

People's United Financial, Inc.  
Form 11-K  
June 26, 2015

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

**FORM 11-K**

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**(Mark One)**

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2014**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period: N/A**

**Commission File Number 001-33326**

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**PEOPLE S UNITED BANK 401(k) EMPLOYEE SAVINGS PLAN**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**PEOPLE S UNITED FINANCIAL, INC.**

**850 Main Street**

**Bridgeport, Connecticut 06604**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

PEOPLE S UNITED BANK 401(k)

EMPLOYEE SAVINGS PLAN

By: People s United Bank, N.A.

Date: June 26, 2015

By: /s/ Jeffrey Hoyt

Name: Jeffrey Hoyt

Title: Senior Vice President and Controller

**PEOPLE S UNITED BANK 401(k)**

**EMPLOYEE SAVINGS PLAN**

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\* Other schedules required by Section 2520.103-10 of the Employee Retirement Income Security Act of 1974 are not applicable.

**Report of Independent Registered Public Accounting Firm**

The People's United Bank, N.A. Compensation, Nominating and Governance Committee of the Board of Directors and Participants of the People's United Bank 401(k) Employee Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the People's United Bank 401(k) Employee Savings Plan (the Plan) as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on effectiveness of the Plan's control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and 2013, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The supplemental information in the accompanying Schedule H, Line 4(i) Schedule of Assets (Held at End of Year) as of December 31, 2014 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements but includes supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information in the accompanying schedule, we evaluated whether the supplemental information including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information in the accompanying schedule is fairly stated in all material respects in relation to the financial statements as a whole.

/s/ McSoley McCoy & Company

South Burlington, Vermont

June 26, 2015

**PEOPLE'S UNITED BANK 401(k)****EMPLOYEE SAVINGS PLAN**

## Statements of Net Assets Available for Plan Benefits

December 31, 2014 and 2013

(In thousands)

	<b>2014</b>	<b>2013</b>
<b>Assets:</b>		
Cash fund	\$	\$ 17
Investments, at fair value (note 3):		
Mutual fund shares	<b>491,586</b>	450,571
Putnam Stable Value Fund	<b>115,335</b>	116,894
People's United Financial, Inc. common stock	<b>94,461</b>	92,400
Total investments, at fair value	<b>701,382</b>	659,865
Receivables:		
Notes receivable from participants (note 4)	<b>15,092</b>	13,960
Employer contributions (note 5)	<b>9,032</b>	8,943
Participant contributions (note 5)	<b>846</b>	743
Total receivables	<b>24,970</b>	23,646
Total assets available for plan benefits	<b>726,352</b>	683,528
<b>Liabilities:</b>		
Accrued plan expenses	<b>36</b>	65
Total liabilities	<b>36</b>	65
Net assets reflecting investments at fair value	<b>726,316</b>	683,463
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (note 3)	<b>(2,139)</b>	(1,512)
Net assets available for plan benefits	<b>\$ 724,177</b>	\$ 681,951

See accompanying notes to financial statements.

**PEOPLE S UNITED BANK 401(k)****EMPLOYEE SAVINGS PLAN**

## Statements of Changes in Net Assets Available for Plan Benefits

Years Ended December 31, 2014 and 2013

(In thousands)

	<b>2014</b>	<b>2013</b>
Additions to net assets attributed to:		
Net appreciation in fair value of investments (note 3)	\$ <b>5,336</b>	\$ 95,077
Interest and dividends	<b>31,993</b>	21,233
Net investment income	<b>37,329</b>	116,310
Contributions:		
Participant	<b>26,459</b>	26,913
Employer	<b>19,282</b>	20,477
Total contributions	<b>45,741</b>	47,390
Interest, notes receivable from participants (note 4)	<b>598</b>	547
Plan transfers in	<b>15,645</b>	20,349
Total additions, net	<b>99,313</b>	184,596
Deductions from net assets attributed to:		
Distributions to participants	<b>57,087</b>	51,759
Total deductions	<b>57,087</b>	51,759
Net increase in net assets available for plan benefits	<b>42,226</b>	132,837
Net assets available for plan benefits, beginning of year	<b>681,951</b>	549,114
Net assets available for plan benefits, end of year	<b>\$ 724,177</b>	\$ 681,951

See accompanying notes to financial statements.



