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WINTRUST FINANCIAL CORP  
Form 10-Q/A  
June 07, 2002

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2002  
Commission File Number 0-21923

WINTRUST FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

Illinois

36-3873352

-----  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

727 North Bank Lane  
Lake Forest, Illinois 60045

-----  
(Address of principal executive offices)

(847) 615-4096

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(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No \_\_\_

Indicate the number of shares outstanding of each of issuer's class of common stock, as of the last practicable date.

Common Stock - no par value, 15,750,605 shares, as of May 29, 2002.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A is being filed solely to file certain additional exhibits. The remaining portions of the Company's initial Form 10-Q for the quarter ended March 31, 2002 filed with the SEC on May 15, 2002 are incorporated herein by reference.

PART I. -- FINANCIAL INFORMATION

ITEM 1. - ITEM 3. Incorporated herein by reference to the Company's Form 10-Q for the quarter ended March 31, 2002, filed with the SEC on May 15, 2002.

PART II. -- OTHER INFORMATION

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- ITEM 1. - ITEM 5. Incorporated herein by reference to the Company's Form 10-Q for the quarter ended March 31, 2002, filed with the SEC on May 15, 2002.
- ITEM 6. Exhibits and Reports on Form 8-K
- (a) Exhibits
- 3.1 Amended and Restated Articles of Incorporation of Wintrust Financial Corporation (incorporated by reference to Exhibit 3.1 of the Company's Form S-1 Registration Statement (No. 333-18699) filed with the Securities and Exchange Commission on December 24, 1996).
- 3.2 Statement of Resolution Establishing Series of Junior Serial Preferred Stock A of Wintrust Financial Corporation (incorporated by reference to Exhibit 3.2 of the Company's Form 10-K for the year ended December 31, 1998).
- 3.3 Amended By-laws of Wintrust Financial Corporation (incorporated by reference to Exhibit 3(i) of the Company's Form 10-Q for the quarter ended June 30, 1998).
- 4.1 Rights Agreement between Wintrust Financial Corporation and Illinois Stock Transfer Company, as Rights Agent, dated July 28, 1998 (incorporated by reference to Exhibit 4.1 of the Company's Form 8-A Registration Statement (No. 000-21923) filed with the Securities Exchange Commission on August 28, 1998).
- 4.2 Certain instruments defining the rights of holders of long-term debt of the Company and certain of its subsidiaries, none of which authorize a total amount of indebtedness in excess of 10% of the total assets of the Company and its subsidiaries on a consolidated basis, have not been filed as Exhibits. The Company hereby agrees to furnish a copy of any of these agreements to the Commission upon request.
- 10.1 Term Note (\$500,000) and related Stock Pledge Agreement dated January 31, 2002 by and between David A. Dykstra (as borrower) and Wintrust Financial Corporation (as lender).
- 10.2 Second Amendment to Employment Agreement by and between Wintrust Financial Corporation and David A. Dykstra, dated January 31,

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2002.

- (b) Reports on Form 8-K
  - o Form 8-K report as of February 8, 2002 was filed during the quarter and provided the Company's fourth quarter earnings release dated January 17, 2002 and included a copy of the Company's letter to shareholders mailed in February 2002.
  - o Form 8-K report as of February 22, 2002 was filed during the quarter and provided the Company's press release dated February 20, 2002 announcing the consummation of the previously announced acquisition of Wayne Hummer Investments LLC (including its wholly-owned subsidiary, Focused Investments LLC,) and Wayne Hummer Management Company (collectively, the Wayne Hummer Companies).

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SIGNATURES

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, thereunto duly authorized.

WINTRUST CORPORATION  
(Registrant)

Date: June 7, 2002 /s/ Edward J. Wehmer  
-----  
President & Chief Executive Officer

Date: June 7, 2002 /s/ David A. Dykstra  
-----  
Senior Executive Vice President  
Chief Operating Officer & Chief Financial  
Officer (Principal Financial Officer)

Date: June 7, 2002 /s/ David L. Stoehr  
-----  
Senior Vice President - Finance  
(Principal Accounting Officer)

EXHIBIT INDEX

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