

WINTRUST FINANCIAL CORP  
Form 8-A12B  
February 09, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Wintrust Financial Corporation  
(Exact name of registrant as specified in its charter)**

**Illinois  
(State of incorporation or organization)**

**36-3873352  
(I.R.S. Employer Identification No.)**

**727 North Bank Lane  
Lake Forest, Illinois  
(Address of principal executive offices)**

**60045  
(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Title of each class to be so registered**

**Name of each exchange on which  
each class is to be registered**

Warrants (expiring December 19, 2018)

The NASDAQ Stock Market LLC

**If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.**

**If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.**

**Securities Act registration statement file number to which this form relates: 333-155637**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None.**

**(Title of class)**

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**Item 1. Description of Registrant's Securities to be Registered.**

The title of the securities to be registered hereunder is Warrants (expiring December 19, 2018) (the Securities ). A description of the Securities is set forth under (i) the section captioned Description of Warrant to Purchase Common Shares in the registrant's Prospectus, dated March 9, 2009 (the Base Prospectus ), which relates to the registrant's registration statement on Form S-3 (No. 333-155637), as supplemented by (ii) the section captioned Description of the Warrants in the registrant's Preliminary Prospectus Supplement, dated February 7, 2011, to the Base Prospectus, which are hereby incorporated by reference into this registration statement.

**Item 2. Exhibits.**

4.1 Warrant Agreement, dated February 8, 2011, between the registrant and Wells Fargo Bank, N.A.

4.2 Form of Warrant (included as part of Exhibit 4.1).

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**WINTRUST FINANCIAL CORPORATION**  
*(Registrant)*

Date: February 9, 2011

By: /s/ David A. Dykstra

Name: David A. Dykstra

Title: Senior Executive Vice President and  
Chief Operating Officer

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**Exhibit Index**

<b>Number</b>	<b>Description</b>
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