**PEOPLE'S UNITED BANK 401(k)**

**EMPLOYEE SAVINGS PLAN**

Notes to Financial Statements

December 31, 2014 and 2013

**(1) Plan Description**

The People's United Bank 401(k) Employee Savings Plan (the Plan) is a defined contribution plan sponsored by People's United Bank, N.A. (People's, the Bank, or the Plan Sponsor). Under the terms of a trust agreement, Mercer Trust Company (as Trustee) and Mercer HR Services (as Recordkeeper) (collectively Mercer) have been empowered to perform such trust and administrative services as may be necessary to carry out the purposes of the Plan. However, the Trustee does not have any discretionary authority concerning the investment of the trust fund or the payment of distributions to participants. The Plan is administered by the Compensation, Nominating and Governance Committee, appointed by the board of directors of People's, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

In general, all employees become eligible to participate in the Plan on their date of hire. Contributions made by Plan participants and by People's are invested (as directed by the individual participants) in the Putnam Stable Value Fund, People's United Financial, Inc. common stock, or any of a series of mutual funds investment options offered by the Plan. All of the Plan's investments are participant-directed investments.

Participant accounts are credited with the participants' voluntary payroll contributions, allocations of People's matching contribution percentages, and Plan earnings. Allocations are based on the participants' eligible pre-tax earnings (as defined) and payroll contribution percentages. Forfeitures are utilized to reduce future employer contributions. Participants are fully vested in their own contributions at all times, and in People's matching contributions after one year of credited service. Participants who receive an additional People's contribution in lieu of participation in the People's United Bank Employees' Retirement Plan (see note 5) vest as follows: 25% after two years of credited service; 50% after three years of credited service; 75% after four years of credited service; and 100% after five years of credited service.

On termination of service, death, disability, or retirement, a participant (or their beneficiary, subject to certain Plan provisions) may elect to receive a lump-sum amount equal to the full value of the participant's vested interest in his or her account, or monthly, quarterly, semi-annual or annual installments over a period of time not to exceed the life expectancy of the participant or the joint life and last survivor expectancy of the participant and his or her beneficiary.

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Notes to Financial Statements

December 31, 2014 and 2013

Effective June 3, 2013, the Bank of Smithtown 401(k) Plan was merged with and into the Plan and assets totaling approximately \$7.4 million were transferred into the Plan. The Plan was amended to credit certain employees vesting for prior service rendered to previous entities, as defined.

Effective September 3, 2013, the Financial Federal and Subsidiaries 401(k) Plan was merged with and into the Plan and assets totaling approximately \$8.9 million were transferred into the Plan. The Plan was amended to credit certain employees vesting for prior service rendered to previous entities, as defined.

Effective September 5, 2013, the Savings Banks Employees Retirement Association ( SBERA ) 401(k) Plan as adopted by River Bank was merged with and into the Plan and assets totaling approximately \$4.0 million were transferred into the Plan. The Plan was amended to credit certain employees vesting for prior service rendered to previous entities, as defined.

Effective July 1, 2014, the SBERA 401(k) Plan as adopted by Danversbank was merged with and into the Plan and assets totaling approximately \$15.6 million were transferred into the Plan. The Plan was amended to credit certain employees vesting for prior service rendered to previous entities, as defined.

The foregoing Plan description is presented for general information purposes only. Participants should refer to the Plan document for more complete information.

**(2) Summary of Significant Accounting Policies**

***(a) Basis of Presentation***

The accompanying financial statements have been prepared on the accrual basis of accounting.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ( GAAP ) requires management of the Plan to make estimates and assumptions that affect the reported amounts of net assets available for Plan benefits and changes therein. Actual results of the Plan could differ significantly from those estimates and assumptions.

***(b) Investment Valuation and Income Recognition***

Investments representing shares of mutual funds and People s United Financial, Inc. common stock are stated at fair value based on quoted market prices.

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**PEOPLE S UNITED BANK 401(k)**

**EMPLOYEE SAVINGS PLAN**

Notes to Financial Statements

December 31, 2014 and 2013

The Plan invests in a stable value fund through its participation in the Putnam Stable Value Fund (the Stable Value Fund). The Stable Value Fund is a collective trust fund consisting of investments in investment contracts with insurance companies and banks as well as synthetic investment contracts, and is stated at fair value which differs from contract value. Fair value of the Stable Value Fund is based on the fair value of the underlying investments.

