

WINTRUST FINANCIAL CORP  
Form 8-K  
April 08, 2016

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): April 5, 2016  
WINTRUST FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

|  |                                       |  |
|--|---------------------------------------|--|
| Illinois<br>(State or other jurisdiction of<br>Incorporation)                            | 001-35077<br>(Commission File Number) | 36-3873352<br>(I.R.S. Employer Identification No.) |
| 9700 West Higgins Road<br>Rosemont, Illinois<br>(Address of principal executive offices) |                                       | 60018<br>(Zip Code)                                |

Registrant's telephone number, including area code: (847) 939-9000  
N/A  
(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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 5, 2016, the Board of Directors of Wintrust Financial Corporation (the “Company”) amended the Company’s Amended and Restated By-Laws, effective following the Annual Meeting of the Shareholders to be held on May 26, 2016. The amendment decreases the size of the Board of Directors from fourteen (14) directors to twelve (12) directors. The Company’s Amended and Restated By-Laws, as amended, are attached hereto as Exhibit 3.2 and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits  
(d) Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 3.2         | Amended and Restated By-Laws of Wintrust Financial Corporation |

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/ Kathleen M. Boege  
Kathleen M. Boege  
Executive Vice President, General Counsel  
and Corporate Secretary

Date: April 8, 2016

EXHIBIT INDEX

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