

WINTRUST FINANCIAL CORP
Form 8-K
June 01, 2015

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 28, 2015

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) | | 60018 (Zip Code) |

Registrant's telephone number, including area code (847) 939-9000
9700 W. Higgins Road
Rosemont, Illinois 60018
(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e)

Wintrust Financial Corporation 2015 Stock Incentive Plan

At the 2015 Annual Meeting of Shareholders (the “Annual Meeting”) of Wintrust Financial Corporation (the “Company”) held on May 28, 2015, the Company's shareholders approved the Wintrust Financial Corporation 2015 Stock Incentive Plan (the “2015 Plan”), which had been previously approved by the Company's Board of Directors (the “Board of Directors”) subject to shareholder approval. The following paragraphs provide a summary of certain terms of the 2015 Plan.

The 2015 Plan is intended to provide the Company with the ability to provide market-responsive, stock-based incentives and other rewards for officers, employees, directors and consultants of the Company and its subsidiaries that (i) provide such award recipients with a stake in the growth of the Company and (ii) encourage them to continue in the service of the Company and its subsidiaries. The Compensation Committee of the Board of Directors will administer the 2015 Plan and will designate the eligible award recipients under the 2015 Plan.

Under the 2015 Plan, the Company may grant: (i) nonqualified stock options; (ii) “incentive stock options” (within the meaning of Section 422 of the Internal Revenue Code); (iii) stock appreciation rights (“SARs”); (iv) restricted shares; (v) restricted share units; (vi) performance awards; (vii) stock awards; and (viii) other incentive awards. Subject to the terms and conditions of the 2015 Plan, the number of shares authorized for grants under the 2015 Plan is 5,485,000. Stock options and SARs reduce the number of available shares under the 2015 Plan by an amount equal to the number of shares of Company common stock subject to such stock options and SARs. Stock awards, restricted share or unit awards, performance awards and other incentive awards settled in shares of Company common stock reduce the number of available shares under the 2015 Plan by an amount equal to three times the number of shares subject to such awards.

The foregoing description of the 2015 Plan is qualified in its entirety by the text of the 2015 Plan, which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

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

In addition, at the Annual Meeting, the Company's shareholders (i) elected all fourteen of the Company's director nominees, (ii) approved an advisory (non-binding) proposal approving the Company's 2014 executive compensation as described in the Company's proxy statement, (iii) adopted the Company's 2015 Stock Incentive Plan, and (iv) ratified the appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the year 2015. The results of the vote at the meeting were as follows:

Proposal No. 1 — Election of Directors

| Name | Votes For | Against | Abstentions | Broker Non-Votes |
|-------------------------|------------|---------|-------------|------------------|
| Peter D. Crist | 40,904,565 | 98,356 | 502,232 | 2,184,204 |
| Bruce K. Crowther | 40,954,825 | 47,768 | 502,560 | 2,184,204 |
| Joseph F. Damico | 41,360,271 | 91,796 | 53,086 | 2,184,204 |
| Zed S. Francis, III | 41,416,889 | 37,375 | 50,890 | 2,184,203 |
| Marla F. Glabe | 41,342,102 | 96,554 | 66,498 | 2,184,203 |
| H. Patrick Hackett, Jr. | 41,420,020 | 34,244 | 50,890 | 2,184,203 |
| Scott K. Heitmann | 41,362,511 | 44,730 | 97,912 | 2,184,204 |
| Charles H. James III | 41,313,550 | 92,576 | 99,028 | 2,184,203 |
| Albin F. Moschner | 40,905,321 | 48,233 | 551,600 | 2,184,203 |
| Christopher J. Perry | 41,420,170 | 33,681 | 51,303 | 2,184,203 |
| Ingrid S. Stafford | 40,909,914 | 44,130 | 551,109 | 2,184,204 |
| Gary D. "Joe" Sweeney | 41,342,732 | 85,942 | 76,480 | 2,184,203 |
| Sheila G. Talton | 41,364,209 | 90,440 | 50,505 | 2,184,203 |
| Edward J. Wehmer | 41,319,328 | 47,301 | 138,525 | 2,184,203 |

Proposal No. 2 — Advisory Vote on 2014 Executive Compensation

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 39,817,968 | 1,600,719 | 86,468 | 2,184,202 |

Proposal No. 3 — Adoption of Company's 2015 Stock Incentive Plan

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 35,087,135 | 6,284,217 | 133,803 | 2,184,202 |

Proposal No. 4 — Ratification of Independent Registered Public Accounting Firm

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 42,531,855 | 1,115,208 | 42,293 | — |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 10.1 | Wintrust Financial Corporation 2015 Stock Incentive Plan |

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, General
Counsel and Corporate Secretary

Date: June 1, 2015