The Plan applies Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 946, *Financial Services - Investment Companies*, which defines the circumstances in which an investment contract is considered fully benefit-responsive and provides certain reporting and disclosure requirements for fully benefit-responsive investment contracts in defined contribution plans. As required by this authoritative guidance, investments in the accompanying statements of net assets available for plan benefits include fully benefit-responsive investment contracts recognized at fair value, with a corresponding adjustment to reflect these investments at contract value. Investment contracts are carried at contract value within the accompanying statements of changes in net assets available for plan benefits.

The net unrealized appreciation or depreciation for the year is reported together with realized gains and losses in the statements of changes in net assets available for plan benefits. Purchases and sales of investments are recorded on a trade-date basis. Realized investment gains and losses are determined based on the weighted average historical cost basis of the investment sold. Interest income is recorded on an accrual basis. Dividend income is recorded on the ex-dividend date.

**(c) Fair Value Measurement of Investments**

Investments are reported at fair value in the accompanying statements of net assets available for plan benefits. ASC 820, *Fair Value Measurements and Disclosures* (ASC 820), establishes a framework for measuring fair value. That framework provides a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy assigns the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under ASC 820, along with a brief description of each, are as follows:

*Level 1* Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

**PEOPLE S UNITED BANK 401(k)**

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Notes to Financial Statements

December 31, 2014 and 2013

*Level 2* Inputs to the valuation methodology include:

quoted prices for similar assets or liabilities in active markets;

quoted prices for identical or similar assets or liabilities in inactive markets;

observable inputs for the asset or liability other than quoted prices; and

inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

*Level 3* Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

A description of the valuation methodologies used to measure Plan assets at fair value is provided below:

*Common Stock* Valued at the closing price as reported in the active market on which the identical security is traded.

*Mutual Fund Shares* Valued at the net asset value per share as reported in the active markets on which the individual securities are traded. There are no restrictions as to the redemption of these investments nor does the Plan have any contractual obligations to further invest in any of the individual mutual funds.

*Collective Trust* Valued based on reported net asset value. If available, quoted market prices (net asset value) are used to value investments in the trust. The fair value of certain other investments for which quoted market prices are not available are valued based on yields currently available on comparable securities of issuers with similar credit ratings. There are no imposed redemption restrictions nor does the Plan have any contractual obligations to further invest in the trusts.

**PEOPLE'S UNITED BANK 401(k)**

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Notes to Financial Statements

December 31, 2014 and 2013

The preceding methods described may produce a fair value that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although Plan management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There were no changes in the Plan's valuation methodologies during 2014 or 2013.

***(d) Notes Receivable from Participants***

Participant loans are accounted for in accordance with Accounting Standards Update (ASU) 2010-25, *Plan Accounting-Defined Contribution Pension Plans (Topic 962) Reporting Loans to Participants by Defined Contribution Pension Plans*, which requires that such loans be classified as notes receivable from participants, segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest, which approximates fair value.

***(e) Payments of Distributions***

Distributions to participants are recorded when paid.

***(f) Administrative Expenses***

Certain direct expenses and fees related to the administration of the Plan are paid from Plan assets. All other administrative expenses are paid by participants.

***(g) Forfeited Accounts***

Forfeitures of nonvested People's contributions for participants may be used to reduce future People's matching contributions. During 2014 and 2013, \$400,409 and \$289,528 in forfeitures were used to reduce People's matching contributions, respectively. There were no remaining forfeitures available to reduce future employer matching contributions at either December 31, 2014 or 2013.

**PEOPLE'S UNITED BANK 401(k)****EMPLOYEE SAVINGS PLAN**

Notes to Financial Statements

December 31, 2014 and 2013

**(3) Investments**

The following table presents the net appreciation in the fair value of investments (including investments bought, sold and held during the year) for the Plan years ended December 31, 2014 and 2013 (in thousands):

	<b>2014</b>	<b>2013</b>
Mutual funds	<b>\$ 4,994</b>	\$ 76,305
People's United Financial, Inc. common stock	<b>342</b>	18,772
<b>Net appreciation</b>	<b>\$ 5,336</b>	\$ 95,077

The fair value of investments representing 5% or more of the Plan's net assets at December 31, 2014 and 2013 are as follows (in thousands):

