

ASTROTECH Corp
Form DEF 14A
November 06, 2018

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

SCHEDULE 14A

(Rule 14a-101)
Schedule 14A Information
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to §240.14a-12

Astrotech Corporation
(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required
Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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1. Amount Previously Paid:
2. Form, Schedule or Registration Statement No.:
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1

2018 Proxy Statement

Notice of Annual Meeting of Shareholders

Friday, December 7, 2018

9:00 a.m. (Central Standard Time)

Corporate Office

201 W. 5th Street, Suite 1275

Austin, Texas 78701

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Thomas B. Pickens III

Director Since: 2004
 Age: 61
 Board Committees:
 Chairman of the Board

Mark Adams	Daniel T. Russler, Jr.	Ronald (Ron) W. Cantwell	Tom Wilkinson
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Director since: 2007
 Age: 57

Director Since: 2011
 Age: 55

Director Since: 2015
 Age: 75

Director Since: 2018
 Age: 49

Board Committees:
 Corporate Governance
 and Nominating

Board Committees: Audit,
 Compensation, and Corporate
 Governance and Nominating
 (Chair)

Board Committees:
 Audit (Chair),
 and Compensation

Board Committees: Audit,
 Compensation (Chair), and
 Corporate Governance and
 Nominating

Eric N. Stober	Rajesh Mellacheruvu
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With Company Since: 2008
 Age: 41
 Chief Financial Officer,
 Treasurer and Secretary

With Company Since: 2015
 Age: 48
 Chief Operating Officer
 and Vice President

PROXY STATEMENT

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

November 6, 2018

To the Shareholders of Astrotech Corporation:

You are cordially invited to attend the 2018 Annual Meeting of Shareholders (the “Annual Meeting”) for Astrotech Corporation (the “Company” or “Astrotech”) to be held at 201 W Street, Suite 1275, Austin, Texas 78701 on December 7, 2018, at 9:00 a.m. (Central time). Information about the Annual Meeting, the nominees for directors, and the proposals to be considered are presented in this Notice of Annual Meeting and the Proxy Statement on the following pages. At the meeting you will be asked:

- i. to elect five directors to the Company’s Board of Directors;
- ii. to ratify the appointment of BDO USA, LLP as our Independent Registered Public Accounting Firm for the 2019 fiscal year;
- iii. to approve an amendment to the Astrotech Corporation 2011 Stock Incentive Plan (the “Plan”) to authorize 537,197 additional shares and to extend the term of the Plan by five years (to March 4, 2026);
- iv. to approve the conversion of Series B Preferred Stock into shares of common stock, which conversion would result in a “change of control” of the Company under Nasdaq Listing Rule 5635(b) (the “NASDAQ Proposal”);
- v. to vote on an advisory, non-binding resolution regarding executive compensation (Say-on-Pay); and
- vi. to transact such other business as may properly come before the meeting and any related adjournments or postponements.

The Board of Directors has approved these proposals and the Company urges you to vote in favor of these proposals and such other matters as may be submitted to you for a vote at the Annual Meeting. The Board of Directors has fixed the close of business on October 18, 2018 as the record date for determining shareholders entitled to notice of, and to vote at, the Annual Meeting.

This Proxy Statement and accompanying proxy card are being mailed to our shareholders along with the Company’s annual report on Form 10-K for the fiscal year ended June 30, 2018 (the “Form 10-K”). Voting can be completed by returning the proxy card, by telephone at 1-888-457-2959 or online at www.proxyvoting.com/ASTC. Only your latest-dated proxy card will count, and any proxy may be revoked at any time prior to its exercise at the Annual Meeting as described in this Proxy Statement. Further detail can be found on the proxy card and in the “Voting of Proxies” section included below.

Important notice regarding the availability of proxy materials of the Annual Meeting to be held on December 7, 2018. This Proxy Statement and Form 10-K are available at www.astrotechcorp.com under the heading "For Investors."

Thank you for your assistance in voting your shares promptly.

By Order of the Board of Directors,

Eric Stober

Chief Financial Officer, Treasurer and Secretary

Austin, Texas

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE MEETING, PLEASE MARK, SIGN, AND DATE THE ENCLOSED PROXY CARD AND RETURN IT IN THE ENCLOSED ENVELOPE TO ASSURE THAT YOUR SHARES ARE REPRESENTED AT THE MEETING. IF YOU ATTEND THE MEETING, YOU MAY VOTE IN PERSON IF YOU WISH TO DO SO, EVEN IF YOU HAVE PREVIOUSLY SUBMITTED YOUR PROXY.

PROXY STATEMENT

GENERAL INFORMATION

This Proxy Statement is furnished to holders of Astrotech's common stock, \$0.001 par value per share ("Common Stock"), as of the record date October 18, 2018 in connection with the solicitation by the Board of Directors of Astrotech Corporation, a Delaware corporation, of proxies to be voted at the Annual Meeting to be held on December 7, 2018, at 9:00 a.m. (Central time) at 201 W. 5th Street, Suite 1275, Austin, Texas 78701. This Proxy Statement, the accompanying proxy card, and the Form 10-K are being distributed to shareholders on or about November 7, 2018.

At the meeting you will be asked:

- i. to elect five directors to the Company's Board of Directors;
- ii. to ratify the appointment of BDO USA, LLP as our Independent Registered Public Accounting Firm for the 2019 fiscal year;
- iii. to approve an amendment to the Astrotech Corporation 2011 Stock Incentive Plan (the "Plan") to authorize 537,197 additional shares and to extend the term of the Plan by five years (to March 4, 2026);
- iv. to approve the conversion of Series B Preferred Stock into shares of common stock, which conversion would result in a "change of control" of the Company under Nasdaq Listing Rule 5635(b) (the "NASDAQ Proposal");
- v. to vote on an advisory, non-binding resolution regarding executive compensation (Say-on-Pay); and
- vi. to transact such other business as may properly come before the meeting and any related adjournments or postponements.

Internet Availability of Proxy Materials

In addition to mailing paper copies of the Company's Proxy Statement and Form 10-K, Astrotech is making these materials available to its shareholders via the internet. The Proxy Statement and Form 10-K are available free of charge at www.astrotechcorp.com under the heading "For Investors."

Record Date and Voting Securities

The Board of Directors has fixed the close of business on October 18, 2018 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting. As of the record date, there were 4,505,019 shares of Common Stock outstanding, which includes 19,699 shares of restricted stock with voting rights. Holders of common stock and restricted stock with voting rights are entitled to notice of the Annual Meeting and to one vote per

share of common stock owned and restricted stock with voting rights granted at the Annual Meeting as of the record date. No shareholder will be allowed to cumulate votes.

Proxies

The Board of Directors is soliciting a proxy in the form accompanying this Proxy Statement for use at the Annual Meeting and will not vote the proxy at any other meeting. Mr. Thomas B. Pickens III is the person named as proxy on the proxy card accompanying this Proxy Statement and who the Board of Directors has selected to serve in such capacity. Mr. Pickens is Chairman of the Board of Directors and Chief Executive Officer of Astrotech Corporation. In the event that Mr. Pickens cannot serve in such capacity, Mr. Eric N. Stober will be named as proxy. Mr. Stober is the Chief Financial Officer, Treasurer, and Secretary of the Company.

Revocation of Proxies

Each shareholder giving a proxy has the power to revoke it at any time before the shares represented by that proxy are voted. Revocation of a proxy is effective when the Secretary of the Company receives either (i) an instrument revoking the proxy or (ii) a duly executed proxy bearing a later date. Additionally, a shareholder may change or revoke a previously executed proxy by voting in person at the Annual Meeting.

Voting of Proxies

Because many Astrotech shareholders are unable to attend the Annual Meeting, the Board of Directors solicits proxies to give each shareholder an opportunity to vote on all matters scheduled to come before the meeting as set forth in this Proxy Statement. Shareholders are urged to read carefully the material in this Proxy Statement and vote through one of the following methods:

- i. Fully completing, signing, dating and timely mailing the proxy card;
- ii. Calling 1-888-457-2959 and following the instructions provided on the phone line; or
- iii. Accessing the internet voting site at www.proxyvoting.com/ASTC and following the instructions provided on the website.

Please keep your proxy card with you when voting via the telephone or internet. All votes via the telephone or internet must be submitted by 11:59 p.m. (Eastern-time) on December 6, 2018 in order to be counted. Each proxy card that is (i) properly executed, (ii) timely received by the Company before or at the Annual Meeting, and (iii) not properly revoked by the shareholder pursuant to the instructions above will be voted in accordance with the directions specified on the proxy and otherwise in accordance with the judgment of the persons designated therein as proxies. If no choice is specified and the proxy is properly signed and returned, the shares will be voted by the Board appointed proxy in accordance with the recommendations of the Board of Directors.

Vote Required for Quorum

The holders of at least one-third of all of the issued and outstanding shares of Common Stock entitled to vote at the Annual Meeting, whether present in person or represented by proxy, will constitute a quorum.

Vote Required for Director Elections

The election of the five directors requires the vote of a plurality of the shares of Common Stock represented at the Annual Meeting. Abstentions will have no effect on the election of directors since only votes "For" or "Against" a nominee will be counted.

