

WINTRUST FINANCIAL CORP  
Form 8-K  
December 15, 2010

**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): December 15, 2010  
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 December 15, 2010, (i) the underwriters of Wintrust Financial Corporation's (the Company) public offering of 3,205,128 shares of the Company's common stock, no par value (the Common Stock) at a public offering price of \$30.00 per share (the Common Stock Offering) purchased an additional 480,769 shares of Common Stock pursuant to the exercise in full of the overallotment option granted to them in connection with the Common Stock Offering (the Common Stock Overallotment Purchase), and (ii) the underwriters of the Company's public offering of 4,000,000 7.50% tangible equity units (the Units) at a public offering price of \$50.00 per Unit (the Equity Unit Offering) purchased an additional 600,000 Units pursuant to the exercise in full of the overallotment option granted to them in connection with the Equity Unit Offering (the Equity Unit Overallotment Purchase). As a result, the Company raised additional net proceeds of approximately \$42.8 million, bringing aggregate net proceeds for the offerings to approximately \$327.5 million, after deducting underwriting discounts and commissions and estimated offering expenses.

Also on December 15, 2010, the Company issued a press release announcing the completion of the Common Stock Overallotment Purchase and the Equity Unit Overallotment Purchase. A copy of such press release is attached as Exhibit 99.1 and is incorporated herein by reference.

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

(d) Exhibits.

Exhibit No.	Description
5.1	Opinion of Sidley Austin LLP relating to the Common Stock
5.2	Opinion of Sidley Austin LLP relating to the Units
23.1	Consent of Sidley Austin LLP (included in Exhibit 5.1 hereof)
23.2	Consent of Sidley Austin LLP (included in Exhibit 5.2 hereof)
99.1	Press Release dated December 15, 2010

**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: December 15, 2010

Exhibit Index

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