	<b>2014</b>	<b>2013</b>
<b>Collective trust:</b>		
Putnam Stable Value Fund (contract value of \$113,196 and \$115,382, respectively)	<b>\$ 115,335</b>	\$ 116,894
<b>Common stock:</b>		
People's United Financial, Inc.	<b>94,461</b>	92,400
<b>Mutual funds:</b>		
Vanguard Institutional Index Fund	<b>66,190</b>	56,680
T. Rowe Price Growth Stock Fund	<b>65,972</b>	61,706
Artisan Mid Cap Fund	<b>37,974</b>	39,028
American Funds Europacific Growth Fund	<b>(a)</b>	35,429
PIMCO Total Return Fund	<b>(a)</b>	34,637

(a) Balance did not represent 5% or more of the Plan's net assets on the respective date.

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Notes to Financial Statements

December 31, 2014 and 2013

The Plan, through its investment in the Stable Value Fund, has entered into a benefit-responsive investment contract. The Stable Value Fund, a collective trust, is a commingled pool that invests in (i) investment contracts issued by insurance companies and other financial institutions, (ii) fixed income securities, and (iii) money market funds.

Mercer maintains participant contributions in a general account which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. In addition, the terms of the guaranteed investment contract do not permit the issuing insurance company to terminate the agreement prior to the scheduled maturity date.

Investment contracts held by the Stable Value Fund are recorded at fair value, with a corresponding adjustment to contract value (as reported to the Plan by Mercer), because such investments are deemed to be fully benefit-responsive in that they provide that Plan participants may make withdrawals, or transfer all or a portion of their account balance, at contract value during the term of the contract. Contract value represents contributions made under the contract, plus earnings on the underlying investments, less participant withdrawals and administrative expenses. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

The weighted average yield earned by the Stable Value Fund for the years ended December 31, 2014 and 2013 was 1.65% and 0.72%, respectively. The weighted average yield credited to participant accounts during that same period was 2.03% and 1.86%, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 0%. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include:

- (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan);
- (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions;
- (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan; or
- (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. People's does not believe that any of the aforementioned events, which would limit the Plan's ability to transact at contract value with participants, are probable of occurring.

**PEOPLE'S UNITED BANK 401(k)****EMPLOYEE SAVINGS PLAN**

Notes to Financial Statements

December 31, 2014 and 2013

The following tables set forth the fair value of Plan assets, by level, within the ASC 820 fair value hierarchy, as of December 31, 2014 and 2013 (in thousands):

	December 31, 2014			Total
	Level 1	Level 2	Level 3	
Mutual funds:				
Balanced	\$ 123,304	\$	\$	\$ 123,304
Growth	116,105			116,105
Mid-cap	81,255			81,255
Large-cap	76,672			76,672
Fixed income	41,750			41,750
International	37,689			37,689
Small-cap	14,811			14,811
People's United Financial, Inc. common stock	94,461			94,461
Putnam Stable Value Fund		115,335		115,335
Total	\$ 586,047	\$ 115,335	\$	\$ 701,382

	December 31, 2013			Total
	Level 1	Level 2	Level 3	
Cash and cash equivalents	\$ 17	\$	\$	\$ 17
Mutual funds:				
Growth	107,739			107,739
Balanced	106,608			106,608
Mid-cap	80,433			80,433
Large-cap	65,967			65,967
Fixed income	38,617			38,617
International	38,241			38,241
Small-cap	12,966			12,966
People's United Financial, Inc. common stock	92,400			92,400
Putnam Stable Value Fund		116,894		116,894
Total	\$ 542,988	\$ 116,894	\$	\$ 659,882



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**PEOPLE S UNITED BANK 401(k)**

**EMPLOYEE SAVINGS PLAN**

Notes to Financial Statements

December 31, 2014 and 2013

**(4) Notes Receivable from Participants**

Participants may borrow up to 50% of their vested account balances (subject to a maximum loan amount of \$50,000) and may have up to two loans outstanding at any time (subject to a minimum loan amount of \$1,000). Loans generally have a five-year term (longer if used for the purchase of a primary residence) but may be repaid in full at any time. The interest rate for each loan, which remains fixed through the duration of the loan, is the Prime lending rate as listed in The Wall Street Journal in effect on the first business day of the month in which the participant requests the loan, plus 1%. Loans granted at different times may bear different interest rates. Interest begins to accrue on the date the loan proceeds are disbursed to the participant and will continue to accrue until the entire loan balance is paid in full, whether before or after maturity or default. Loan rates ranged from 4.25% to 10.77% at December 31, 2014 and 2013.

