

WINTRUST FINANCIAL CORP
Form 8-K
February 22, 2019

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): February 15, 2019
WINTRUST FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Illinois | 001-35077 | 36-3873352 |
| (State or other jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |
| 9700 West Higgins Road | | 60018 |
| Rosemont, Illinois | | (Zip Code) |
| (Address of principal executive offices) | | |
| Registrant's telephone number, including area code (847) 939-9000 | | |
| N/A | | |
| (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))
-

Item 1.01. Entry into a Material Definitive Agreement.

On February 15, 2019, an indirect subsidiary of Wintrust Financial Corporation (“Wintrust”), First Insurance Funding of Canada Inc. (“First Canada) entered into the Fifth Amending Agreement, dated as of February 15, 2019 (the “Amendment”) to the Receivables Purchase Agreement dated as of December 16, 2014 (as amended, the “Receivables Purchase Agreement”) by and between First Canada and CIBC Mellon Trust Company, in its capacity as trustee of Plaza Trust (“Plaza Trust”), by its financial services agent, Royal Bank of Canada.

Pursuant to the Amendment, the commitment maturity date of the Receivables Purchase Agreement has been extended to December 15, 2020 and the facility limited has been increased from \$190 million to \$210 million. In addition, the Amendment includes technical and ministerial changes.

Additionally, pursuant to a Performance Guarantee dated as of December 16, 2014, and confirmed as of February 15, 2019, made by Wintrust in favor of Plaza Trust, Wintrust guarantees the performance of First Canada of its obligations under the Receivables Purchase Agreement (“Performance Guarantee”) and any subsequent amendments thereto.

The foregoing descriptions of the Amendment and Performance Guarantee are qualified in their entirety by the full text of such agreements, which are attached hereto as Exhibits 10.1 and 10.2, respectively, and are incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information provided in Item 1.01 is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

10.1 Fifth Amending Agreement, dated as of February 15, 2019 by and between First Insurance Funding of Canada Inc. and CIBC Mellon Trust, in its capacity as trustee of Plaza Trust, by its Financial Service Agent, Royal Bank of Canada.

10.2 Performance Guarantee Confirmation made as of February 15, 2019 by Wintrust Financial Corporation in favor of CIBC Mellon Trust Company, Plaza Trust.

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| <u>10.1</u> | <u>Fifth Amending Agreement, dated as of February 15, 2019 by and between First Insurance Funding of Canada Inc. and CIBC Mellon Trust, in its capacity as trustee of Plaza Trust, by its Financial Service Agent, Royal Bank of Canada.</u> |
| <u>10.2</u> | <u>Performance Guarantee Confirmation made as of February 15, 2019 by Wintrust Financial Corporation in favor of CIBC Mellon Trust Company, Plaza Trust.</u> |

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/ Kathleen M. Boege

Kathleen M. Boege

Executive Vice President, General Counsel and Corporate Secretary

Date: February 22, 2019