

WINTRUST FINANCIAL CORP
Form 8-K
May 23, 2014

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 22, 2014

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) 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) | 60,018 (Zip Code) |
|--|----------------------|

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 2014 Annual Meeting of Shareholders on May 22, 2014. At the meeting, the Company's shareholders (i) elected all thirteen of the Company's director nominees, (ii) approved an advisory (non-binding) proposal approving the Company's 2013 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 year 2014. The results of the vote at the meeting were as follows:

Proposal No. 1 — Election of Directors

| Name | Votes For | Abstentions | Broker Non-Votes |
|-------------------------|------------|-------------|------------------|
| Peter D. Crist | 41,626,293 | 390,839 | 1,095,157 |
| Bruce K. Crowther | 41,456,484 | 560,648 | 1,095,157 |
| Joseph F. Damico | 41,634,164 | 382,968 | 1,095,157 |
| Bert A Getz, Jr. | 41,460,576 | 556,556 | 1,095,157 |
| H. Patrick Hackett, Jr. | 41,915,479 | 101,653 | 1,095,157 |
| Scott K. Heitmann | 41,928,681 | 88,451 | 1,095,157 |
| Charles H. James III | 41,833,637 | 183,495 | 1,095,157 |
| Albin F. Moschner | 41,450,967 | 566,165 | 1,095,157 |
| Thomas J. Neis | 41,458,191 | 558,941 | 1,095,157 |
| Christopher J. Perry | 41,928,162 | 88,970 | 1,095,157 |
| Ingrid S. Stafford | 41,469,043 | 548,089 | 1,095,157 |
| Sheila G. Talton | 41,830,645 | 189,487 | 1,095,157 |
| Edward J. Wehmer | 41,646,794 | 370,338 | 1,095,157 |

Proposal No. 2 — Advisory Vote on 2013 Executive Compensation

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 41,259,925 | 694,448 | 62,754 | 1,095,162 |

Proposal No. 3 — Ratification of Independent Registered Public Accounting Firm

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 42,593,080 | 391,366 | 26,834 | 101,009 |

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 and General
Counsel

Date: May 23, 2014