Vote Required for Auditor Ratification, Amendment to Incentive Plan, NASDAQ Proposal and Say-on-Pay

The ratification of the appointment of BDO USA, LLP as our Independent Registered Public Accounting Firm for the 2019 fiscal year, the approval of an amendment to the Astrotech Corporation 2011 Stock Incentive Plan to authorize an additional 537,197 shares and to extend the term of the Plan by five years, the approval of the NASDAQ Proposal and the non-binding approval of our executive compensation require the affirmative vote of a majority of the total number of votes cast at the Annual Meeting by the holders of Common Stock. Abstentions will have no effect on Proposals 2, 3, 4 and 5.

Method of Tabulation and Broker Voting

One or more inspectors of election appointed for the meeting will tabulate the votes cast in person or by proxy at the Annual Meeting and will determine whether or not a quorum is present. The inspectors of election will treat abstentions as shares that are present and entitled to vote for purposes of determining the presence of a quorum and the approval of any matter submitted to the shareholders for a vote.

Many of the Company's shares of common stock are held in "street name," meaning that a depository, broker-dealer or other financial institution holds the shares in its name, but such shares are beneficially owned by another person. Generally, a street name holder must receive direction from the beneficial owner of the shares to vote on issues other than routine shareholder matters such as the ratification of auditors. If a broker indicates on a proxy that it does not have discretionary authority as to certain shares to vote on a particular matter, those shares will not be considered present and entitled to vote at the Annual Meeting for such matter. Proposal 1 is considered non-routine and brokers are prohibited from voting in the absence of instructions from the beneficial owners. Therefore, broker non-votes will have no effect on determinations of plurality for Proposal 1. Proposal 2 is considered a "routine" matter, therefore brokers will be able to vote uninstructed shares on those proposals. For Proposals 3, 4 and 5, brokers may not vote on these proposals without instructions from the beneficial owners, therefore broker non-votes will have no effect on the outcome for that proposal.

Form 10-K

Shareholders may obtain, without charge, a copy of the Company's 2018 Annual Report on Form 10-K. For copies, please contact Investor Relations at the address of the Company's principal executive office: Astrotech Corporation, 201 W. 5th Street, Suite 1275, Austin, Texas 78701. The Form 10-K and other periodic reports of the Company are also available through the Securities and Exchange Commission's ("SEC") website at www.sec.gov and the Company's website at www.astrotechcorp.com under the heading "For Investors."

CORPORATE GOVERNANCE

The Company's business affairs are managed under the direction of our Board of Directors in accordance with the Delaware General Corporation Law and the Certificate of Incorporation and Bylaws of the Company. The role of the Board of Directors is to effectively govern the affairs of the Company for the benefit of the Company's shareholders and to ensure that Astrotech's activities are conducted in a responsible and ethical manner. The Board of Directors strives to ensure the success of the Company through the election and appointment of qualified management, which regularly keeps members of the Board of Directors informed regarding the Company's business and industry. The Board of Directors is committed to the maintenance of sound corporate governance principles.

The Company operates under corporate governance principles and practices that are reflected in a set of written Corporate Governance Policies which are available on the Company's website at www.astrotechcorp.com under the heading "For Investors." These include the following:

- ◆ Code of Ethics and Business Conduct
- ◆ Code of Ethics for Senior Financial Officers
- ◆ Shareholder Communications with Directors Policy
- ◆ Complaint and Reporting Procedures for Accounting and Auditing Matters
- ◆ Audit Committee Charter
- ◆ Compensation Committee Charter
- ◆ Corporate Governance and Nominating Committee Charter

Code of Ethics and Business Conduct

The Company's Code of Ethics and Business Conduct applies to all directors, officers, and employees of Astrotech. The key principles of this code include acting legally and ethically, speaking up, getting advice, and dealing fairly with the Company's shareholders. The Code of Ethics and Business Conduct is available on the Company's website at www.astrotechcorp.com under the heading "For Investors" and a copy is available to the Company's shareholders upon request. The Code of Ethics and Business Conduct meets the requirements for a "Code of Conduct" under NASDAQ rules.

Code of Ethics for Senior Financial Officers

The Company's Code of Ethics for Senior Financial Officers applies to the Company's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and Controller. The key principles of this Code include acting legally and ethically, promoting honest business conduct, and providing timely and meaningful financial disclosures to the Company's

shareholders. The Code of Ethics for Senior Financial Professionals is available on the Company's website at www.astrotechcorp.com under the heading "For Investors" and a copy is available to the Company's shareholders upon request. The Code of Ethics for Senior Financial Professionals meets the requirements of a "Code of Ethics" under SEC rules.

Shareholder Communications with Directors Policy

The Company's Shareholder Communications with Directors Policy provides a medium for shareholders to communicate with the Board of Directors. Under this policy, shareholders may communicate with the Board of Directors or specific Board members by sending a letter to Astrotech Corporation, Shareholder Communications with the Board of Directors, Attn: Secretary, 201 W. 5th Street, Suite 1275, Austin, Texas 78701. Such communications should specify the intended recipient or recipients. All such communications, other than unsolicited commercial solicitations, will be forwarded to the appropriate director, or directors, for review.

Complaint and Reporting Procedures for Accounting and Auditing Matters

The Company's Complaint and Reporting Procedures for Accounting and Auditing Matters provide for the (i) receipt, retention, and treatment of complaints, reports, and concerns regarding accounting, internal accounting controls, or auditing matters and (ii) confidential, anonymous submission of complaints, reports, and concerns by employees regarding questionable accounting or auditing matters. Complaints may be made to a toll-free independent "Integrity Helpline" telephone number and to a dedicated e-mail address. Complaints received are logged by the Company's legal counsel, communicated to the Company's Audit Committee, and investigated under the direction of the Company's Audit Committee. In accordance with Section 806 of

the Sarbanes-Oxley Act of 2002, these procedures prohibit the Company from taking adverse action against any person submitting a good faith complaint, report, or concern.

The Board of Directors Role in Risk Oversight

The Board has determined that the combined role of Chairman and CEO is appropriate for the Company as it promotes unified leadership and direction for the Company, allowing for a single, clear focus for management to execute the Company's strategy and business plans. This structure also avoids the added costs and inefficiencies that would result by mandating an independent Chairman. The Board believes that the governance structure allows the Board to effectively work with the combined role of Chairman and CEO.

The Board of Directors strives to balance the risk and return ratio for all Astrotech shareholders. In doing so, management maintains regular communication with the Board of Directors, both on a formal and informal basis. This includes conversations on the state of the business, the industry, and the overall economic environment with Astrotech management during formal Board of Directors meetings, formal Committee meetings, and in more frequent informal conversations. Additionally, the Board of Directors utilizes its committees to consider specific topics which require further focus, skill sets, and/or independence. The Audit Committee coordinates the Board of Directors' oversight of the Company's internal control over financial reporting, disclosure controls and procedures, and code of conduct. Management regularly reports to the Audit Committee on these areas. The Compensation Committee assists the Board of Directors in fulfilling its oversight responsibilities with respect to the management of risks arising from our compensation policies and programs. The Nominating and Corporate Governance Committee assists the Board of Directors in fulfilling its oversight responsibilities with respect to the management of risks associated with Board of Directors' organization, membership and structure, succession planning for our directors, and corporate governance.

Board of Directors

The Board held a total of four meetings during fiscal 2018 and acted eight times by written consent. All of our directors are expected to attend each meeting of our Board and the committees on which they serve and are encouraged to attend annual shareholder meetings, to the extent reasonably possible. All directors attended more than 98% of the aggregate of the meetings of our Board and committees on which they served in fiscal 2018 held during the period in which they served as directors. All of the directors attended our 2017 annual meeting of shareholders.

Committees of the Board of Directors

During fiscal year 2018, the Board of Directors had three standing committees: an Audit Committee, a Compensation Committee, and a Corporate Governance and Nominating Committee.

Each such committee currently consists of three persons, and each member of the Audit, Compensation, and Corporate Governance and Nominating Committees meet the independence requirements of the NASDAQ's Listing Rules.

The Company periodically reviews, both internally and with the Board of Directors, the provisions of the Sarbanes-Oxley Act of 2002 and the rules of the SEC and NASDAQ regarding corporate governance policies, processes, and listing standards. In conformity with the requirement of such rules and listing standards, we have adopted a written Audit Committee Charter, a Compensation Committee Charter, and a Corporate Governance and Nominating Committee Charter, each of which may be found on the Company's website at www.astrotechcorp.com under the heading "For Investors" or by writing to Astrotech Corporation, Attn: Investor Relations, 201 W. 5th Street, Suite 1275, Austin, Texas 78701 and requesting copies.

Audit Committee

The Audit Committee is composed solely of independent directors that meet the requirements of NASDAQ and SEC rules and operates under a written charter adopted by the Audit Committee and approved by the Board of Directors. The charter is available on the Company's website at www.astrotechcorp.com under the heading "For Investors." The Audit Committee is responsible for appointing and compensating a firm of independent auditors to audit the Company's financial statements, as well as oversight of the performance and review of the scope of the audit performed by the Company's Independent Registered Public Accounting Firm. The Audit Committee also reviews audit plans and procedures, changes in accounting policies, and the use of the independent auditors for non-audit services. As of the end of fiscal year 2018, the Audit Committee consisted of Messrs. Cantwell (Chairman) and Russler and Ms. Manning. Effective July 1, 2018, Ms. Manning resigned from the Board of Directors of the Company. Such resignation was not in connection with any known disagreement with the Company on any

matter. Following her resignation, Mr. Adams was appointed to the Audit Committee temporarily until the appointment of Mr. Wilkinson to the Board of Directors.

