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WINTRUST FINANCIAL CORP

Form 8-K

December 14, 2004

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): DECEMBER 14, 2004

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

ILLINOIS (State or other jurisdiction of Incorporation)	0-21923 (Commission File Number)	36-3873352 (I.R.S. Employer Identification No.)
727 NORTH BANK LANE LAKE FOREST, ILLINOIS (Address of principal executive offices)		60045 (Zip Code)

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))

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ITEM 8.01. OTHER EVENTS.

On December 14, 2004, Wintrust Financial Corporation announced the pricing of a public offering of 1,200,000 shares of its common stock at \$59.50 per share. All of the shares to be sold in the offering are being offered by an affiliate of RBC Capital Markets Corporation in connection with a forward sale agreement. RBC Capital Markets Corporation also has granted an option to the underwriters of the offering to purchase up to an additional 180,000 shares to cover over-allotments, if any. A copy of the press release relating to the announcement is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01(c). EXHIBITS.

Exhibit 99.1 Press Release dated December 14, 2004

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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 L. Stoehr

David L. Stoehr
Executive Vice President and
Chief Financial Officer

Date: December 14, 2004

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INDEX TO EXHIBITS

Exhibit

99.1 Press Release dated December 14, 2004.

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