

WINTRUST FINANCIAL CORP

Form 8-K

May 25, 2018

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 24, 2018

WINTRUST FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

|   |                             |   |
|---|-----------------------------|---|
| Illinois  | 001-35077                   | 36-3873352                              |
| (State or other jurisdiction<br>of Incorporation) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |

|  |            |
|--|------------|
| 9700 West Higgins Road                   | 60018      |
| Rosemont, Illinois                       | (Zip Code) |
| (Address of principal executive offices) |            |

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

N/A

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

Wintrust Financial Corporation (the "Company") held its 2018 Annual Meeting of the Shareholders (the "Annual Meeting") on May 24, 2018. At the Annual Meeting, the Company's shareholders (i) elected all twelve of the Company's director nominees, (ii) approved the amended and restated employee stock purchase plan to increase the number of shares that may be offered by 200,000 shares of common stock, (iii) approved an advisory (non-binding) proposal approving the Company's 2017 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 fiscal year 2018. The results of the vote at the Annual Meeting were as follows:

## Proposal No. 1 — Election of Directors

|                         | Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|-------------------------|------------|---------------|-------------|------------------|
| Peter D. Crist          | 48,393,159 | 1,283,916     | 35,351      | 2,656,535        |
| Bruce K. Crowther       | 48,612,991 | 1,062,041     | 37,394      | 2,656,535        |
| William J. Doyle        | 49,364,883 | 310,066       | 37,477      | 2,656,535        |
| Zed S. Francis III      | 49,458,402 | 217,642       | 36,382      | 2,656,535        |
| Marla F. Glabe          | 49,287,781 | 387,840       | 36,805      | 2,656,535        |
| H. Patrick Hackett, Jr. | 49,223,274 | 452,521       | 36,631      | 2,656,535        |
| Scott K. Heitmann       | 49,216,072 | 459,980       | 36,374      | 2,656,535        |
| Christopher J. Perry    | 49,595,801 | 80,460        | 36,165      | 2,656,535        |
| Ingrid S. Stafford      | 48,699,536 | 976,969       | 35,921      | 2,656,535        |
| Gary D. "Joe" Sweeney   | 49,319,077 | 354,671       | 38,678      | 2,656,535        |
| Sheila G. Talton        | 49,165,267 | 510,795       | 36,364      | 2,656,535        |
| Edward J. Wehmer        | 49,595,343 | 82,891        | 34,192      | 2,656,535        |

## Proposal No. 2 — Amended and Restated Employee Stock Purchase Plan

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 49,392,169 | 238,990       | 81,267      | 2,656,535        |

## Proposal No. 3 — Advisory Vote on 2017 Executive Compensation

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 49,222,893 | 361,425       | 128,108     | 2,656,535        |

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

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 50,881,365 | 1,445,044     | 42,552      | —                |

Item 9.01 Financial Statements and Exhibits

| (d) | Exhibits  |
|-----|---|
|     | Exhibit No. Description   |
|     | <u>10.1</u> <u>Amended and Restated Wintrust Financial Corporation Employee Stock Purchase Plan</u> |

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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/Kathleen M. Boege  
Kathleen M. Boege  
Executive Vice President, General Counsel and Corporate Secretary

Date: May 25, 2018