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WEBSTER FINANCIAL CORP

Form 10-Q

November 06, 2017

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2016-12-31 0000801337 us-gaap:LetterOfCreditMember 2017-09-30 0000801337  
us-gaap:CommitmentsToExtendCreditMember 2017-09-30 0000801337  
us-gaap:CommitmentsToExtendCreditMember 2016-12-31 0000801337 us-gaap:StandbyLettersOfCreditMember  
2016-12-31 0000801337 us-gaap:StandbyLettersOfCreditMember 2017-09-30 wbs:holding iso4217:USD xbrli:shares  
xbrli:shares iso4217:USD wbs:loan xbrli:pure wbs:Segment

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



# FORM 10-Q

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the quarterly period ending September 30, 2017**

**Commission File Number: 001-31486**

## WEBSTER FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**06-1187536**

(I.R.S. Employer Identification No.)

**145 Bank Street, Waterbury, Connecticut 06702**

(Address and zip code of principal executive offices)

**(203) 578-2202**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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.

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule

12b-2). Yes No

The number of shares of common stock, par value \$.01 per share, outstanding as of October 31, 2017 was 92,074,790.

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**WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES**  
**FORWARD-LOOKING STATEMENTS and FACTORS THAT COULD AFFECT FUTURE RESULTS**

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as "believes," "anticipates," "expects," "intends," "targeted," "continue," "remain," "will," "should," "may," "plans," "estimates" and similar references to future periods; however, such words are not the exclusive means of identifying such statements. References to the "Company," "Webster," "we," "our," or "us" mean Webster Financial Corporation and its consolidated subsidiaries.

Examples of forward-looking statements include, but are not limited to:

projections of revenues, expenses, income or loss, earnings or loss per share, and other financial items;  
statements of plans, objectives and expectations of Webster or its management or Board of Directors;  
statements of future economic performance; and  
statements of assumptions underlying such statements.

Forward-looking statements are based on Webster's current expectations and assumptions regarding its business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Webster's actual results may differ materially from those contemplated by the forward-looking statements, which are neither statements of historical fact nor guarantees or assurances of future performance.

Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to:

local, regional, national and international economic conditions and the impact they may have on us and our customers and our assessment of that impact;  
volatility and disruption in national and international financial markets;  
government intervention in the U.S. financial system;  
changes in the level of non-performing assets and charge-offs;  
changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements;  
adverse conditions in the securities markets that lead to impairment in the value of our investment securities;  
inflation, interest rate, securities market and monetary fluctuations;  
the timely development and acceptance of new products and services and perceived overall value of these products and services by customers;  
changes in consumer spending, borrowings and savings habits;  
    technological changes and cyber-security matters;  
the ability to increase market share and control expenses;  
changes in the competitive environment among banks, financial holding companies and other financial services providers;  
the effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) with which we and our subsidiaries must comply, including the Dodd-Frank Act;  
the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard setters;  
the costs and effects of legal and regulatory developments including the resolution of legal proceedings or regulatory or other governmental inquiries and the results of regulatory examinations or reviews; and  
our success at managing the risks involved in the foregoing items.

Any forward-looking statements made by the Company in this Quarterly Report on Form 10-Q speaks only as of the date they are made. Factors or events that could cause the Company's actual results to differ may emerge from time to time, and it is not possible for the Company to predict all of them. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.



**WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES**

**KEY TO ACRONYMS AND TERMS**

<b>Agency CMBS</b>	Agency commercial mortgage-backed securities
<b>Agency CMO</b>	Agency collateralized mortgage obligations
<b>Agency MBS</b>	Agency mortgage-backed securities
<b>ALCO</b>	Asset/Liability Committee
<b>ALLL</b>	Allowance for loan and lease losses
<b>AOCL</b>	Accumulated other comprehensive loss, net of tax
<b>ASC</b>	Accounting Standards Codification
<b>ASU</b>	Accounting Standards Update
<b>Basel III</b>	Capital rules under a global regulatory framework developed by the Basel Committee on Banking Supervision
<b>CDI</b>	Core deposit intangible assets
<b>CET1 capital</b>	Common Equity Tier 1 Capital, defined by Basel III capital rules
<b>CLO</b>	Collateralized loan obligation securities
<b>CMBS</b>	Non-agency commercial mortgage-backed securities
<b>Dodd-Frank Act</b>	Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010
<b>FASB</b>	Financial Accounting Standards Board
<b>FDIC</b>	Federal Deposit Insurance Corporation
<b>FHLB</b>	Federal Home Loan Bank
<b>FICO</b>	Fair Isaac Corporation
<b>FINRA</b>	Financial Industry Regulatory Authority
<b>FRB</b>	Federal Reserve Bank
<b>FTP</b>	Funds Transfer Pricing, a matched maturity funding concept
<b>GAAP</b>	U.S. Generally Accepted Accounting Principles
<b>Holding Company</b>	Webster Financial Corporation
<b>HSA Bank</b>	A division of Webster Bank, National Association
<b>ISDA</b>	International Swaps Derivative Association
<b>LBP</b>	Look back period
<b>LEP</b>	Loss emergence period
<b>LGD</b>	Loss given default
<b>LIBOR</b>	London Interbank Offered Rate
<b>LPL</b>	LPL Financial Holdings Inc.
<b>NII</b>	Net interest income
<b>OCC</b>	Office of the Comptroller of the Currency
<b>OCI/OCL</b>	Other comprehensive income (loss)
<b>OREO</b>	Other real estate owned
<b>OTTI</b>	Other-than-temporary impairment
<b>PD</b>	Probability of default
<b>PPNR</b>	Pre-tax, pre-provision net revenue
<b>RPA</b>	Risk participation agreement
<b>SEC</b>	United States Securities and Exchange Commission
<b>SERP</b>	Supplemental defined benefit retirement plan
<b>SIPC</b>	Securities Investor Protection Corporation
<b>TDR</b>	Troubled debt restructuring, defined in ASC 310-40 "Receivables-Troubled Debt Restructurings by Creditors"
<b>VIE</b>	Variable interest entity, defined in ASC 810-10 "Consolidation-Overall"
<b>Webster Bank</b>	Webster Bank, National Association, a wholly-owned subsidiary of Webster Financial Corporation
<b>Webster or the Company</b>	Webster Financial Corporation, collectively with its consolidated subsidiaries

**Table of Contents****PART I. – FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS**

	<b>September 30, 2017</b>	<b>December 31, 2016</b>
	<b>(Unaudited)</b>	
<i>(In thousands, except share data)</i>		
<b>Assets:</b>		
Cash and due from banks	\$215,244	\$190,663
Interest-bearing deposits	26,992	29,461
Investment securities available-for-sale, at fair value	2,591,162	2,991,091
Investment securities held-to-maturity (fair value of \$4,481,675 and \$4,125,125)	4,497,311	4,160,658
Federal Home Loan Bank and Federal Reserve Bank stock	136,340	194,646
Loans held for sale (valued under fair value option \$32,855 and \$60,260)	32,855	67,577
Loans and leases	17,446,421	17,026,588
Allowance for loan and lease losses	(201,803 )	(194,320 )
Loans and leases, net	17,244,618	16,832,268
Deferred tax assets, net	82,895	84,391
Premises and equipment, net	130,358	137,413
Goodwill	538,373	538,373
Other intangible assets, net	30,589	33,674
Cash surrender value of life insurance policies	528,136	517,852
Accrued interest receivable and other assets	295,309	294,462
Total assets	\$26,350,182	\$26,072,529
<b>Liabilities and shareholders' equity:</b>		
Deposits:		
Non-interest-bearing	\$4,138,206	\$4,021,061
Interest-bearing	16,717,029	15,282,796
Total deposits	20,855,235	19,303,857
Securities sold under agreements to repurchase and other borrowings	902,902	949,526
Federal Home Loan Bank advances	1,507,681	2,842,908
Long-term debt	225,704	225,514
Accrued expenses and other liabilities	219,873	223,712
Total liabilities	23,711,395	23,545,517
Shareholders' equity:		
Preferred stock, \$.01 par value; Authorized - 3,000,000 shares:		
Series E issued and outstanding (5,060 shares)	122,710	122,710
Common stock, \$.01 par value; Authorized - 200,000,000 shares:		
Issued (93,679,599 and 93,651,601 shares)	937	937
Paid-in capital	1,123,685	1,125,937
Retained earnings	1,535,585	1,425,320
Treasury stock, at cost (1,764,131 and 1,899,502 shares)	(75,032 )	(70,899 )
Accumulated other comprehensive loss, net of tax	(69,098 )	(76,993 )
Total shareholders' equity	2,638,787	2,527,012
Total liabilities and shareholders' equity	\$26,350,182	\$26,072,529

