

WEBSTER FINANCIAL CORP  
Form DEFA14A  
November 25, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Webster Financial Corporation**

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**(Name of Registrant as Specified in Its Charter)**

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**(Name of Person(s) Filing Proxy statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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The following letter was distributed to shareholders of Webster Financial Corporation on November 25, 2009.

\*\*\*\* **YOUR VOTE IS VERY IMPORTANT** \*\*\*\*

Dear Webster Financial Corporation shareholder:

Our records indicate that your vote has not yet been received for the Special Meeting of Webster shareholders to be held on Thursday December 10, 2009. **Please take a moment right now to ensure that your shares are represented and voted at this important meeting.**

We previously mailed to you a proxy statement for the Special Meeting to vote on proposals needed to fully effectuate Warburg Pincus' recent strategic investment in us.

Our Board unanimously recommends that you vote **FOR** these very important proposals. **Your vote is needed** to help ensure that investment can be completed in its intended form and that Webster can **maximize the beneficial impact** to its capital resulting from the investment. As described in the proxy statement, failure to approve these proposals would result in significant additional cash outlays for Webster and substantial dilution to our shareholders.

In many cases our shareholders will have the ability to vote over the internet or telephone and we urge you to do so now for your convenience and to save the company further expense. Instructions on how to vote over the phone or internet are enclosed if your broker allows for electronic voting.

**Your shares cannot be represented at the Special Meeting unless you either sign and return the enclosed voting form or vote by telephone or over the internet.** If you sign and return the enclosed voting form without indicating a choice of for , against or abstain , your shares will be voted as recommended by the Board of Directors. **To ensure your shares are counted at the Special Meeting we urge you to vote today.**

This letter does not contain all information that may be important to you, and we encourage you to refer to the proxy statement.

If you have questions, need a copy of the proxy statement or need help voting your shares, please call our proxy solicitors, Morrow & Co., LLC. at 800-607-0088.

Sincerely,

/s/ James C. Smith

James C. Smith

*Chairman and Chief Executive Officer*

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