During fiscal year 2018, the Audit Committee met four times. The Board of Directors has determined that each of Messrs. Cantwell and Russler and Ms. Manning met the qualification guidelines as an “audit committee financial expert” as such term is defined in Item 407(d)(5)(ii) of Regulation S-K promulgated by the SEC.

Audit Committee Pre-Approval Policy and Procedures

The Audit Committee is responsible for appointing, setting compensation for, and overseeing the work of BDO USA, LLP, the Company’s independent auditor. Audit Committee policy requires the pre-approval of all audit and permissible non-audit services to be provided by the independent auditor in order to assure that the provision of such services does not impair the auditor’s independence. The policy, as amended, provides for the general pre-approval of specific types of services and gives detailed guidance to management as to the specific audit, audit-related, and tax services that are eligible for general pre-approval. For both audit and non-audit pre-approvals, the Audit Committee will consider whether such services are consistent with applicable law and SEC rules and regulations concerning auditor independence.

The policy delegates to the Chairman of the Audit Committee the authority to grant certain specific pre-approvals, provided that the Chairman of the Audit Committee is required to report the granting of any pre-approvals to the Audit Committee at its next regularly scheduled meeting. The policy prohibits the Audit Committee from delegating to management the Audit Committee’s responsibility to pre-approve services performed by the independent auditor.

Requests for pre-approval of services must be detailed as to the particular services proposed to be provided and are to be submitted by the CFO. Each request generally must include a detailed description of the type and scope of services, a proposed staffing plan, a budget of the proposed fees for such services, and a general timetable for the performance of such services.

The Report of the Audit Committee can be found in this Proxy Statement following the Proposal 3 description.

Compensation Committee

The Compensation Committee is composed solely of independent directors that meet the requirements of NASDAQ and SEC rules and operates under a written charter adopted by the Compensation Committee and approved by the Board of Directors in May 2004 and amended in May 2005. The charter is available on the Company’s website at

www.astrotechcorp.com under the heading “For Investors.” The Compensation Committee is responsible for determining the compensation and benefits of all executive officers of the Company and establishing general policies relating to compensation and benefits of employees of the Company. The Compensation Committee is delegated all authority of the Board of Directors as may be required or advisable to fulfill the purposes of the Compensation Committee. Meetings may, at the discretion of the Compensation Committee, include members of the Company’s management, other members of the Board of Directors, consultants or advisors, and such other persons as the Compensation Committee or its chairperson may determine in an informational or advisory capacity.

The Board of Directors annually considers the performance of our Chief Executive Officer. Meetings to determine the compensation of the CEO must be held in executive session. Meetings to determine the compensation of any officer of the Company other than the CEO may be attended by the CEO, but the CEO may not vote on these matters.

The Compensation Committee also administers the Company’s 2011 Stock Incentive Plan and 2008 Stock Incentive Plan in accordance with the terms and conditions set forth in those plans. As of the end of fiscal year 2018, the Compensation Committee consisted of Ms. Manning (Chairwoman) and Messrs. Humphrey and Cantwell. Effective July 1, 2018, Ms. Manning and Mr. Humphrey resigned from the Board of Directors of the Company. Such resignations were not in connection with any known disagreement with the Company on any matter. Following their resignations, the Compensation Committee consisted of Messrs. Adams (Chairman), Russler, and Cantwell until the appointment of Mr. Wilkinson to the Board of Directors. At that time, Mr. Wilkinson became the Chairman of the Compensation Committee, replacing Mr. Adams. During fiscal year 2018, the Compensation Committee met one time.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee was created by the Board of Directors. The Corporate Governance and Nominating Committee is comprised solely of independent directors that meet the requirements of NASDAQ and SEC rules and operates under a written charter adopted by the Corporate Governance and Nominating Committee and approved by the Board of Directors. The charter is available on the Company’s website at www.astrotechcorp.com under the heading “For Investors.” The primary purpose of the Corporate Governance and Nominating Committee is to provide oversight on the broad

range of issues surrounding the composition and operation of the Board of Directors, including identifying individuals qualified to become Board of Directors members and recommending director nominees for the next Annual Meeting of Shareholders. As of the end of fiscal year 2018, the Corporate Governance and Nominating Committee consisted of Messrs. Russler (Chairman), Adams, and Humphrey. Effective July 1, 2018, Mr. Humphrey resigned from the Board of Directors of the Company. Such resignation was not in connection with any known disagreement with the Company on any matter. Following his resignation, Mr. Cantwell was appointed to the Corporate Governance and Nominating Committee. During fiscal year 2018, the Corporate Governance and Nominating Committee met one time.

Director Nomination Process

Regarding nominations for directors, the Corporate Governance and Nominating Committee identifies nominees in various ways. The Corporate Governance and Nominating Committee considers the current directors that have expressed interest in, and that continue to satisfy, the criteria for serving on the Board of Directors. Other nominees may be proposed by current directors, members of management, or by shareholders. From time to time, the Corporate Governance and Nominating Committee may engage a professional firm to identify and evaluate potential director nominees. Regarding the skills of the director candidate, the Corporate Governance and Nominating Committee considers individuals with industry and professional experience that complements the Company's goals and strategic direction. The Corporate Governance and Nominating Committee has established certain criteria it considers as guidelines in considering nominations for the Board of Directors. The criteria include:

- the candidate's independence;
- the candidate's depth of business experience;
- the candidate's availability to serve;
- the candidate's integrity and personal and professional ethics;
- the diversity of experience and background relative to the Board of Directors as a whole; and
- the need for specific expertise on the Board of Directors.

The above criteria are not exhaustive and the Corporate Governance and Nominating Committee may consider other qualifications and attributes which they believe are appropriate in evaluating the ability of an individual to serve as a member of the Board of Directors. In order to ensure that the Board of Directors consists of members with a variety of perspectives and skills, the Corporate Governance and Nominating Committee has not set any minimum qualifications and also considers candidates with appropriate non-business backgrounds. Other than ensuring that at least one member of the Board of Directors is a financial expert and a majority of the Board of Directors meet all applicable independence requirements, the Corporate Governance and Nominating Committee looks for how the candidate can adequately address his or her fiduciary requirement and contribute to building shareholder value. With regards to diversity, the Company does not have a formal policy for the consideration of diversity in Board of Director candidates, but Company practice has historically considered this in director nominees and the Company expects to continue to in future nomination and review processes.

The Corporate Governance and Nominating Committee will consider, for possible Board endorsement, director candidates recommended by shareholders. For purposes of the 2018 Annual Meeting, the Governance and Nominating Committee will consider any nominations received by the Secretary from a shareholder of record on or before October 8, 2018 (the 60th calendar day before the Annual Meeting). Any such nomination must be made in writing, must be accompanied by all nominee information that is required under the federal securities laws, and must include the nominee's written consent to be named in this Proxy Statement. The nominee must be willing to allow the Company to complete a background check. The nominating shareholder must submit their name and address, as well as that of the beneficial owner, if applicable, and the class and number of shares of Astrotech common stock that are owned beneficially and of record by such shareholder and such beneficial owner. Finally, the nominating shareholder must discuss the nominee's qualifications to serve as a director.

Director Attendance at Annual Shareholder Meetings

The Board of Directors members are expected to attend our annual shareholder meetings. All of our then six directors attended our 2017 Annual Meeting of Shareholders.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors, executive officers, and persons who beneficially own more than 10% of the Company's common stock to file reports of ownership and changes in ownership with the SEC. Such directors, executive officers, and greater than 10% shareholders are required by SEC regulation to furnish to the

Company copies of all Section 16(a) forms they file. Due dates for the reports are specified by those laws, and the Company is required to disclose in this document any failure in the past fiscal year to file by the required dates. Based upon a review of the copies of such forms furnished to us, we believe that all filings required to be made pursuant to Section 16(a) of the Exchange Act during the year ended June 30, 2018 (and the subsequent period through the date of this proxy statement) were filed in a timely manner with the exception of a Form 3 that was to be filed by Tom Wilkinson on October 4, 2018 in connection with his appointment as a Director. Mr. Wilkinson filed such form on October 22, 2018.

PROPOSAL 1 – ELECTION OF DIRECTORS

The Corporate Governance and Nominating Committee, which is comprised entirely of independent directors, has carefully considered all director nominees. Upon the recommendation of the Corporate Governance and Nominating Committee, the Board of Directors has nominated Thomas B. Pickens III, Mark Adams, Daniel T. Russler, Jr., Ronald W. Cantwell, and Tom Wilkinson to the Board of Directors to serve as directors until the 2019 Annual Meeting of Shareholders. Each nominee has agreed to serve if elected.

