

Item 1.01. Entry into a Material Definitive Agreement.

On March 4, 2010, Wintrust Financial Corporation (the Company) entered into a Purchase Agreement (the Purchase Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBC Capital Markets Corporation, as representatives of the underwriters listed on Schedule A thereto (collectively the Underwriters), providing for the offer and sale in a firm commitment offering of 5,800,000 shares of the Company s common stock, no par value (the Common Stock), at a public offering price of \$33.25 per share (the Offering). Pursuant to the Purchase Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 870,000 shares of Common Stock to cover over-allotments, if any. The Company made certain customary representations, warranties and covenants in the Purchase Agreement concerning the Company and the Registration Statement related to the Offering. The Company also agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended. The foregoing description of the Purchase Agreement is qualified in its entirety by reference to the Purchase Agreement, a copy of which is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

Item 8.01. Other Events.

On March 4, 2010, the Company issued a press release announcing the pricing of the Offering. A copy of the press release relating to the announcement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 1.1 | Purchase Agreement, dated March 4, 2010, among Wintrust Financial Corporation, Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBC Capital Markets Corporation, as representatives of the several Underwriters listed on Schedule A thereto |
| 5.1 | Opinion of Sidley Austin LLP |
| 99.1 | Press Release dated March 4, 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: March 9, 2010

Exhibit Index

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