

WINTRUST FINANCIAL CORP  
Form 8-K  
May 25, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of The**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 24, 2012**

**WINTRUST FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Illinois**  
(State or other jurisdiction  
  
of Incorporation)

**001-35077**  
(Commission  
  
File Number)

**36-3873352**  
(I.R.S. Employer  
  
Identification No.)

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**727 North Bank Lane**

**Lake Forest, Illinois**  
(Address of principal executive offices)

**Registrant's telephone number, including area code (847) 615-4096**

**60045**  
(Zip Code)

**Not Applicable**

(Former name or former address, if changed since last year)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Wintrust Financial Corporation (the Company) held its 2012 Annual Meeting of Shareholders on May 24, 2012. At the meeting, the Company's shareholders approved a proposal to amend the Company's Employee Stock Purchase Plan (the Plan) to increase the number of shares that may be offered under the Plan by 300,000. A more detailed description of the amended Plan is set forth in the Company's Definitive Proxy Statement filed April 24, 2012 under the Securities Exchange Act of 1934 (the Proxy Statement) in the section entitled Proposal No. 2 Approval of the Amended and Restated Employee Stock Purchase Plan and is incorporated herein by reference. Such description is qualified in its entirety by reference to the text of the amended Plan, which is attached to the Proxy Statement as Annex A and incorporated herein by reference as Exhibit 10.1.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the Company's 2012 Annual Meeting of Shareholders, the Company's shareholders (i) elected all thirteen of the Company's director nominees, (ii) approved the proposed amendments to the Plan, (iii) approved an advisory (non-binding) proposal approving the Company's 2011 executive compensation as described in the Company's proxy statement, (iv) approved a proposal to amend the Company's Amended and Restated Articles of Incorporation to increase the number of authorized shares of the Company's common stock from 60,000,000 to 100,000,000 and (v) ratified the appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the year 2012. The results of the vote at the meeting were as follows:

*Proposal No. 1 Election of Directors*

| Name                    | Votes For  | Abstentions | Broker Non-Votes |
|-------------------------|------------|-------------|------------------|
| Peter D. Crist          | 31,249,177 | 363,651     | 2,242,596        |
| Bruce K. Crowther       | 31,069,852 | 542,976     | 2,242,596        |
| Joseph F. Damico        | 31,285,111 | 327,717     | 2,242,596        |
| Bert A Getz, Jr.        | 31,271,216 | 341,612     | 2,242,596        |
| H. Patrick Hackett, Jr. | 31,467,663 | 145,165     | 2,242,596        |
| Scott K. Heitmann       | 31,469,789 | 143,039     | 2,242,596        |
| Charles H. James III    | 31,298,955 | 313,873     | 2,242,596        |
| Albin F. Moschner       | 31,149,108 | 463,720     | 2,242,596        |
| Thomas J. Neis          | 31,240,695 | 372,133     | 2,242,596        |
| Christopher J. Perry    | 31,284,246 | 328,582     | 2,242,596        |
| Ingrid S. Stafford      | 31,084,947 | 527,881     | 2,242,596        |
| Sheila G. Talton        | 31,299,082 | 313,746     | 2,242,596        |
| Edward J. Wehmer        | 31,272,843 | 339,985     | 2,242,596        |

*Proposal No. 2 Amend the Company's Stock Purchase Plan*

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 31,137,576 | 398,767       | 76,486      | 2,242,595        |

*Proposal No. 3 Advisory Vote on 2011 Executive Compensation*

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 30,918,847 | 658,667       | 35,314      | 2,242,596        |

*Proposal No. 4 Amend the Company's Amended and Restated Articles of Incorporation*

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 30,612,483 | 3,170,713     | 50,760      | 21,468           |

*Proposal No. 5 Ratification of Independent Registered Public Accounting Firm*

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 33,480,056 | 306,967       | 68,400      | 1                |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit

10.1 Wintrust Financial Corporation Employee Stock Purchase Plan, as amended (incorporated by reference to Annex A of the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on April 24, 2012).

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WINTRUST FINANCIAL

CORPORATION

(Registrant)

By: /s/ Lisa J. Pattis  
Lisa J. Pattis  
Executive Vice President and General Counsel

Date: May 25, 2012

**INDEX TO EXHIBITS**

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