All members of the Board of Directors are expected to be elected at the Annual Meeting. All directors shall hold office until the next Annual Meeting of Shareholders and until their successors are duly elected and qualified, or their earlier removal or resignation from office. The Company's Certificate of Incorporation authorizes the Board of Directors from time to time to determine the number of its members. Vacancies in unexpired terms and any additional director positions created by Board action may be filled by action of the existing Board of Directors at that time, and any director who is appointed in this fashion will serve until the next Annual Meeting of Shareholders and until a successor is duly elected and qualified, or their earlier removal or resignation from office.

The Board of Directors has determined that four of the five director nominees (indicated by asterisk in the table below) have no relationship that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and are "independent directors" as defined by Rule 5605(a)(2) of the NASDAQ's Listing Rules.

Not less than annually, the Board of Directors undertakes the review and approval of all related party transactions. Related party transactions include transactions valued at greater than \$120,000 between the Company and any of the Company's executive officers, directors, nominees for director, holders of greater than 5% of Astrotech's shares, and any of such parties' immediate family members. The purpose of this review is to ensure that such transactions, if any, were approved in accordance with our Code of Ethics and Business Conduct and for the purpose of determining whether any of such transactions impacted the independence of such directors. There were no such transactions in fiscal years 2018 or 2017. The Board has affirmatively determined that none of the independent directors is an officer or employee of the Company or any of Astrotech's subsidiaries and none of such persons have any relationships which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Ownership of a significant amount of our stock, by itself, does not constitute a material relationship.

The Board of Directors held eleven meetings during the fiscal year ended June 30, 2018 and all directors attended at least 98% of the meetings of the Board of Directors. The members of each committee and the chair of each committee are appointed annually by the Board of Directors.

Information about the number of shares of Common Stock beneficially owned by each director appears later in this Proxy Statement under the heading “Security Ownership of Directors, Executive Officers, and Principal Shareholders.”

Directors’ Recommendation

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF THE FOLLOWING NOMINEES:

Thomas B. Pickens III	Mark Adams *
Daniel T. Russler, Jr. *	Ronald W. Cantwell *
Tom Wilkinson *	* Indicates independent director

INFORMATION ABOUT DIRECTORS, NOMINEES AND EXECUTIVE OFFICERS

Current Directors Nominated for Re-election

Thomas B. Pickens III

Chairman and Chief Executive Officer of Astrotech Corporation

Mr. Pickens currently serves as Chairman of the Board and Chief Executive Officer of Astrotech Corporation (NASDAQ: ASTC) and has held that position since January 2007. Mr. Pickens also currently serves as CEO of the Astrotech subsidiaries 1st Detect Corporation, Astrogenetix Corporation and Astral Images Inc.

From 1982 to 1984, Mr. Pickens was the founder and President of Beta Computer Systems, Inc.; from 1985 to 1995, founder and President of T.B. Pickens & Co.; from 1986 to 1988, founder and General Partner of Grace Pickens Acquisition Partners L.P.; from 1988 to 1989, founder and Managing Partner of Sumpter Partners. From 1988 to 1994, Mr. Pickens was the CEO of Catalyst Energy Corporation and CEO of United Thermal Corporation (NYSE), President of Golden Bear Corporation, President of United Hydro, Inc., President of Slate Creek Corporation and President of Eury Dam Corporation. From 1995 to 2003, Mr. Pickens was the founder and CEO of U.S. Utilities, The Code Corporation, Great Southern Water Corp., South Carolina Water & Sewer, Inc. and the founder and Managing Partner of Pickens Capital Income Fund L.P. From 2004 to 2006, he was the Co-Chairman of the Equity Committee during the bankruptcy of Mirant Corp. (NASDAQ: MIRKQ).

Mr. Pickens is currently the Chairman of the Board of Astrotech Corporation, 1st Detect Corporation, Astrogenetix Corporation and Astral Images, Inc. and was the Chairman of the Board of Xplore Technologies Corporation (NASDAQ: XPLR) until it was sold to Zebra Technologies (NASDAQ: ZBRA) in July 2018. He has served as the Chairman of the Board of Astrotech Space Operations, Inc., Beta Computer Systems, Inc., Catalyst Energy Corporation, United Thermal (NYSE), Century Power Corporation, Vidilia Hydroelectric Corporation, U.S. Utilities, Great Southern Water Corp. and South Carolina Water & Sewer, Inc. He has served as a member on the boards of Trenwick America Reinsurance Corporation, Spacehab Inc. (NASDAQ), Advocate MD, Optifab, Inc. (NASDAQ) and was the New York chapter Chairman of United Shareholders Association, a shareholders' rights organization.

Mark Adams

Founder and CEO, Waterloo Medical Solution, LLC

Mr. Adams is the co-founder and Chief Executive Officer of Waterloo Medical Solution, LLC which began operations in 2016. Prior to this in 2009, he co-founded SOZO Global, Inc., a specialty based nutritional products company and served as the company's Chairman and Chief Executive Officer from 2011 until it was sold in 2016. Prior to that in 2003, Mr. Adams founded and ran as Chairman and Chief Executive Officer, Advocate, MD Financial Group, Inc., a leading Texas-based medical liability insurance holding company which he sold in 2009 and continued to run as Chief Executive Officer through 2011. Mr. Adams is also a founding partner in several other companies. Some of the companies he founded and currently owns include Murphy Adams Restaurant Group, Inc. which he co-founded in 2007, and which owns and is rapidly expanding Mama Fu's Asian House restaurants throughout the United States, and the Middle East. In 2008, Mr. Adams co-founded Kind Health, LLC which is a unique online application driven health insurance curator. Also in 2008, Mr. Adams co-founded Small Business United, LLC, a non-profit organization that supports small businesses. In the last three years, Mr. Adams co-founded Olympic Capital Partners, LLC, a focused real estate investment fund, Direct Sales Forge, LLC a specialty software development company, and Direct Mobile, LLC a mobile application development company.

Mr. Adams brings to our Board a wide range of experience in business with a particular focus on entrepreneurship. He has brought his diversity of thought to the Board of Directors since 2007, which positions him as the longest tenured director other than Mr. Pickens. As stated above, Mr. Adams serves as a director for several public and private companies, including Astrotech, providing the Board with expertise in management and corporate governance. Mr. Adams serves on the Corporate Governance and Nominating Committee. Mr. Adams has been married to his wife Melissa for 30 years and they live in Austin, Texas along with their three sons.

Daniel T. Russler, Jr.

Principal, Family Asset Management, LLC

Daniel Russler has more than 25 years of capital markets, development and entrepreneurial experiences, including an extensive background in sales and trading of a broad variety of equity, fixed income and private placement securities. Since 2003, Mr. Russler has been the Principal Partner of Family Asset Management, LLC, a multi-family office providing high net worth individuals and families with financial services. Mr. Russler has held portfolio and risk management positions at First Union Securities, Inc., J.C. Bradford & Co., William R. Hough & Co., New Japan Securities International, and Bankers Trust Company.

Mr. Russler received an MBA from the Owen Graduate School of Management at Vanderbilt University and a Bachelor's degree in English and political science from the University of North Carolina. Mr. Russler has extensive knowledge of finance, entrepreneurship, investment allocation and capital raising matters that the Board of Directors feels will add value to the Company for the shareholders. The Board of Directors has determined that Mr. Russler meets the qualification guidelines as an "audit committee financial expert" as defined by the SEC rules. Mr. Russler is Chairman of the Governance and Nominating Committee and serves on both the Audit Committee and the Compensation Committee.

Ronald (Ron) W. Cantwell

President, VC Holdings, Inc.

Ron Cantwell is President of VC Holdings, Inc., through which Mr. Cantwell provides advisory services in corporate and project investment structuring, mergers and acquisitions, financial restructuring and operations management. In addition, Mr. Cantwell serves as Chairman and Chief Executive Officer of Catalyst Group, Inc., and spent nineteen years in public accounting, most recently as a Tax Partner in the Ernst & Young, LLP Dallas office.

Mr. Cantwell graduated with honors from the University of Wisconsin in Madison and is licensed as a certified public accountant. Mr. Cantwell has a 47-year background in corporate and project investment structuring, mergers and acquisitions, financial/tax/regulatory restructuring and reporting and operational management. The Board of Directors has determined that Mr. Cantwell meets the qualification guidelines as an "audit committee financial expert" as defined by the SEC rules. Mr. Cantwell is Chairman of the Audit Committee and serves on the Compensation Committee.

Tom Wilkinson

Chief Executive Officer, Xplore Technologies

Mr. Wilkinson is the former Chief Executive Officer of Xplore Technologies Corp. (NASDAQ:XPLR) which was sold to Zebra Technologies in August 2018 at a significant premium. Prior to becoming the Chief Executive Officer, Mr. Wilkinson served as the Chief Financial Officer of this international rugged tablet company. Prior to his tenure at Xplore, he served as Chief Financial Officer for Amherst Holdings, a financial services company focused on real estate and real estate financing. In this role, Mr. Wilkinson took part in the successful sale of Amherst's broker dealer subsidiary, significant capital generation for new strategies and the spin-off of one of the largest single-family equity businesses in the United States. Mr. Wilkinson was the co-founder and Managing Partner of PMB Helin Donovan, a multi-office regional accounting firm where he led the growth of the firm both organically and through acquisition to one of the top 200 firms in the United States. His clients included a large number of US Public Companies and international businesses.

