



# **FORM 8-K**

## **WINTRUST FINANCIAL CORP - WTFC**

**Filed: November 26, 2008 (period: November 26, 2008)**

Report of unscheduled material events or corporate changes.

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**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): November 26, 2008**

**WINTRUST FINANCIAL CORPORATION**  
(Exact name of registrant as specified in its charter)

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

**0-21923**  
(Commission File Number)

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

**727 North Bank Lane**  
**Lake Forest, Illinois**  
(Address of principal executive offices)

**60045**  
(Zip Code)

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

**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))
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**Item 8.01. Other Events.**

On November 26, 2008, Wintrust Financial Corporation (the “Company”) issued a press release announcing that it received preliminary approval to participate in the U.S. Department of the Treasury’s Capital Purchase Program (“Program”). The Company applied for and received approval for up to \$250,000,000 of capital.

A copy of the press release issued by the Company is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Current Report, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

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

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Wintrust Financial Corporation Press Release dated November 26, 2008

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**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/ David A. Dykstra  
David A. Dykstra  
Senior Executive Vice President and  
Chief Operating Officer

Date: November 26, 2008

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<u>Exhibit No.</u>	<u>Description</u>
99.1	Wintrust Financial Corporation Press Release dated November 26, 2008

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**Wintrust Financial Corporation**  
727 North Bank Lane, Lake Forest, Illinois 60045

**News Release**

**FOR IMMEDIATE RELEASE**

November 26, 2008

**FOR MORE INFORMATION CONTACT:**

Edward J. Wehmer, President & Chief Executive Officer  
David A. Dykstra, Senior Executive Vice President & Chief Operating Officer  
(847) 615-4096  
Website address: [www.wintrust.com](http://www.wintrust.com)

**WINTRUST FINANCIAL CORPORATION SELECTED TO PARTICIPATE IN U.S.  
TREASURY DEPARTMENT'S CAPITAL PURCHASE PROGRAM**

LAKE FOREST, ILLINOIS — Wintrust Financial Corporation (“Wintrust” or “the Company”) (Nasdaq: WTFC) is pleased to announce that it has received preliminary approval to participate in the U.S. Treasury Department’s Capital Purchase Program, which is designed to infuse capital into the nation’s healthy banks. Wintrust applied under the program to sell \$250 million in nonvoting senior preferred stock to the Treasury Department. Wintrust intends to use the proceeds from this sale for general corporate purposes which include additional capital to grow lending operations and to position Wintrust for additional market opportunities.

“Being chosen as a participant by the Treasury Department is recognition that Wintrust is a sound institution which can help support the economy during these uncertain economic times,” stated Edward J. Wehmer, President and Chief Executive Officer. He went on to say, “In August, 2008, Wintrust completed a successful convertible preferred stock offering raising \$50 million in new equity to augment its capital ratios that were already all above the level required to be categorized as “well capitalized”. With the capital from the Capital Purchase Program, our capital position is even stronger, and provides an excellent opportunity for our organization to more quickly return to our strategic growth plan. We have confidence that we can leverage the \$300 million in capital raised from our preferred stock offering and from the Treasury Department’s program for the further benefit of our shareholders and the communities we serve.”

Wintrust plans to issue \$250 million in senior preferred shares, with warrants to purchase approximately \$37.5 million in common stock, to the Treasury Department. The senior preferred stock will pay a cumulative dividend at a coupon rate of 5% for the first five years and 9% thereafter. The exercise price of the warrants will be calculated based on the 20-day trailing average of the market price of Wintrust’s common stock at the time of issuance and will expire in 10 years. The Company’s recently filed universal shelf registration statement will fulfill the requirement of the Capital Purchase Program that Treasury be able to publicly sell the preferred shares and warrants it anticipates purchasing from Wintrust. The anticipated sale of the preferred stock and warrants is expected to close within 30 days of the approval and before year-end. It is contingent upon completion of transaction documents to be provided by the Treasury Department and certain other closing conditions.

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## **WINTRUST SUBSIDIARIES AND LOCATIONS**

Wintrust is a financial holding company whose common stock is traded on the Nasdaq Stock Market® (Nasdaq: WTFC). Its 15 community bank subsidiaries are: Lake Forest Bank & Trust Company, Hinsdale Bank & Trust Company, North Shore Community Bank & Trust Company in Wilmette, Libertyville Bank & Trust Company, Barrington Bank & Trust Company, Crystal Lake Bank & Trust Company, Northbrook Bank & Trust Company, Advantage National Bank in Elk Grove Village, Village Bank & Trust in Arlington Heights, Beverly Bank & Trust Company in Chicago, Wheaton Bank & Trust Company, State Bank of The Lakes in Antioch, Old Plank Trail Community Bank, N.A. in New Lenox, St. Charles Bank & Trust Company and Town Bank in Hartland, Wisconsin. The banks also operate facilities in Illinois in Algonquin, Bloomingdale, Buffalo Grove, Cary, Chicago, Clarendon Hills, Darien, Deerfield, Downers Grove, Frankfort, Geneva, Glencoe, Glen Ellyn, Gurnee, Grayslake, Highland Park, Highwood, Hoffman Estates, Island Lake, Lake Bluff, Lake Villa, Lindenhurst, McHenry, Mokena, Mundelein, North Chicago, Northfield, Palatine, Prospect Heights, Ravinia, Riverside, Roselle, Sauganash, Skokie, Spring Grove, Vernon Hills, Wauconda, Western Springs, Willowbrook and Winnetka, and in Delafield, Elm Grove, Madison and Wales, Wisconsin.

