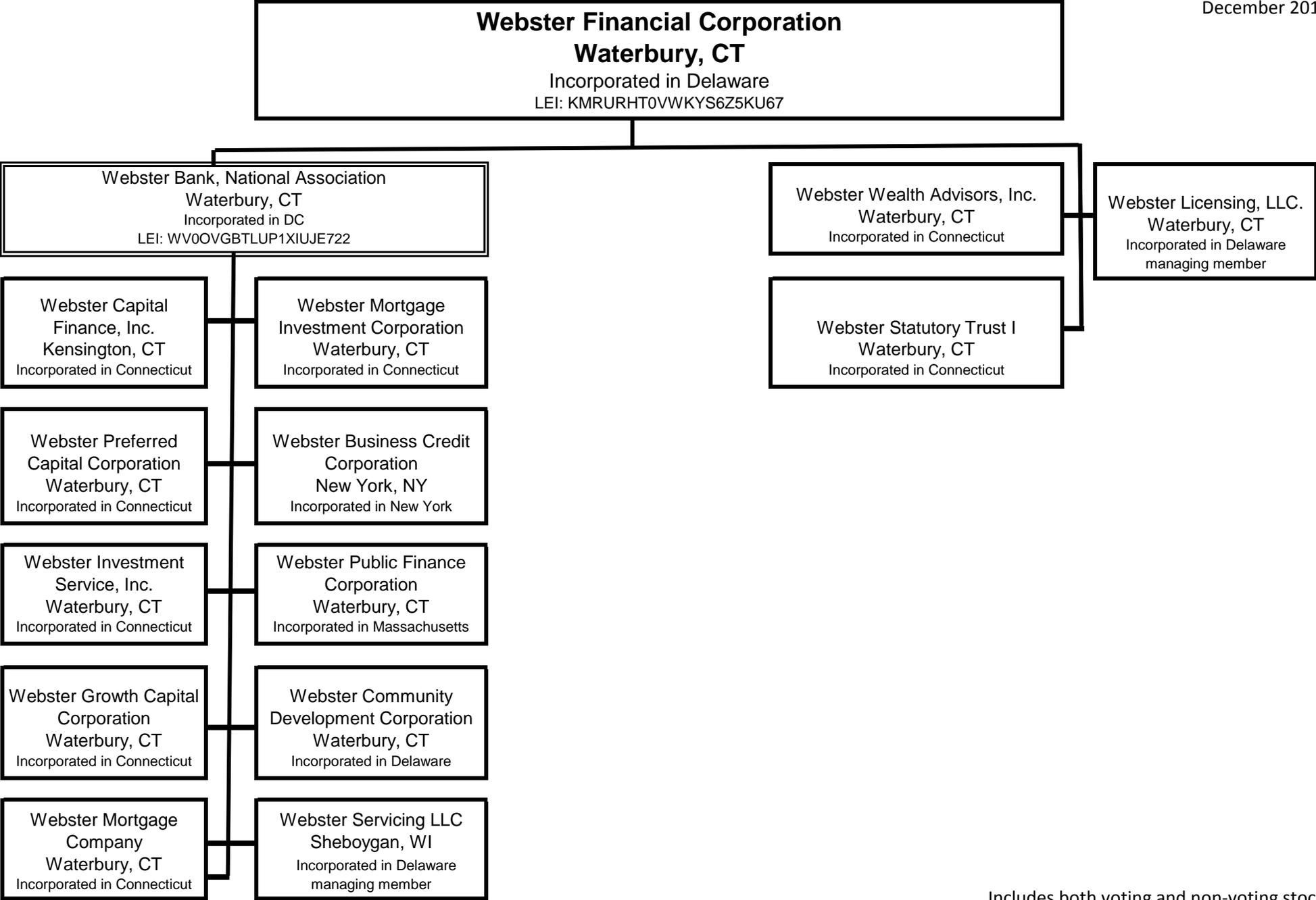
City State Zip Code

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, 2018**

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, 2018			
(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 USA	U.S.A.	8,652,358	9.40
The Vanguard Group Malvern, PA USA	U.S.A.	8,884,071	9.63
T. Rowe Price Associates, Inc. Baltimore, MD USA	U.S.A.	9,677,199	10.40