Mr. Wilkinson has brought to our Board significant financial experience, as well as mergers and acquisitions, international business and executive compensation expertise after joining the Board and becoming Chairman of the Compensation Committee in October 2018. He has both Master's and Bachelor's degrees from the University of Texas

and is a Certified Public Accountant in Texas and Colorado. The Board of Directors has determined that Mr. Wilkinson meets the qualification guidelines as an “audit committee financial expert” as defined by the SEC rules. Mr. Wilkinson is Chairman of the Compensation Committee and serves on the Audit Committee and the Corporate Governance and Nominating Committee.

Director Independence and Financial Experts

The Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee charters require that each member meet: (i) all applicable criteria defining “independence” that may be prescribed from time to time under NASDAQ Listing Rule 5605(a)(2), Rule 10A-(3) under the Securities Exchange Act of 1934 and other related rules and listing standards, (ii) the criteria for a “non-employee director” within the meaning of Rule 16b-3 promulgated by the SEC under the Securities Exchange Act of 1934, and (iii) the criteria for an “outside director” within the meaning of Section 162(m)(4)(C) of the Internal Revenue Code.

The Company’s Board of Directors also annually makes an affirmative determination that all such “independence” standards have been and continue to be met by the independent directors and members of each of the three committees, that each director qualifying as independent is neither an officer nor an employee of Astrotech or any of its subsidiaries nor an individual that has any relationship with Astrotech or any of its subsidiaries, or with management (either directly or as a partner, shareholder or officer of an entity that has such a relationship) which, in the Board of Directors’ opinion, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In addition, a director is presumptively considered not independent if:

- The director, at any time within the past three years, was employed by Astrotech or any of its subsidiaries;
- The director or a family member received payments from Astrotech or any of its subsidiaries in excess of \$120,000 during any period of twelve consecutive months within the preceding three years (other than for Board or Committee service, from investments in the Company’s securities or from certain other qualifying exceptions);
- The director is, or has a family member who is, a partner, an executive officer or controlling shareholder of any entity to which Astrotech made to or received from payments for property or services in the current or in any of the prior three years that exceed 5% of the recipient’s consolidated gross revenues for that year, or \$200,000, whichever is more (other than, with other minor exceptions, payments arising solely from investments in the Company’s securities);
- The director is, or has a family member who is, employed as an executive officer of Astrotech or any of its subsidiaries any time within the prior three years;
- The director is, or has a family member who is, employed as an executive officer of another entity where at any time within the prior three years any of Astrotech’s officers served on the compensation committee of the other entity; or
- The director is, or has a family member who is, a current partner of Astrotech Corporation’s independent auditing firm, or was a partner or employee of that firm who worked on the Company’s audit at any time during the prior three years.

The Board of Directors has determined each of the following directors and director nominees to be an “independent director” as such term is defined by Rule 5605(a)(2) of the NASDAQ Listing Rules: Mark Adams, Daniel T. Russler, Jr., Ronald W. Cantwell, and Tom Wilkinson.

The Board of Directors has also determined that each member of the Audit Committee, Compensation Committee, and Corporate Governance and Nominating Committee during the past fiscal year and the proposed nominees for the

upcoming fiscal year meets the independence requirements applicable to those Committees prescribed by NASDAQ and SEC rules.

Certain Relationships and Related Transactions

For fiscal year 2018, there were no transactions or series of similar transactions to which we were a party, and there is currently no proposed transactions or series of similar transactions to which we will be a party, in which the amount involved exceeded or will exceed the lesser of (i) \$120,000 or (ii) one percent of the average of our total assets at year-end for the last two completed fiscal years and in which any related person had or will have a direct or indirect material interest.

Executive Officers and Key Employees of the Company Who Are Not Nominees

Set forth below is a summary of the background and business experience of the executive officers of the Company who are not also nominees of the Board of Directors as of June 30, 2018:

Eric N. Stober

Chief Financial Officer, Treasurer and Secretary

Eric Stober joined Astrotech Corporation in 2008 and was promoted to Chief Financial Officer, Treasurer and Secretary in 2013. Mr. Stober brings significant experience in private equity, finance and business start-ups. Prior to joining Astrotech Corporation, he worked at the private equity firm Virtus Financial Group analyzing prospective middle market investments. Additionally, Mr. Stober founded or co-founded several companies, including a web advertising company, a small business tax and financial advisory firm, a sports-based media and entertainment company, and a service provider sourcing company. He has also helped numerous companies raise start-up or growth capital. Mr. Stober began his professional career working for both The Ayco Company, a subsidiary of Goldman Sachs Company (NYSE: GS), and Lehman Brothers (formerly NYSE: LEH), where he helped wealthy individuals and families manage their investments, taxes, insurance, estate plans, and compensation and benefits.

Mr. Stober has an MBA from the McCombs School of Business at the University of Texas where he was the President of the MBA Entrepreneur Society. He also has an undergraduate degree in Finance from the University of Illinois where he graduated with honors.

Rajesh Mellacheruvu

Vice President and Chief Operating Officer

Rajesh Mellacheruvu has been Vice President and Chief Operating Officer of the Company since February 2015. Prior to joining the Company, Mr. Mellacheruvu was the Managing Director of Noumenon Consulting, Inc., providing consultant services on product strategy, management and business operation to 1st Detect Corporation, a subsidiary of the Company, since 2013. Mr. Mellacheruvu was previously employed by ClearCube Technology, Inc. as Vice President of Products Development and Strategy, Omega Band as an Engineer, and Advance Micro Devices as a Product Development Engineer.

Mr. Mellacheruvu has an MBA in Business Strategy and Finance from Kellogg School of Management at Northwestern University, a Masters in Electrical Engineering from Texas A&M University and a Bachelor's degree in Electronics and Communication Engineering from Osmania University.

SECURITY OWNERSHIP OF DIRECTORS, EXECUTIVE OFFICERS, AND PRINCIPAL SHAREHOLDERS

The following table sets forth as of October 24, 2018 certain information regarding the beneficial ownership of outstanding Common Stock held by (i) each person known by the Company to be a beneficial owner of more than 5% of any outstanding class of the Company's capital stock, (ii) each of the Company's directors and director nominees, (iii) the Company's Chief Executive Officer and two most highly compensated executive officers at the end of the Company's last completed fiscal year, and (iv) all directors and executive officers of the Company as a group. Unless otherwise described below, each of the persons listed in the table below has sole voting and investment power with respect to the shares indicated as beneficially owned by each party.

Name and Address of Beneficial Owners	Shares of Common Stock (#)	Unvested Restricted Stock (#)	Shares Subject to Options		Total Number of Shares Beneficially Owned	Percentage of Class (1)
			Exercisable Within 60 Days of June 30, 2018	Total		
Certain Beneficial Owners						
Huckleberry Investments LLP (2)	537,377	—	—	—	537,377	11.9 %
Winn Interests, Ltd. (6)	523,386	—	—	—	523,386	11.6 %
Non-Employee Directors: (3)						
Mark Adams	108,003	—	17,666	—	125,669	2.8 %
Daniel T. Russler	15,800	—	13,666	—	29,466	*
Ronald W. Cantwell	8,333	1,666	2,666	—	12,665	*
Tom Wilkinson (4)	—	—	—	—	-	*
Named Executive Officers: (3)						
Thomas B. Pickens III (5)	696,401	—	55,833	—	752,234	16.7 %
Eric Stober	93,295	—	11,466	—	104,761	2.3 %
Rajesh Mellacheruvu	38,199	—	50,557	—	88,756	2.0 %
All Directors and Executive Officers as a Group (7 persons)	960,031	1,666	151,854	—	1,113,551	23.9 %

*Indicates beneficial ownership of less than 1% of the outstanding shares of common stock.

1. Calculated pursuant to Rule 13d-3(d) of the Securities Exchange Act of 1934. Under Rule 13d-3(d), shares not outstanding that are subject to options, warrants, rights or conversion privileges exercisable within 60 days are deemed outstanding for the purpose of calculating the number and percentage owned by a person, but not deemed outstanding for the purpose of calculating the number and percentage owned by any other person listed. As of October 24, 2018, we had 4,505,019 shares of common stock outstanding.
2. Information based on Form 13G/A filed with the SEC by Huckleberry Investments LLP on January 20, 2015. Huckleberry Investments LLP, is a fund manager based in the United Kingdom with its principal business conducted at 103 Mount Street, 1st Floor, London W1G 7HQ, UK.
3. The applicable address for all non-employee directors and named executive officers is c/o Astrotech Corporation, 201 W. 5th Street, Suite 1275, Austin, Texas 78701.
4. Mr. Wilkinson was appointed to the Board on October 2, 2018.

5. Mr. Pickens owns 866,950 shares of series B convertible preferred stock, par value \$0.001 per share (“Preferred Shares”), of the Company. The Preferred Shares have no voting rights and will only become convertible into shares of common stock upon receipt of shareholder approval in accordance with NASDAQ Listing Rule 5635(b).
6. Information based on Form 13G filed with the SEC by Winn Interests, Ltd. on October 19, 2018. Winn Interests Ltd., is a Texas partnership with its principal business conducted at 800 N. Shoreline 1900 N. Tower, Corpus Christi, TX 78401-3700.

