

WINTRUST FINANCIAL CORP

Form 8-K

May 28, 2013

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 23, 2013

WINTRUST FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Illinois

(State or other jurisdiction
of Incorporation)

001-35077

(Commission
File Number)

36-3873352

(I.R.S. Employer
Identification No.)

9700 West Higgins Road

Rosemont, Illinois

(Address of principal executive offices)

Registrant's telephone number, including area code (847) 939-9000

727 N. Bank Lane

Lake Forest, Illinois 60045

(Former name or former address, if changed since last year)

60018

(Zip Code)

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 5.07. Submission of Matters to a Vote of Security Holders.

Wintrust Financial Corporation (the "Company") held its 2013 Annual Meeting of Shareholders on May 23, 2013. At the meeting, the Company's shareholders (i) elected all thirteen of the Company's director nominees, (ii) approved an advisory (non-binding) proposal approving the Company's 2012 executive compensation as described in the Company's proxy statement, and (iii) ratified the appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the year 2013. The results of the vote at the meeting were as follows:

Proposal No. 1 — Election of Directors

Name	Votes For	Abstentions	Broker Non-Votes
Peter D. Crist	31,334,502	199,821	2,097,644
Bruce K. Crowther	31,390,725	143,598	2,097,644
Joseph F. Damico	31,461,119	73,204	2,097,644
Bert A. Getz, Jr.	31,384,491	149,832	2,097,644
H. Patrick Hackett, Jr.	31,501,839	32,484	2,097,644
Scott K. Heitmann	31,517,889	16,434	2,097,644
Charles H. James III	31,472,216	62,107	2,097,644
Albin F. Moschner	31,393,588	140,735	2,097,644
Thomas J. Neis	31,393,164	141,159	2,097,644
Christopher J. Perry	31,391,520	142,803	2,097,644
Ingrid S. Stafford	31,396,352	137,971	2,097,644
Sheila G. Talton	31,462,492	71,831	2,097,644
Edward J. Wehmer	31,379,484	154,839	2,097,644

Proposal No. 2 — Advisory Vote on 2012 Executive Compensation

Votes For	Votes Against	Abstentions	Broker Non-Votes
31,204,248	243,356	86,725	2,097,638

Proposal No. 3 — Ratification of Independent Registered Public Accounting Firm

Votes For	Votes Against	Abstentions	Broker Non-Votes
33,421,898	197,695	12,373	1

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/ Lisa J. Pattis
Lisa J. Pattis
Executive Vice President and General
Counsel

Date: May 28, 2013