

WINTRUST FINANCIAL CORP

Form 8-K

June 05, 2006

**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): May 30, 2006**

**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 7.01. Regulation FD Disclosure.**

On June 5, 2006, at approximately 4:00 p.m. Eastern time, Wintrust Financial Corporation (the Company) will participate in the Sidoti & Company, LLC Third Annual Boston Emerging Growth Institutional Investors Forum (the Forum) held in Boston, Massachusetts. Attached as Exhibit 99.1 to this Current Report on Form 8-K is a copy of the Company's slide presentation used at the Forum. The information contained in this Item 7.01 of this Form 8-K and the Exhibit attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference.

**Item 8.01. Other Events.**

On May 30, 2006, the Company, in connection with the closing of the Company's acquisition of Hinsbrook Bancshares, Inc. (Hinsbrook), consummated the partial and final settlement of the forward sale agreement (the Forward Sale Agreement) the Company entered into on December 14, 2004 with Royal Bank of Canada, an affiliate of RBC Capital Markets Corporation, as amended and restated by the Amended and Restated Confirmation (the Amended Confirmation) with RBC Capital Markets Corporation as agent for Royal Bank of Canada dated December 14, 2005, relating to the forward sale by the Company of 1.2 million shares of the Company's common stock. Pursuant to and in partial and final settlement of the Forward Sale Agreement, the Company issued 200,000 shares of its common stock, and received \$11.6 million from Royal Bank of Canada.

Copies of the Underwriting Agreement dated December 14, 2004, among the Company, Royal Bank of Canada and RBC Capital Markets Corporation, as representative of the several underwriters, and the Forward Sale Agreement, dated December 14, 2004, between the Company and Royal Bank of Canada, were filed as Exhibits 1.1 and 1.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission (the SEC) on December 15, 2004. The Underwriting Agreement and the Forward Sale Agreement are more fully described in the Company's Registration Statement on Form S-3 (File No. 333-119345) filed on September 28, 2004 and amended or supplemented on October 6, 2004 and December 14, 2004. A copy of the Amended Confirmation was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on December 16, 2005.

On May 31, 2006, in connection with the closing of the Company's acquisition of Hinsbrook, the Company drew \$25 million pursuant to the \$25 million Subordinated Note between the Company and LaSalle Bank National Association, dated October 25, 2005 (the Subordinated Note). A copy of the Subordinated Note was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on October 18, 2005.

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

(c) Exhibits.

Exhibit No.	Description
99.1	Sidoti & Company Third Annual Boston Emerging Growth Institutional Investors Forum Presentation

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The slide presentation contains forward-looking statements within the meaning of federal securities laws. The Company intends such forward-looking statements to be covered by the safe harbor provision 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. Actual results could differ materially from those addressed in the forward-looking statements due to factors such as changes in economic conditions, competition, or other factors that may influence the anticipated growth rate of loans and deposits, the quality of the loan portfolio and loan and deposit pricing, unanticipated changes in interest rates that negatively impact net interest income, lower than anticipated residential mortgage loan originations, future events that may cause unforeseen loan or lease losses, slower than anticipated development and growth of Tricom and the trust and investment business, unanticipated changes in the temporary staffing industry, the ability to adapt successfully to technological changes to compete effectively in the marketplace, competition and the related pricing of brokerage and asset management products, unforeseen difficulties in integrating the acquisitions of Hinsbrook Bancshares, Inc., Advantage National Bancorp, Inc., Village Bancorp, Inc., WestAmerica Mortgage Company, Guardian Real Estate Services, Inc., Northview Financial Corporation, Town Bankshares, Ltd., Antioch Holding Company and First Northwest Bancorp, Inc. with the Company, the ability to pursue additional acquisition and expansion strategies, the ability to attract and retain experienced senior management and other factors discussed in filings with the Securities and Exchange Commission by the Company. 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 the Company. 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 does not undertake any obligation to update or revise any forward-looking statements.

**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 L. Stoehr  
David L. Stoehr  
Executive Vice President and  
Chief Financial Officer

Date: June 5, 2006