

WINTRUST FINANCIAL CORP  
Form FWP  
June 10, 2014

Filed pursuant to Rule 433  
Registration Number 333-196600  
June 10, 2014  
PRICING TERM SHEET  
WINTRUST FINANCIAL CORPORATION

\$140,000,000  
5.000% Subordinated Notes Due 2024

The following information supplements the Preliminary Prospectus Supplement, dated June 9, 2014, to the Prospectus dated June 9, 2014, filed pursuant to Rule 424(b)(2) (the "Preliminary Prospectus"). Terms are used in this term sheet with the meanings assigned to them in the Preliminary Prospectus.

Issuer:	Wintrust Financial Corporation
Security:	\$140 million aggregate principal amount of 5.000% subordinated notes due 2024 (the "Notes")
Trade Date:	June 10, 2014
Settlement Date:	June 13, 2014 (T+3)
Maturity Date:	June 13, 2024
Interest Rate:	5.000% per annum
Interest Payment Dates:	13 <sup>th</sup> day of June and December of each year, commencing on December 13 <sup>th</sup> , 2014
Price to Public (Issue Price):	100.00%
Benchmark Treasury:	2.500% due May 15, 2024
Benchmark Yield:	2.644%
Spread to Benchmark Treasury:	T+235.6 basis points
Yield to Maturity:	5.000%
Expected Ratings*:	BBB- (Fitch)
Denomination:	\$2,000 and integral multiples of \$1,000 in excess thereof
Net Proceeds (before expenses) to Issuer:	\$139,090,000
Sole Book-Running Manager:	RBC Capital Markets, LLC

Edgar Filing: WINTRUST FINANCIAL CORP - Form FWP

CUSIP/ISIN:

97650WAF5/US97650WAF59

\* A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The Issuer has filed a registration statement (including a prospectus and prospectus supplement) with the Securities and Exchange Commission for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the Securities and Exchange Commission for more complete information about the Issuer and this offering. You may obtain these documents for free by visiting EDGAR on the web site of the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer or the Sole Book-Running Manager will arrange to send you the prospectus and prospectus supplement if you request them by calling RBC Capital Markets, LLC toll free at 1-866-375-6829.