

WINTRUST FINANCIAL CORP

Form 8-K

August 05, 2005

**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): August 2, 2005**

**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))
-

**Item 1.01. Entry Into a Material Definitive Agreement.**

On August 2, 2005, Wintrust Financial Corporation (the Company ) entered into an agreement, which is effective as of June 7, 2005, with LaSalle Bank National Association ( LaSalle ) to amend the terms of each of the Company s two outstanding \$25 million subordinated notes to lower the interest rate payable on the outstanding principal amount of the notes. The subordinated notes were issued in October 2002 and April 2003, and may be redeemed by the Company at any time prior to maturity. Each subordinated note requires annual principal payments of \$5.0 million beginning in the sixth year of the note with final maturity dates of 2012 and 2013. Pursuant to the amendment to the notes, the interest rate on both of the notes is calculated at a floating rate equal to LIBOR plus 1.60%. Prior to the amendment, the interest rate on both of the notes was calculated at a floating rate equal to LIBOR plus 2.60%.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information provided in Item 1.01 is hereby incorporated by reference herein.

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

(c) *Exhibits.*

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | Amendment and Allonge made as of June 7, 2005 to that certain \$25 million Subordinated Note dated October 29, 2002 executed by Wintrust Financial Corporation in favor of LaSalle Bank National Association. |
| 10.2        | Amendment and Allonge made as of June 7, 2005 to that certain \$25 million Subordinated Note dated April 30, 2003 executed by Wintrust Financial Corporation in favor of LaSalle Bank National Association.   |

---

**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: August 3, 2005

---

**EXHIBIT INDEX**

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | Amendment and Allonge made as of June 7, 2005 to that certain \$25 million Subordinated Note dated October 29, 2002 executed by Wintrust Financial Corporation in favor of LaSalle Bank National Association. |
| 10.2        | Amendment and Allonge made as of June 7, 2005 to that certain \$25 million Subordinated Note dated April 30, 2003 executed by Wintrust Financial Corporation in favor of LaSalle Bank National Association.   |