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
John R. Ciulla Larchmont, NY USA	N/A	President, CEO & Director	President, CEO & Director of Webster Bank, N.A.	N/A	*	N/A	N/A
Glenn I. MacInnes Orange, CT USA	N/A	EVP - Chief Financial Officer	EVP Chief Financial Officer of Webster Bank, N.A.	N/A	*	N/A	N/A
Daniel H. Bley Westport, CT USA	N/A	EVP - Chief Risk Officer	EVP Chief Risk Officer of Webster Bank, N.A.	N/A	*	N/A	N/A
Bernard M. Garrigues Stamford, CT USA	N/A	EVP- Chief Human Resources Officer	EVP Chief Human Resources Officer of Webster Bank, N.A.	N/A	*	N/A	N/A
Karen Higgins-Carter Westport, CT USA	N/A	EVP - Chief Information Officer	EVP Chief Information Officer of Webster Bank, N.A.	N/A	*	N/A	N/A
Nitin J. Mhatre Wilton, CT USA	N/A	EVP - Community Banking	EVP- Community Banking of Webster Bank, N.A.	N/A	*	N/A	N/A
Charles L. Wilkins Whitefish Bay, WI USA	N/A	EVP - Head of H.S.A. Bank	EVP - Head of H.S.A. Bank of Webster Bank, N.A.	N/A	*	N/A	N/A
Christopher J. Motl Glastonbury, CT USA	N/A	EVP - Head of Commercial Banking	EVP-Head of Commercial of Banking of Webster Bank, N.A.	N/A	*	N/A	N/A
Brian R. Runkle Westport, CT USA	N/A	EVP - Bank Operations	EVP - Bank of Operations of Webster Bank N.A.	N/A	*	N/A	N/A
Harriet Munrett Wolfe Guilford, CT USA	N/A	EVP - General Counsel and Corporate Secretary	EVP - General Counsel and Corporate Secretary of Webster Bank, N.A.	N/A	*	N/A	N/A
Albert J. Wang Farfield CT USA	N/A	Chief Accounting Officer	SVP - Chief Accounting Officer of Webster Bank, N.A.	N/A	*	N/A	N/A
Bruce W. Wandelmaier Brookfield, CT USA	N/A	EVP - Treasurer	EVP - Treasurer of Webster Bank N.A.	N/A	*	N/A	N/A
James C. Smith Middlebury, CT USA	Retired CEO of Webster Financial Corporation	Chairman & Director	Chairman, Director of Webster Bank, N.A.	N/A	*	N/A	N/A
Joel S. Becker Wolcott, CT USA	Chairman & CEO of TSC Distribution Group	Director	N/A	N/A	*	N/A	TSC Distribution Group - 100% Maple Realty - 100% Nutmeg Realty - 100% Oak Ave Realty - 100% 16 Cherry Hill Ave - 100% Strategem LLC - 100%
John J. Crawford Guilford, CT USA	President & CEO of Strategem LLC	Director	N/A	N/A	*	N/A	Frank M. Turner Charitable Remainder Trust - Trustee - 33% Stephen A. Wareck Trust - Trustee 50% Fairview Capital Partners, Inc - 50% Fairview Capital Partners, L.P - 27.55% Fairview Capital Partners II, LP - 32.50% Fairview Capital Partners, LLC - 50% Fairview Capital Parters III, LLC - 35% Fairview Capital EM Partners, LLC - 27.5% Fairview Constitution Mgmt, LLC - 50% Fairview Special Opportunities Mgmt, LLC - 50%
Laurence C. Morse Stamford, CT USA	Managing Partner, Investment Management - Fairview Capital Partners, Inc.	Director	N/A	N/A	*	N/A	
Karen R. Osar Naples, FL USA	Retired EVP & CFO Chemtura Corporation	Director	N/A	N/A	*	N/A	N/A
E. Carol Hayles Scarsdale, NY USA	N/A	Director	N/A	N/A	*	N/A	N/A

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
Mark Pettie Woodcliff Lake, NJ USA	N/A	Director	N/A	N/A	*	N/A	N/A
William L. Atwell Darien, CT USA	Managing Director Atwell Partners, LLC	Director	N/A	N/A	*	N/A	N/A
Elizabeth E. Flynn New York, NY USA	Retired Vice Chairman, Marsh, LLC	Director	N/A	N/A	*	N/A	N/A
Lauren C. States White Plains, NY USA	Retired VP & Strategy and Transformation - IBM	Director	N/A	N/A	*	N/A	N/A

** Voting securities held as of December 31, 2018 were less than 1%.*