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WINTRUST FINANCIAL CORP  
Form S-3MEF  
September 15, 2003

As filed with the Securities and Exchange  
Commission on September 15, 2003

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

WINTRUST FINANCIAL CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

ILLINOIS  
(State or Other  
Jurisdiction of  
Incorporation or  
Organization)

727 NORTH BANK LANE  
LAKE FOREST, ILLINOIS 60045-1951  
(847) 615-4096  
(Address, Including Zip Code,  
and Telephone Number, Including Area  
Code, of Registrant's Principal  
Executive Offices)

36-3873352  
(IRS Employer  
Identification  
Number)

DAVID A. DYKSTRA  
SENIOR EXECUTIVE VICE PRESIDENT, CHIEF OPERATING OFFICER  
AND CHIEF FINANCIAL OFFICER  
727 NORTH BANK LANE  
LAKE FOREST, ILLINOIS 60045-1951  
(847) 615-4096  
(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

The Commission is requested to send copies of all  
communications to:

JENNIFER R. EVANS, ESQ.  
JENNIFER DURHAM KING, ESQ.  
VEDDER, PRICE, KAUFMAN & KAMMHOLOZ, P.C.  
222 NORTH LASALLE STREET  
CHICAGO, ILLINOIS 60601-1003  
(312) 609-7500

TIMOTHY J. MELTON, ESQ.  
EDWARD B. WINSLOW, ESQ.  
JONES DAY  
77 WEST WACKER  
CHICAGO, ILLINOIS 60601  
(312) 782-3939

Approximate date of commencement of proposed sale to the public: As  
soon as practicable after the effectiveness of this Registration Statement.

If the only securities being registered on this form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box. [ ]

If any of the securities being registered on this Form are to be  
offered on a delayed or continuous basis pursuant to Rule 415 under the  
Securities Act of 1933, other than securities offered only in connection with  
dividend or interest reinvestment plans, check the following box. [ ]

If this Form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act, check the following box and  
list the Securities Act registration statement number of the earlier effective

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registration statement for the same offering. [X] 333-108452

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

CALCULATION OF REGISTRATION FEE

| TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE | PROPOSED M OFFE |
|--|-------------------------|---|-----------------|
| Common Stock, without par value*                   | 227,108                 | \$35.80                                   | \$8,            |

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (File No. 333-108452) filed by Wintrust Financial Corporation with the Securities and Exchange Commission (the "Commission") on September 3, 2003, as amended, which was declared effective by the Commission on September 15, 2003, including the exhibits thereto, are incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

- 5.1 Opinion of Vedder, Price, Kaufman & Kammholz, P.C. regarding legality.\*
- 23.1 Consent of Ernst & Young LLP.\*
- 23.2 Consent of Vedder, Price, Kaufman & Kammholz, P.C. (included in opinion filed as Exhibit 5.1).
- 24.1 Power of Attorney, incorporated herein by reference to Exhibit 24.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-108452).

\* Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of Illinois, on this 15th day of September, 2003.

WINTRUST FINANCIAL CORPORATION

By: /s/ Edward J. Wehmer

-----  
Edward J. Wehmer  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on the 15th day of September, 2003 in the capacities indicated.

| Signature<br>-----                                   | Title<br>-----  |
|--|---|
| /s/ Edward J. Wehmer<br>-----<br>Edward J. Wehmer    | President, Chief Executive<br>Officer and Director  |
| /s/ David L. Stoehr<br>-----<br>David L. Stoehr      | Executive Vice President and<br>Chief Financial Officer<br>(Principal Accounting Officer) |
| /s/ John S. Lillard*<br>-----<br>John S. Lillard     | Chairman and Director   |
| -----<br>Peter D. Crist                              | Director  |
| /s/ Bruce K. Crowther*<br>-----<br>Bruce K. Crowther | Director  |
| /s/ Bert A. Getz, Jr.*<br>-----<br>Bert A. Getz, Jr. | Director  |
| -----<br>Philip W. Hummer                            | Director  |
| /s/ James B. McCarthy*                               |   |

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|  |                |
|--|----------------|
| -----<br>James B. McCarthy   | Director       |
| /s/ Marguerite Savard McKenna*<br>-----<br>Marguerite Savard McKenna | Director       |
| /s/ Albin F. Moschner*<br>-----<br>Albin F. Moschner                 | Director       |
| Signature<br>-----   | Title<br>----- |
| /s/ Thomas J. Neis*<br>-----<br>Thomas J. Neis                       | Director       |
| -----<br>Hollis W. Rademacher  | Director       |
| -----<br>J. Christopher Reyes  | Director       |
| /s/ John J. Schornack*<br>-----<br>John J. Schornack                 | Director       |
| /s/ Ingrid S. Stafford*<br>-----<br>Ingrid S. Stafford               | Director       |

\*Signed pursuant to power of attorney

By: /s/ David A. Dykstra  
-----  
David A. Dykstra  
Senior Vice President and  
Chief Operating Officer

EXHIBIT LIST

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\* Filed herewith.