**(5) Employer and Participant Contributions**

Effective January 1, 2009, participating employees could contribute from 1% to 50% of their pre-tax earnings (as defined) and allocate their contributions to the Plan's various investment funds. Participant contributions may not exceed a specified base amount, adjusted annually for cost-of-living increases, as determined by the Internal Revenue Service (the IRS). The base amount per participant was \$17,500 in 2014 and 2013.

Participants who are age 50 and older at any time during the Plan year may make catch up contributions in that year. These contributions are additional tax deferred contributions that eligible participants are permitted to make in excess of annual IRS tax-deferred contribution limits. For 2014 and 2013, the maximum amount of catch up contributions permitted to have been made to the Plan was \$5,500. People's makes matching contributions equal to 100% of a participant's contributions (excluding catch up contributions) up to and including 4% of the participant's earnings.

During 2006, the Plan was amended to allow employees hired on or after August 14, 2006 to receive an additional annual contribution equal to 3% of their eligible pre-tax earnings (as defined) in lieu of participation in The People's United Bank Employees Retirement Plan (the ERP) which was closed to new participants effective August 14, 2006. In July 2011, People's amended the ERP to freeze, effective December 31, 2011, the accrual of pension benefits for participants in that plan. In conjunction with the ERP amendment, People's amended the Plan to provide for contributions to the Plan on behalf of all ERP participants, effective January 1, 2012, in an annual amount equal to 3% of the employee's eligible pre-tax earnings (as defined). At December 31, 2014 and 2013, the Plan recorded additional employer contributions receivable totaling \$8,640,479 and \$8,597,009, respectively, representing amounts due from People's as a result of these Plan amendments.

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Notes to Financial Statements

December 31, 2014 and 2013

People s matching contributions are made at the same time as participant contributions, while contributions in lieu of retirement plan participation are made on an annual basis. All of People s contributions are allocated to the investment funds in the same proportion elected by the participant with respect to a participant s own contributions. If the participant does not have an investment election on file, the contribution is made to an appropriate age-based retirement fund offered by the Plan based upon the participant s years to normal retirement eligibility (age 65).

**(6) Distributions to Participants**

Participant contributions may not be withdrawn from the Plan prior to the termination of the participant s employment with People s, unless the participant has either attained age 59-1/2 or is able to demonstrate financial hardship, as defined in Section 401(k) of the Internal Revenue Code (the IRC ). People s contributions may be withdrawn subject to specified limitations. The Plan also provides for distributions upon termination, retirement or death, subject to specified conditions. The normal form of payment for participants is a lump sum distribution.

**(7) Risk and Uncertainties**

The Plan invests in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the accompanying statements of net assets available for plan benefits.

**(8) Plan Termination**

Although it has not expressed any intention to do so, People s has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination, partial termination, or complete discontinuance of contributions, all participants would become fully vested in their accounts and benefits would be payable under the terms of the Plan.

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Notes to Financial Statements

December 31, 2014 and 2013

**(9) Income Tax Status**

The Plan received a favorable tax determination letter from the IRS dated September 20, 2013, indicating that the Plan, as then designed, was in compliance with the applicable requirements of the IRC, and was therefore exempt from federal income taxes. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

U.S. GAAP requires the Plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability (or derecognize an asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or derecognition of an asset) or disclosure in the financial statements.

People's believes the Plan is no longer subject to income tax examinations for years prior to 2011.

**(10) Related Party Transactions**

The Plan's investments include shares of People's United Financial, Inc. common stock. People's is the Plan sponsor and, therefore, these transactions qualify as party-in-interest transactions. Notes receivable from participants also qualify as party-in-interest transactions. All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

**(11) Subsequent Events**

The following subsequent events have been evaluated through June 26, 2015, the date these financial statements were issued.

Effective January 1, 2015, Fidelity Investments became the record keeper of the Plan, and Fidelity Management Trust Company became the trustee of the Plan.

