



**Item 3.03. Material Modification to Rights of Security Holders.**

On July 28, 2011, Wintrust Financial Corporation (the Company) filed with the Secretary of State of the State of Illinois two modifications (the Modifications) to the Company's Amended and Restated Articles of Incorporation, as amended (the Articles of Incorporation). The Modifications were filed solely to formally reflect the fact that no shares of the Company's Junior Serial Preferred Stock A (the 1998 Series A Preferred Stock), which was created in 1998, and the Company's Fixed Rate Cumulative Perpetual Preferred Stock, Series B (the Series B Preferred Stock), which was created in 2010, remain issued or outstanding.

As a result of the Modifications, the shares formerly designated as the 1998 Series A Preferred Stock and the Series B Preferred Stock were returned to the status of authorized and unissued shares of the Company's preferred stock.

The only issued and outstanding series of preferred stock of the Company is the Company's 8.00% Non-Cumulative Perpetual Convertible Preferred Stock, Series A, 50,000 shares of which were issued and sold in August 2008.

Copies of the Modifications are attached hereto as Exhibits 3.1 and 3.2 and are incorporated herein by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change of Fiscal Year.**

The information under Item 3.03 is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit

- 3.1 Statement of Resolution of the Board of Directors of Wintrust Financial Corporation Regarding the 1998 Series A Preferred Stock.
- 3.2 Statement of Resolution of the Board of Directors of Wintrust Financial Corporation Regarding the Series B Preferred Stock.

**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: July 29, 2011

**INDEX TO EXHIBITS**

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