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WINTRUST FINANCIAL CORP
Form 8-K
May 26, 2005

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 26, 2005

WINTRUST FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

ILLINOIS
(State or other jurisdiction of
Incorporation)

0-21923
(Commission File Number)

36-387
(I.R.S. Employer I

727 NORTH BANK LANE
LAKE FOREST, ILLINOIS
(Address of principal executive
offices)

60
(Zip

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))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On May 26, 2005, the Board of Directors of Wintrust Financial Corporation (the "Company") approved an amendment (the "Amendment") to the Rights Agreement, dated as of July 28, 1998 (the "Rights Agreement"), between the Company and Illinois Stock Transfer Company, as rights agent, relating to the common stock of the Company (the "Common Stock"), and pursuant to which certain rights (the "Rights") were awarded to the holders of Common Stock, to

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change the Final Expiration Date (as defined in the Rights Agreement) from July 31, 2008 to June 30, 2005. As a result of this amendment, the preferred share purchase rights granted under the Rights Agreement will expire on June 30, 2005, and the Rights Agreement will terminate. A copy of the Amendment to Rights Agreement is attached as Exhibit 4.1 hereto and incorporated herein by reference.

ITEM 3.03. MATERIAL MODIFICATIONS TO RIGHTS OF SECURITY HOLDERS.

The information included in Item 1.01 above is incorporated into this Item 3.03 in its entirety.

ITEM 8.01. OTHER EVENTS.

On May 26, 2005, Wintrust Financial Corporation issued a press release announcing that its Board of Directors has approved an amendment to the Company's existing shareholder rights plan. As a result of this amendment, the preferred share purchase rights granted under the Rights Agreement will expire on June 30, 2005, and the Rights Agreement will terminate. The press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

ITEM 9.01. EXHIBITS.

(c) Exhibits.

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|---|
| 4.1 | Amendment, dated as of May 26, 2005, to Rights Agreement, dated as of July 28, 1998, between Wintrust Financial Corporation and Illinois Stock Transfer Company, as rights agent. |
| 99.1 | Press Release dated May 26, 2005. |

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 26, 2005

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Exhibit

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