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EXECUTIVE COMPENSATION

The following table and footnotes provide information on compensation for the services of our Named Executive Officers (“NEOs”) for fiscal year 2018 and, where required, fiscal year 2017.

Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus \$(1)	Stock Awards \$(2)	Options \$(3)	All Other Compensation \$(4)	Total (\$)
Thomas B. Pickens III; Chief Executive Officer	2018	471,607	—	—	—	24,897	496,504
	2017	464,170	116,417	—	177,057	16,835	774,479
Eric N. Stober; Chief Financial Officer	2018	287,596	—	—	—	13,721	301,317
	2017	290,768	61,683	409,741	94,750	14,062	151

—

—

—

—

Common stock issued for:

Acquisitions

—

811

37,912

—

—

—

38,723

Exercise of stock options and warrants

—

564

8,141

(130
)

—

—

8,575

Restricted stock awards

—

99

382

(285
)

—

—

196

Employee stock purchase plan

—

43

1,997

—

—

—

2,040

Director compensation plan

—

20

1,210

—

—

—

1,230

Balance at September 30, 2015

\$
251,312

\$
48,422

\$
1,187,407

\$
(3,964
)

\$
901,652

\$
(49,093
)

\$
2,335,736

Balance at January 1, 2016

\$
251,287

\$
48,469

\$
1,190,988

\$
(3,973
)

\$
928,211

\$
(62,708
)

\$
2,352,274

Net income

—

—

—

—

152,267

—

152,267

Other comprehensive income, net of tax

—

—

—

—

—

30,129

30,129

Cash dividends declared on common stock

—

—

—

—

(17,846
)

—

(17,846
)
Dividends on preferred stock

—

—

—

—

(10,884
)

—

(10,884
)
Stock-based compensation

—

—

6,778

—

—

—

6,778

Conversion of Series C preferred stock to common stock

(30

)

1

29

—

—

—

—

Common stock issued for:

New issuance, net of costs

—

3,000

149,823

—

—

—

152,823

Exercise of stock options and warrants

—

185

5,965

(377

)

—

—

5,773

Restricted stock awards

—

88

121

(172

)

—

—

37

Employee stock purchase plan

—

43

1,890

—

—

—

1,933

Director compensation plan

—

25

1,165

—

—

—

1,190

Balance at September 30, 2016

\$

251,257

\$
51,811

\$
1,356,759

\$
(4,522
)

\$
1,051,748

\$
(32,579
)

\$
2,674,474

See accompanying notes to unaudited consolidated financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Nine Months Ended	
(In thousands)	September 30, 2016	September 30, 2015
Operating Activities:		
Net income	\$ 152,267	\$ 121,238
Adjustments to reconcile net income to net cash used for operating activities		
Provision for credit losses	26,734	23,883
Depreciation, amortization and accretion, net	38,798	28,017
Stock-based compensation expense	6,778	7,817
Excess tax benefits from stock-based compensation arrangements	(399)	(660)
Net amortization of premium on securities	3,728	2,576
Accretion of discount on loans	(23,416)	(25,061)
Mortgage servicing rights fair value change, net	(4,810)	641
Originations and purchases of mortgage loans held-for-sale	(3,208,468)	(3,094,901)
Proceeds from sales of mortgage loans held-for-sale	3,111,318	3,182,623
Bank owned life insurance ("BOLI"), net of claims	(2,613)	(1,683)
Increase in trading securities, net	(644)	(2,106)
Net decrease (increase) in brokerage customer receivables	2,120	(4,072)
Gains on mortgage loans sold	(74,446)	(83,437)
Gains on investment securities, net	(6,070)	(402)
Gains on early extinguishment of debt	(4,305)	—
(Gains) losses on sales of premises and equipment, net	(89)	512
Net losses (gains) on sales and fair value adjustments of other real estate owned	935	(585)
Increase in accrued interest receivable and other assets, net	(131,504)	(113,805)
Increase (decrease) in accrued interest payable and other liabilities, net	31,082	(28,717)
Net Cash (Used for) Provided by Operating Activities	(83,004)	11,878
Investing Activities:		
Proceeds from maturities of available-for-sale securities	1,128,428	397,832
Proceeds from maturities of held-to-maturity securities	502	—
Proceeds from sales and calls of available-for-sale securities	2,186,662	1,216,860
Proceeds from calls of held-to-maturity securities	423,866	—
Purchases of available-for-sale securities	(3,169,020)	(1,584,282)
Purchases of held-to-maturity securities	(472,803)	—
(Purchase) redemption of Federal Home Loan Bank and Federal Reserve Bank stock, net	(28,049)	1,274
Net cash paid in business combinations	(578,315)	(15,428)
Proceeds from sales of other real estate owned	29,223	34,936
Proceeds received from the FDIC related to reimbursements on covered assets	2,124	1,697
Net (increase) decrease in interest bearing deposits with banks	(204,085)	438,072
Net increase in loans	(1,303,218)	(1,286,736)
Redemption of BOLI	659	2,701
Purchases of premises and equipment, net	(28,276)	(29,375)
Net Cash Used for Investing Activities	(2,012,302)	(822,449)
Financing Activities:		
Increase in deposit accounts	2,408,216	970,090
(Decrease) increase in other borrowings, net	(24,545)	38,775
Decrease in Federal Home Loan Bank advances, net	(440,257)	(293,360)

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Proceeds from the issuance of common stock, net	152,823	—
Proceeds from the issuance of preferred stock, net	—	120,842
Redemption of junior subordinated debentures, net	(10,695)	—
Excess tax benefits from stock-based compensation arrangements	399	660
Issuance of common shares resulting from the exercise of stock options and the employee stock purchase plan	9,796	14,413
Common stock repurchases	(549)	(415)
Dividends paid	(28,730)	(20,486)
Net Cash Provided by Financing Activities	2,066,458	830,519
Net (Decrease) Increase in Cash and Cash Equivalents	(28,848)	19,948
Cash and Cash Equivalents at Beginning of Period	275,795	230,707
Cash and Cash Equivalents at End of Period	\$246,947	\$ 250,655

See accompanying notes to unaudited consolidated financial statements.

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WINTRUST FINANCIAL CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(1) Basis of Presentation

The consolidated financial statements of Wintrust Financial Corporation and Subsidiaries (“Wintrust” or “the Company”) presented herein are unaudited, but in the opinion of management reflect all necessary adjustments of a normal or recurring nature for a fair presentation of results as of the dates and for the periods covered by the consolidated financial statements.

The accompanying consolidated financial statements are unaudited and do not include information or footnotes necessary for a complete presentation of financial condition, results of operations or cash flows in accordance with U.S. generally accepted accounting principles ("GAAP"). The consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015 (“2015 Form 10-K”). Operating results reported for the three-month and nine-month periods are not necessarily indicative of the results which may be expected for the entire year. Reclassifications of certain prior period amounts have been made to conform to the current period presentation.

The preparation of the financial statements requires management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities. Management believes that the estimates made are reasonable, however, changes in estimates may be required if economic or other conditions develop differently from management’s expectations. Certain policies and accounting principles inherently have a greater reliance on the use of estimates, assumptions and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Management views critical accounting policies to be those which are highly dependent on subjective or complex judgments, estimates and assumptions, and where changes in those estimates and assumptions could have a significant impact on the financial statements. Management currently views the determination of the allowance for loan losses, allowance for covered loan losses and the allowance for losses on lending-related commitments, loans acquired with evidence of credit quality deterioration since origination, estimations of fair value, the valuations required for impairment testing of goodwill, the valuation and accounting for derivative instruments and income taxes as the accounting areas that require the most subjective and complex judgments, and as such could be the most subject to revision as new information becomes available. Descriptions of the Company's significant accounting policies are included in Note 1 - “Summary of Significant Accounting Policies” of the 2015 Form 10-K.

(2) Recent Accounting Developments

Revenue Recognition

In May 2014, the FASB issued ASU No. 2014-09, which created "Revenue from Contracts with Customers (Topic 606)," to clarify the principles for recognizing revenue and develop a common revenue standard for customer contracts. This ASU provides guidance regarding how an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU also added a new subtopic to the codification, ASC 340-40, "Other Assets and Deferred Costs: Contracts with Customers" to provide guidance on costs related to obtaining and fulfilling a customer contract. Furthermore, the new standard requires disclosure of sufficient information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. At the time ASU No. 2014-09 was issued, the guidance was effective for fiscal years beginning after December 15, 2016. In July 2015, the FASB approved a deferral of the effective date by one year, which would result in the guidance becoming effective for fiscal years beginning after December 15, 2017.

The FASB has continued to issue various Updates to clarify and improve specific areas of ASU No. 2014-09. In March 2016, the FASB issued ASU No. 2016-08, "Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)," to clarify the implementation guidance within ASU No. 2014-09 surrounding principal versus agent considerations and its impact on revenue recognition. In April 2016, the FASB issued ASU No. 2016-10, "Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing," to also clarify the implementation guidance within ASU No. 2014-09 related to these two topics. In May 2016, the FASB issued ASU No. 2016-11, "Revenue Recognition (Topic 605) and Derivative and Hedging (Topic 815): Rescission of SEC Guidance Because of Accounting Standards Updates 2014-09 and 2014-16 Pursuant to Staff Announcements at the March 3, 2016 EITF Meeting," to remove certain areas of SEC Staff Guidance from those specific Topics. Additionally, in May 2016, the FASB issued ASU 2016-12, "Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients," to clarify specific aspects of implementation, including the collectibility criterion, exclusion of sales taxes collected from a transaction price, noncash consideration, contract modifications and completed contracts at transition. Like ASU No. 2014-09, this guidance is effective for fiscal years beginning after December 15, 2017.

