

WINTRUST FINANCIAL CORP  
Form 8-K  
August 20, 2009

**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): August 14, 2009**

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

On August 14, 2009, the Compensation Committee (the Committee) of the Board of Directors of Wintrust Financial Corporation (Wintrust or the Company) approved adjustments to the base salaries of certain of Wintrust's executive officers consistent with the compensation standards included in the U.S. Department of the Treasury's Capital Purchase Program (CPP). The salary adjustments are not intended to increase total annual compensation for the executive officers, but instead only to adjust the mix between fixed and variable compensation paid to them.

As a result of the changes, annual base salary increased for Edward J. Wehmer, President, Chief Executive Officer and Director, by \$300,000 to \$1,100,000, for David A. Dykstra, Senior Executive Vice President and Chief Operating Officer, by \$225,000 to \$825,000, for John S. Fleshood, Executive Vice President/Risk Management, by \$30,000 to \$308,000, for Richard B. Murphy, Executive Vice President and Chief Credit Officer, by \$70,000 to \$450,000, and for David L. Stoehr, Executive Vice President and Chief Financial Officer, by \$75,000 to \$355,000.

The Committee also determined that, in the case of Messrs. Wehmer and Dykstra, \$100,000 and \$75,000, respectively, of each year's base salary will be paid in Wintrust's common stock granted under Wintrust's 2007 Stock Incentive Plan.

The number of shares of Wintrust common stock granted as of each payroll period end date to Mr. Wehmer and Mr. Dykstra will be determined by dividing the amount of base salary payable in stock by the average of the high and low price of Wintrust's common stock on The Nasdaq Stock Market LLC (NASDAQ) on the grant date or, if NASDAQ is closed on the grant date, by the NASDAQ average of the high and low price on the immediately preceding date on which NASDAQ is open. Messrs. Wehmer and Dykstra may not sell or otherwise transfer the stock they receive in payment of base salary until the later of three years from the date of grant or until Wintrust repays the CPP investment in Wintrust, except upon their death or permanent disability.

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#### FORWARD-LOOKING STATEMENTS

This Current Report on Form 8-K 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, 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 or assets into 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 could change.

The other risk factors set forth in the Company's filings with the Securities and Exchange Commission.

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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.

**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: August 20, 2009