*See accompanying Notes to Condensed Consolidated Financial Statements.*

**Table of Contents****WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)**

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
<i>(In thousands, except per share data)</i>				
<b>Interest Income:</b>				
Interest and fees on loans and leases	\$ 181,130	\$ 157,071	\$ 523,394	\$ 459,050
Taxable interest and dividends on investments	43,819	43,384	136,167	136,734
Non-taxable interest on investment securities	5,765	4,820	17,103	13,691
Loans held for sale	307	440	826	1,006
Total interest income	231,021	205,715	677,490	610,481
<b>Interest Expense:</b>				
Deposits	16,760	12,594	44,874	37,267
Securities sold under agreements to repurchase and other borrowings	3,847	3,447	10,970	10,999
Federal Home Loan Bank advances	6,894	6,979	22,543	21,517
Long-term debt	2,616	2,498	7,748	7,444
Total interest expense	30,117	25,518	86,135	77,227
Net interest income	200,904	180,197	591,355	533,254
Provision for loan and lease losses	10,150	14,250	27,900	43,850
Net interest income after provision for loan and lease losses	190,754	165,947	563,455	489,404
<b>Non-interest Income:</b>				
Deposit service fees	38,321	35,734	113,519	105,553
Loan and lease related fees	6,346	9,253	19,898	20,563
Wealth and investment services	7,750	7,593	22,900	21,992
Mortgage banking activities	2,421	4,322	8,038	11,335
Increase in cash surrender value of life insurance policies	3,720	3,743	10,943	11,060
Gain on sale of investment securities, net	—	—	—	414
Impairment loss on investment securities recognized in earnings	—	—	(126	) (149 )
Other income	7,288	5,767	18,267	23,093
Total non-interest income	65,846	66,412	193,439	193,861
<b>Non-interest Expense:</b>				
Compensation and benefits	89,192	83,148	264,822	244,089
Occupancy	14,744	15,004	46,957	44,915
Technology and equipment	22,580	19,753	66,646	59,067
Intangible assets amortization	1,002	1,493	3,085	4,570
Marketing	4,045	4,622	14,101	14,215
Professional and outside services	4,030	4,795	11,813	11,360
Deposit insurance	6,344	6,177	19,701	19,596
Other expense	19,886	21,105	62,901	63,508
Total non-interest expense	161,823	156,097	490,026	461,320
Income before income tax expense	94,777	76,262	266,868	221,945
Income tax expense	30,281	24,445	81,322	72,478
Net income	64,496	51,817	185,546	149,467
Preferred stock dividends and other	(2,070	) (2,183	) (6,284	) (6,540 )
Earnings applicable to common shareholders	\$ 62,426	\$ 49,634	\$ 179,262	\$ 142,927
<b>Earnings per common share:</b>				
Basic	\$ 0.68	\$ 0.54	\$ 1.95	\$ 1.57
Diluted	0.67	0.54	1.94	1.56

*See accompanying Notes to Condensed Consolidated Financial Statements.*



**Table of Contents****WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)**

	Three months ended September 30,		Nine months ended September 30,	
<i>(In thousands)</i>	2017	2016	2017	2016
<b>Net income</b>	\$ 64,496	\$ 51,817	\$ 185,546	\$ 149,467
<b>Other comprehensive income, net of tax:</b>				
Total securities available-for-sale and transferred	872	1,218	1,847	19,988
Total derivative instruments	1,111	2,015	2,921	1,589
Total defined benefit pension and other postretirement benefit plans	1,001	1,125	3,127	3,376
Other comprehensive income, net of tax	2,984	4,358	7,895	24,953
Comprehensive income	\$ 67,480	\$ 56,175	\$ 193,441	\$ 174,420

*See accompanying Notes to Condensed Consolidated Financial Statements.*

**Table of Contents****WEBSTER FINANCIAL CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (Unaudited)**

<i>(In thousands, except per share data)</i>	Preferred Stock	Common Stock	Paid-In Capital	Retained Earnings	Treasury Stock, at cost	Accumulated Other Comprehensive Loss, Net of Tax	Total Shareholders' Equity
<b>Balance at December 31, 2016</b>	\$122,710	\$ 937	\$1,125,937	\$1,425,320	\$(70,899)	\$ (76,993)	\$2,527,012
Net income	—	—	—	185,546	—	—	185,546
Other comprehensive income, net of tax	—	—	—	—	—	7,895	7,895
Dividends and dividend equivalents declared on common stock \$0.77 per share	—	—	124	(71,096)	)—	—	(70,972 )
Dividends paid on Series E preferred stock \$1,200.00 per share	—	—	—	(6,072)	)—	—	(6,072)