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The Company is currently evaluating the impact of adopting this new guidance on the consolidated financial statements.

Extraordinary and Unusual Items

In January 2015, the FASB issued ASU No. 2015-01, "Income Statement - Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items," to eliminate the concept of extraordinary items related to separately classifying, presenting and disclosing certain events and transactions that meet the criteria for that concept. This guidance was effective for fiscal years beginning after December 15, 2015 and did not have a material impact on the Company's consolidated financial statements.

Consolidation

In February 2015, the FASB issued ASU No. 2015-02, "Consolidation (Topic 810): Amendments to the Consolidation Analysis," which changes the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. This guidance was effective for fiscal years beginning after December 15, 2015 and did not have a material impact on the Company's consolidated financial statements.

In October 2016, the FASB issued ASU No. 2016-17, "Consolidation (Topic 810): Interest Held through Related Parties That Are under Common Control," to amend guidance from ASU No. 2015-02 regarding how a reporting entity treats indirect interests in a variable interest entity ("VIE") held through related parties under common control when determining whether the reporting entity is the primary beneficiary of such VIE. This guidance is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years, and is to be applied under a retrospective approach. The Company does not expect this guidance to have a material impact on the Company's consolidated financial statements.

Debt Issuance Costs

In April 2015, the FASB issued ASU No. 2015-03, "Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs," to clarify the presentation of debt issuance costs within the balance sheet. This ASU requires that an entity present debt issuance costs related to a recognized debt liability on the balance sheet as a direct deduction from the carrying amount of that debt liability, not as a separate asset. The ASU does not affect the current guidance for the recognition and measurement for these debt issuance costs. Additionally, in August 2015, the FASB issued ASU No. 2015-15, "Interest - Imputation of Interest (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements (Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting)," to further clarify the presentation of debt issuance costs related to line-of-credit agreements. This ASU states the SEC would not object to an entity deferring and presenting debt issuance costs related to line-of-credit agreements as an asset on the balance sheet and subsequently amortizing these costs ratably over the term of the agreement, regardless of any outstanding borrowing under the line-of-credit agreement. This guidance was effective for fiscal years beginning after December 15, 2015 and was applied retrospectively within the Company's consolidated financial statements. For December 31, 2015 and September 30, 2015, the Company reclassified as a direct reduction to the related debt balance \$7.8 million and \$8.7 million, respectively, of debt issuance costs that were previously presented as accrued interest receivable and other assets on the Consolidated Statements of Condition.

Business Combinations

In September 2015, the FASB issued ASU No. 2015-16, "Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments," to simplify the accounting for subsequent adjustments made to provisional amounts recognized at the acquisition date of a business combination. This ASU eliminates the requirement to retrospectively account for these adjustment for all prior periods impacted. The acquirer is required to recognize these adjustments identified during the measurement period in the reporting period in which the adjustment amount is determined. Additionally, the ASU requires an entity to present separately on the face of the income statement or disclose in the notes the portion of the amount recorded in current-period earnings that would have been recorded in previous reporting periods if the adjustment had been recognized at the acquisition date. This guidance was effective for fiscal years beginning after December 15, 2015 and did not have a material impact on the Company's consolidated financial statements.

Financial Instruments

In January 2016, the FASB issued ASU No. 2016-01, "Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities," to improve the accounting for financial instruments. This ASU requires equity investments with readily determinable fair values to be measured at fair value with changes recognized in net

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income regardless of classification. For equity investments without a readily determinable fair value, the value of the investment would be measured at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer instead of fair value, unless a qualitative assessment indicates impairment. Additionally, this ASU requires the separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements. This guidance is effective for fiscal years beginning after December 15, 2017 and is to be applied prospectively with a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The Company is currently evaluating the impact of adopting this new guidance on the consolidated financial statements.

Leases

In February 2016, the FASB issued ASU No. 2016-02, "Leases (Topic 842)," to improve transparency and comparability across entities regarding leasing arrangements. This ASU requires the recognition of a separate lease liability representing the required lease payments over the lease term and a separate lease asset representing the right to use the underlying asset during the same lease term. Additionally, this ASU provides clarification regarding the identification of certain components of contracts that would represent a lease as well as requires additional disclosures to the notes of the financial statements. This guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, and is to be applied under a modified retrospective approach, including the option to apply certain practical expedients. The Company is currently evaluating the impact of adopting this new guidance on the consolidated financial statements.

Derivatives

In March 2016, the FASB issued ASU No. 2016-05, "Derivatives and Hedging (Topic 815): Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships," to clarify guidance surrounding the effect on an existing hedging relationship of a change in the counterparty to a derivative instrument that has been designated as a hedging instrument. This ASU states that a change in counterparty to such derivative instrument does not, in and of itself, require dedesignation of that hedging relationship provided that all other hedge accounting criteria continue to be met. This guidance is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years, and is to be applied either under a prospective or a modified retrospective approach. The Company does not expect this guidance to have a material impact on the Company's consolidated financial statements.

Equity Method Investments

In March 2016, the FASB issued ASU No. 2016-07, "Investments - Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting," to simplify the accounting for investments qualifying for the use of the equity method of accounting. This ASU eliminates the requirement to retroactively adopt the equity method of accounting when an investment qualifies for such method as a result of an increase in the level of ownership interest or degree of influence. The ASU requires the equity method investor add the cost of acquiring the additional interest to the current basis and adopt the equity method of accounting as of that date going forward. Additionally, for available-for-sale equity securities that become qualified for equity method accounting, the ASU requires the related unrealized holding gains or losses included in accumulated other comprehensive income be recognized in earnings at the date the investment qualifies for such accounting. This guidance is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years, and is to be applied under a prospective approach. The Company does not expect this guidance to have a material impact on the Company's consolidated financial statements.

Employee Share-Based Compensation

In March 2016, the FASB issued ASU No. 2016-09, "Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting," to simplify the accounting for several areas of share-based payment transactions. This includes the recognition of all excess tax benefits and tax deficiencies as income tax expense instead of surplus, the classification on the statement of cash flows of excess tax benefits and taxes paid when the employer withholds shares for tax-withholding purposes. Additionally, related to forfeitures, the ASU provides the option to estimate the number of awards that are expected to vest or account for forfeitures as they occur. This guidance is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years, and is to be applied under a modified retrospective and retrospective approach based upon the specific amendment of the ASU. The Company is currently evaluating the impact of adopting this new guidance on the consolidated financial statements.

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Allowance for Credit Losses

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments," to replace the current incurred loss methodology for recognizing credit losses, which delays recognition until it is probable a loss has been incurred, with a methodology that reflects an estimate of all expected credit losses and considers additional reasonable and supportable forecasted information when determining credit loss estimates. This impacts the calculation of the allowance for credit losses for all financial assets measured under the amortized cost basis, including purchased credit impaired ("PCI") loans at the time of and subsequent to acquisition. Additionally, credit losses related to available-for-sale debt securities would be recorded through the allowance for credit losses and not as a direct adjustment to the amortized cost of the securities. This guidance is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years, and is to be applied under a modified retrospective approach. The Company is currently evaluating the impact of adopting this new guidance on the consolidated financial statements as well as the impact on current systems and processes.

Statement of Cash Flows

In August 2016, the FASB issued ASU No. 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (a consensus of the FASB Emerging Issues Task Force)," to clarify the presentation of specific types of cash flow receipts and payments, including the payment of debt prepayment or debt extinguishment costs, contingent consideration cash payments paid subsequent to the acquisition date and proceeds from settlement of BOLI policies. This guidance is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, and is to be applied under a retrospective approach, if practicable. The Company does not expect this guidance to have a material impact on the Company's consolidated financial statements.

Income Taxes

In October 2016, the FASB issued ASU No. 2016-16, "Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory," to improve the accounting for intra-entity transfers of assets other than inventory. This ASU allows the recognition of current and deferred income taxes for such transfers prior to the subsequent sale of the transferred assets to an outside party. Initial recognition of current and deferred income taxes is currently prohibited for intra-entity transfers of assets other than inventory. This guidance is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, and is to be applied under a modified retrospective approach through cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. The Company is currently evaluating the impact of adopting this new guidance on the consolidated financial statements.

(3) Business Combinations

Non-FDIC Assisted Bank Acquisitions

On August 19, 2016, the Company, through its wholly-owned subsidiary Lake Forest Bank & Trust Company ("Lake Forest Bank"), acquired approximately \$560.9 million in performing loans and related relationships from an affiliate of GE Capital Franchise Finance. The loans are to franchise operators (primarily quick service restaurant concepts) in the Midwest and in the Western portion of the United States.