**PEOPLE S UNITED BANK 401(k)****EMPLOYEE SAVINGS PLAN**

Notes to Financial Statements

December 31, 2014 and 2013

**(12) Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500 (in thousands):

	<b>December 31,</b>	
	<b>2014</b>	<b>2013</b>
Net assets available for plan benefits per financial statements	<b>\$ 724,177</b>	\$ 681,951
Plus: Adjustment from contract value to fair value for fully benefit-responsive investment contracts held by collective trust	<b>2,139</b>	1,512
<b>Net assets available for plan benefits per Form 5500</b>	<b>\$ 726,316</b>	\$ 683,463

The following is a reconciliation of net investment income per the financial statements to the Form 5500 (in thousands):

	<b>Year ended December 31,</b>	
	<b>2014</b>	<b>2013</b>
Total net investment income per financial statements, including interest from notes receivable from participants	<b>\$ 37,927</b>	\$ 116,857
Plus: Changes in adjustment from fair value to contract value for fully benefit-responsive investment contracts held by collective trust	<b>627</b>	(1,981)
<b>Total net investment income per Form 5500</b>	<b>\$ 38,554</b>	\$ 114,876

**PEOPLE S BANK 401(k)****EMPLOYEE SAVINGS PLAN**

Schedule H, Line 4(i) Schedule of Assets (Held at End of Year)

December 31, 2014

(Dollars in thousands)

		(c)	
(a)	(b)	Description of investment including	(e)
lessor, or similar party	Identity of issue, borrower,	maturity date, rate of interest,	Current
(a)	lessor, or similar party	collateral, and par or maturity value	value
	Mutual funds:		
	Allianz NFJ Dividend Value Fund	1,422,214.906 shares	\$ 24,476
	American Funds Europacific Growth Fund	729,721.047 shares	34,363
	Artisan Mid Cap Fund	792,615.349 shares	37,974
	Artisan Mid Cap Value Fund	1,176,757.644 shares	28,984
	Columbia Small Cap Value Fund II Class Y	319,872.725 shares	5,726
	Janus Venture Fund Class I	390,993.526 shares	25,657
	PIMCO Low Duration Fund	248,483.426 shares	2,495
	PIMCO Total Return Fund	3,285,896.840 shares	35,028
	Sentinel Common Stock Fund Class I	247,105.894 shares	10,482
	T. Rowe Price Growth Stock Fund	1,269,920.706 shares	65,972
	T. Rowe Price Retirement 2005 Fund	75,334.514 shares	979
	T. Rowe Price Retirement 2010 Fund	334,505.312 shares	5,931
	T. Rowe Price Retirement 2015 Fund	988,768.763 shares	14,307
	T. Rowe Price Retirement 2020 Fund	1,087,816.106 shares	22,529
	T. Rowe Price Retirement 2025 Fund	1,467,801.317 shares	23,059
	T. Rowe Price Retirement 2030 Fund	865,503.899 shares	19,924
	T. Rowe Price Retirement 2035 Fund	767,248.627 shares	12,782
	T. Rowe Price Retirement 2040 Fund	288,243.817 shares	6,895
	T. Rowe Price Retirement 2045 Fund	437,264.004 shares	6,996
	T. Rowe Price Retirement 2050 Fund	374,651.644 shares	5,024
	T. Rowe Price Retirement 2055 Fund	164,651.514 shares	2,192
	T. Rowe Price Retirement Balanced Fund	180,976.054 shares	2,686
	Vanguard Institutional Index Fund	350,825.896 shares	66,190
	Vanguard Mid Cap Index Fund	423,117.966 shares	14,297
	Vanguard Small Cap Index Fund	162,615.288 shares	9,085
	Vanguard Total Bond Market Index Fund	388,884.272 shares	4,227
	Vanguard Total International Stock Index Fund	127,913.086 shares	3,326
	<b>Total mutual funds</b>		<b>491,586</b>

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Putnam Stable Value Fund	113,196,051.554 shares	115,335
* People's United Financial, Inc. common stock	6,222,706.628 shares	94,461
* Notes receivable from participants	3,039 participant loans	15,092
	Interest rates ranging from 4.25% to 10.77%.	
	Maturity dates of January 2015 to August 2029.	

Total investments and loans (held at end of year) \$ 716,474

\* *Party-in-interest to the Plan.*

See accompanying report of independent registered public accounting firm.

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
23	Consent of McSoley McCoy & Company