

WINTRUST FINANCIAL CORP  
Form S-8  
July 29, 2011

As filed with the Securities and Exchange Commission on July 29, 2011

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933**

**WINTRUST FINANCIAL CORPORATION**  
(Exact Name of Registrant as Specified in Its Charter)

**Illinois**  
(State or other jurisdiction  
of incorporation or organization)

**36-3873352**  
(I.R.S. Employer  
Identification No.)

**727 North Bank Lane  
Lake Forest, Illinois**  
(Address of Principal Executive Offices)

**60045**  
(Zip Code)

**Wintrust Financial Corporation 2007 Stock Incentive Plan**  
(Full title of the plan)

**David A. Dykstra**  
**Senior Executive Vice President and Chief Operating Officer,  
Secretary and Treasurer**  
**727 North Bank Lane  
Lake Forest, Illinois 60045  
(847) 615-4096**

(Name, address and telephone number, including area code, of agent for service)

**Copies to:**

**Lisa J. Reategui  
Sidley Austin LLP  
One South Dearborn Street  
Chicago, Illinois 60603  
(312) 853-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller  
reporting company)

Smaller reporting  
company

**Calculation of Registration Fee**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee (2)</b>
Common Stock, no par value per share	2,860,000 shares	\$ 34.51	\$98,698,600	\$ 11,459

- (1) Reflects shares of common stock (the Shares ), no par value per share, of Wintrust Financial Corporation, an Illinois corporation (the Registrant ), being registered hereunder that may be issued pursuant to Wintrust Financial Corporation 2007 Stock Incentive Plan (the Plan ). In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers any additional securities that may be offered or issued pursuant to the provisions of the Plan relating to adjustments for changes resulting from stock dividends, stock splits, recapitalization, reorganization, merger, consolidation or similar changes.
- (2) Estimated solely for the purposes of calculating the registration fee and, pursuant to Rules 457(c) and 457(h) under the Securities Act, based upon the average of the high and low sales price of the Shares as reported on the NASDAQ Global Select Market on July 25, 2011.

**REGISTRATION OF ADDITIONAL SECURITIES  
INCORPORATION OF EARLIER REGISTRATION STATEMENTS BY REFERENCE**

A Registration Statement on Form S-8 (SEC File No. 333-140141) was filed with the Securities and Exchange Commission (the Commission) on January 23, 2007 covering the registration of 500,000 Shares to be offered pursuant to the Plan. Pursuant to General Instruction E to Form S-8, this Registration Statement is being filed to register an additional 2,860,000 Shares under the Plan and hereby incorporates by reference the contents of the prior Registration Statement except for Items 3 and 8, which are being updated by this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE**

The following documents, which have been filed with the Commission by the Registrant, are incorporated herein by reference:

- (1) the Registrant's annual report on Form 10-K for the fiscal year ended December 31, 2010, filed with the Commission on March 1, 2011;
- (2) the Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 2011, filed with the Commission on May 9, 2011;
- (3) the Registrant's current reports on Forms 8-K and 8-K/A, filed with the Commission on February 2, 2011, February 14, 2011, April 15, 2011, May 31, 2011, July 29, 2011 (with respect to advisory votes regarding executive compensation) and July 29, 2011 (with respect to modifications of the Registrant's articles of incorporation);
- (4) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), since December 31, 2010; and
- (5) The description of the Registrant's common stock, no par value per share, contained in the Registrant's Registration Statement on Form 8-A filed on January 3, 1997 under the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold are deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as Incorporated Documents).

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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**ITEM 8. EXHIBITS.**

Exhibit No.	Description
4.1	Amended and Restated Articles of Incorporation of Wintrust Financial Corporation, as amended (incorporated by reference to Exhibit 3.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006).
4.2	Amended and Restated By-laws of Wintrust Financial Corporation, as amended (incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K filed with the Commission on April 15, 2011).
4.3	Wintrust Financial Corporation 2007 Stock Incentive Plan, as amended (incorporated by reference to Annex A of the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 28, 2011).
5.1	Opinion of Sidley Austin LLP relating to the validity of the securities being registered.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Sidley Austin LLP (included in Exhibit 5.1).

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Lake Forest, state of Illinois, on July 29, 2011.

**WINTRUST FINANCIAL CORPORATION**

By: /s/ David A. Dykstra  
 Name: David A. Dykstra  
 Title: Senior Executive Vice President and  
 Chief Operating Officer, Secretary and Treasurer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ Peter D. Crist	Chairman of the Board of Directors	July 29, 2011
Peter D. Crist		
/s/ Edward J. Wehmer	President, Chief Executive Officer and Director (Principal Executive Officer)	July 29, 2011
Edward J. Wehmer		
/s/ David L. Stoehr	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	July 29, 2011
David L. Stoehr		
/s/ Bruce K. Crowther	Director	July 29, 2011
Bruce K. Crowther		
/s/ Joseph F. Damico	Director	July 29, 2011
Joseph F. Damico		
/s/ Bert A. Getz, Jr.	Director	July 29, 2011
Bert A. Getz, Jr.		
/s/ H. Patrick Hackett, Jr.	Director	July 29, 2011
H. Patrick Hackett, Jr.		
/s/ Scott K. Heitmann	Director	July 29, 2011
Scott K. Heitmann		

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/s/ Charles H. James III                      Director    July 29, 2011

Charles H. James III

/s/ Albin F. Moschner                      Director    July 29, 2011

Albin F. Moschner

/s/ Thomas J. Neis                      Director    July 29, 2011

Thomas J. Neis

/s/ Christopher J. Perry                      Director    July 29, 2011

Christopher J. Perry

/s/ Hollis W. Rademacher                      Director    July 29, 2011

Hollis W. Rademacher

/s/ Ingrid S. Stafford                      Director    July 29, 2011

Ingrid S. Stafford

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