Additionally, the Company operates various non-bank subsidiaries. First Insurance Funding Corporation, one of the largest commercial insurance premium finance companies operating in the United States, serves commercial loan customers throughout the country. Tricom, Inc. of Milwaukee provides high-yielding, short-term accounts receivable financing and value-added out-sourced administrative services, such as data processing of payrolls, billing and cash management services, to temporary staffing service clients located throughout the United States. WestAmerica Mortgage Company engages primarily in the origination and purchase of residential mortgages for sale into the secondary market through origination offices located throughout the United States. Loans are also originated nationwide through relationships with wholesale and correspondent offices. Wayne Hummer Investments, LLC is a broker-dealer providing a full range of private client and brokerage services to clients and correspondent banks located primarily in the Midwest. Wayne Hummer Asset Management Company provides money management services and advisory services to individual accounts. Wayne Hummer Trust Company, a trust subsidiary, allows Wintrust to service customers' trust and investment needs at each banking location. Wintrust Information Technology Services Company provides information technology support, item capture and statement preparation services to the Wintrust subsidiaries.

## **FORWARD-LOOKING STATEMENTS**

This document contains forward-looking statements within the meaning of federal securities laws. Forward-looking information in this document can be identified through the use of words such as “may,” “will,” “intend,” “plan,” “project,” “expect,” “anticipate,” “should,” “would,” “believe,” “estimate,” “contemplate,” “possible,” and “point.” The forward-looking information is premised on many factors, some of which are outlined below. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and is including this statement for purposes of invoking these safe harbor provisions. Such forward-looking statements may be deemed to include, among other things, statements relating to the Company's projected growth, anticipated improvements in earnings, earnings per share and other financial performance measures, and management's long-term performance goals, as well as statements relating to the anticipated effects on financial results of condition from expected developments or events, the Company's business and growth strategies, including anticipated internal growth, plans to form additional de novo banks and to open new branch offices, and to pursue additional potential development or acquisitions of banks, wealth management entities or specialty finance businesses. Actual results could differ materially from those addressed in the forward-looking statements as a result of numerous factors, including the following:

- Competitive pressures in the financial services business which may affect the pricing of the Company's loan and deposit products as well as its services (including wealth management services).
- Changes in the interest rate environment, which may influence, among other things, the growth of loans and deposits, the quality of the Company's loan portfolio, the pricing of loans and deposits and interest income.



- The extent of defaults and losses on our loan portfolio.
- Unexpected difficulties or unanticipated developments related to the Company's strategy of *de novo* bank formations and openings. *De novo* banks typically require 13 to 24 months of operations before becoming profitable, due to the impact of organizational and overhead expenses, the startup phase of generating deposits and the time lag typically involved in redeploying deposits into attractively priced loans and other higher yielding earning assets.
- The ability of the Company to obtain liquidity and income from the sale of premium finance receivables in the future and the unique collection and delinquency risks associated with such loans.
- Failure to identify and complete acquisitions in the future or unexpected difficulties or unanticipated developments related to the integration of acquired entities with the Company.
- Legislative or regulatory changes or actions, or significant litigation involving the Company.
- Changes in general economic conditions in the markets in which the Company operates.
- The ability of the Company to receive dividends from its subsidiaries.
- The loss of customers as a result of technological changes allowing consumers to complete their financial transactions without the use of a bank.
- The ability of the Company to attract and retain senior management experienced in the banking and financial services industries.
- The risk that the terms of the U.S. Treasury Department's Capital Purchase Program change and that the timing of the closing of the transaction could change.
- The other risk factors set forth in the Company's filings with the Securities and Exchange Commission.

Therefore, there can be no assurances that future actual results will correspond to these forward-looking statements. The reader is cautioned not to place undue reliance on any forward looking statement made by or on behalf of Wintrust. Any such statement speaks only as of the date the statement was made or as of such date that may be referenced within the statement. The Company undertakes no obligation to release revisions to these forward-looking statements or reflect events or circumstances after the date of this press release. Persons are advised, however, to consult further disclosures management makes on related subjects in its reports filed with the Securities and Exchange Commission and in its press releases.

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