

WINTRUST FINANCIAL CORP  
Form 8-K  
May 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): May 19, 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 8.01. Other Events.**

In connection with a review of its executive compensation practices, the Compensation Committee of the Board of Directors of Wintrust Financial Corporation (the Company) adopted a policy that the Company will not enter into any new or materially amended agreements with named executive officers that include any excise tax gross-up provisions with respect to payments contingent upon a change in control. In addition, the Committee affirmed that (i) the 2008 grant to the CEO under the Company's Cash Incentive Retirement Plan was a one-time, transitional award designed to compensate the CEO during the Company's restructuring of its compensation policies to focus on pay-for-performance and (ii) under the Company's compensation program going forward, it is not the Company's policy or practice to grant long term compensation awards which are guaranteed or are not linked to performance other than where extenuating circumstances exist.

**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: May 20, 2009