On March 31, 2016, the Company acquired Generations Bancorp, Inc ("Generations"). Generations was the parent company of Foundations Bank, which had one banking location in Pewaukee, Wisconsin. Foundations Bank was

merged into the Company's wholly-owned subsidiary Town Bank. The Company acquired assets with a fair value of approximately \$131.0 million, including approximately \$67.4 million of loans, and assumed deposits with a fair value of approximately \$100.2 million. Additionally, the Company recorded goodwill of \$11.5 million on the acquisition.

On July 24, 2015, the Company acquired Community Financial Shares, Inc ("CFIS"). CFIS was the parent company of Community Bank - Wheaton/Glen Ellyn ("CBWGE"), which had four banking locations. CBWGE was merged into the Company's wholly-owned subsidiary Wheaton Bank & Trust Company ("Wheaton Bank"). The Company acquired assets with a fair value of approximately \$350.5 million, including approximately \$159.5 million of loans, and assumed deposits with a fair value of approximately \$290.0 million. Additionally, the Company recorded goodwill of \$27.6 million on the acquisition.

On July 17, 2015, the Company acquired Suburban Illinois Bancorp, Inc. ("Suburban"). Suburban was the parent company of Suburban Bank & Trust Company ("SBT"), which operated ten banking locations. SBT was merged into the Company's wholly-owned subsidiary Hinsdale Bank & Trust Company ("Hinsdale Bank"). The Company acquired assets with a fair value of

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approximately \$494.7 million, including approximately \$257.8 million of loans, and assumed deposits with a fair value of approximately \$416.7 million. Additionally, the Company recorded goodwill of \$18.6 million on the acquisition.

On July 1, 2015, the Company, through its wholly-owned subsidiary Wintrust Bank, acquired North Bank, which had two banking locations. The Company acquired assets with a fair value of \$117.9 million, including approximately \$51.6 million of loans, and assumed deposits with a fair value of approximately \$101.0 million. Additionally, the Company recorded goodwill of \$6.7 million on the acquisition.

On January 16, 2015, the Company acquired Delavan Bancshares, Inc. ("Delavan"). Delavan was the parent company of Community Bank CBD, which had four banking locations. Community Bank CBD was merged into the Company's wholly-owned subsidiary Town Bank. The Company acquired assets with a fair value of approximately \$224.1 million, including approximately \$128.0 million of loans, and assumed liabilities with a fair value of approximately \$186.4 million, including approximately \$170.2 million of deposits. Additionally the Company recorded goodwill of \$16.8 million on the acquisition.

FDIC-Assisted Transactions

Since 2010, the Company acquired the banking operations, including the acquisition of certain assets and the assumption of liabilities, of nine financial institutions in FDIC-assisted transactions. Loans comprise the majority of the assets acquired in nearly all of these FDIC-assisted transactions, most of which are subject to loss sharing agreements with the FDIC whereby the FDIC has agreed to reimburse the Company for 80% of losses incurred on the purchased loans, other real estate owned ("OREO"), and certain other assets. Additionally, clawback provisions within these loss share agreements with the FDIC require the Company to reimburse the FDIC in the event that actual losses on covered assets are lower than the original loss estimates agreed upon with the FDIC with respect of such assets in the loss share agreements. The Company refers to the loans subject to these loss sharing agreements as "covered loans" and uses the term "covered assets" to refer to covered loans, covered OREO and certain other covered assets. The agreements with the FDIC require that the Company follow certain servicing procedures or risk losing the FDIC reimbursement of covered asset losses.

The loans covered by the loss sharing agreements are classified and presented as covered loans and the estimated reimbursable losses are recorded as an FDIC indemnification asset or other liability in the Consolidated Statements of Condition. The Company recorded the acquired assets and liabilities at their estimated fair values at the acquisition date. The fair value for loans reflected expected credit losses at the acquisition date. Therefore, the Company will only recognize a provision for credit losses and charge-offs on the acquired loans for any further credit deterioration subsequent to the acquisition date. See Note 7 — Allowance for Loan Losses, Allowance for Losses on Lending-Related Commitments and Impaired Loans for further discussion of the allowance on covered loans.

The loss share agreements with the FDIC cover realized losses on loans, foreclosed real estate and certain other assets and require the Company to record loss share assets and liabilities that are measured separately from the loan portfolios because they are not contractually embedded in the loans and are not transferable with the loans should the Company choose to dispose of them. Fair values at the acquisition dates were estimated based on projected cash flows available for loss share based on the credit adjustments estimated for each loan pool and the loss share percentages. The loss share assets and liabilities are recorded as FDIC indemnification assets and other liabilities, respectively, on the Consolidated Statements of Condition. Subsequent to the acquisition date, reimbursements received from the FDIC for actual incurred losses will reduce the FDIC indemnification assets. Reductions to expected losses, to the extent such reductions to expected losses are the result of an improvement to the actual or expected cash flows from the covered assets, will also reduce the FDIC indemnification assets and, if necessary, increase any loss share liability when necessary reductions exceed the current value of the FDIC indemnification assets. In accordance with the

clawback provision noted above, the Company may be required to reimburse the FDIC when actual losses are less than certain thresholds established for each loss share agreement. The balance of these estimated reimbursements in accordance with clawback provisions and any related amortization are adjusted periodically for changes in the expected losses on covered assets. On the Consolidated Statements of Condition, estimated reimbursements from clawback provisions are recorded as a reduction to the FDIC indemnification asset or, if necessary, an increase to the loss share liability, which is included within accrued interest payable and other liabilities. Although these assets are contractual receivables from the FDIC and these liabilities are contractual payables to the FDIC, there are no contractual interest rates. Additional expected losses, to the extent such expected losses result in recognition of an allowance for covered loan losses, will increase the FDIC indemnification asset or reduce the FDIC indemnification liability. The corresponding amortization is recorded as a component of non-interest income on the Consolidated Statements of Income.

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The following table summarizes the activity in the Company's FDIC indemnification (liability) asset during the periods indicated:

(Dollars in thousands)	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Balance at beginning of period	\$(11,729)	\$ 3,429	\$(6,100)	\$ 11,846
Additions from acquisitions	—	—	—	—
Additions from reimbursable expenses	21	1,039	752	3,548
Accretion (amortization)	4	(718)	(189)	(3,184)
Changes in expected reimbursements from the FDIC for changes in expected credit losses	(4,537)	(5,236)	(10,284)	(13,546)
Payments received from the FDIC	(1,704)	(1,547)	(2,124)	(1,697)
Balance at end of period	\$(17,945)	\$ (3,033)	\$(17,945)	\$ (3,033)

PCI Loans

Purchased loans acquired in a business combination are recorded at estimated fair value on their purchase date. Expected future cash flows at the purchase date in excess of the fair value of loans are recorded as interest income over the life of the loans if the timing and amount of the future cash flows is reasonably estimable ("accretable yield"). The difference between contractually required payments and the cash flows expected to be collected at acquisition is referred to as the non-accretable difference and represents probable losses in the portfolio.

In determining the acquisition date fair value of PCI loans, and in subsequent accounting, the Company aggregates these purchased loans into pools of loans by common risk characteristics, such as credit risk rating and loan type. Subsequent to the purchase date, increases in cash flows over those expected at the purchase date are recognized as interest income prospectively. Subsequent decreases to the expected cash flows will generally result in a provision for loan losses.

The Company purchased a portfolio of life insurance premium finance receivables in 2009. These purchased life insurance premium finance receivables are valued on an individual basis with the accretable component being recognized into interest income using the effective yield method over the estimated remaining life of the loans. The non-accretable portion is evaluated each quarter and if the loans' credit related conditions improve, a portion is transferred to the accretable component and accreted over future periods. In the event a specific loan prepays in whole, any remaining accretable and non-accretable discount is recognized in income immediately. If credit related conditions deteriorate, an allowance related to these loans will be established as part of the provision for credit losses.

See Note 6—Loans, for additional information on PCI loans.

(4) Cash and Cash Equivalents

For purposes of the Consolidated Statements of Cash Flows, the Company considers cash and cash equivalents to include cash on hand, cash items in the process of collection, non-interest bearing amounts due from correspondent banks, federal funds sold and securities purchased under resale agreements with original maturities of three months or less.

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(5) Investment Securities

The following tables are a summary of the available-for-sale and held-to-maturity securities portfolios as of the dates shown:

(Dollars in thousands)	September 30, 2016			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale securities				
U.S. Treasury	\$30,017	\$ 19	\$ —	\$30,036
U.S. Government agencies	93,561	163	(41)	93,683
Municipal	106,033	3,395	(147)	109,281
Corporate notes:				
Financial issuers	65,215	299	(1,311)	64,203
Other	1,000	—	—	1,000
Mortgage-backed: ⁽¹⁾				
Mortgage-backed securities	1,257,070	7,958	(54)	1,264,974
Collateralized mortgage obligations	35,935	304	(102)	36,137
Equity securities	48,568	2,998	(784)	50,782
Total available-for-sale securities	\$1,637,399	\$ 15,136	\$ (2,439)	\$1,650,096
Held-to-maturity securities				
U.S. Government agencies	\$729,417	\$ 7,577	\$ (2,879)	\$734,115
Municipal	203,350	5,515	(314)	208,551
Total held-to-maturity securities	\$932,767	\$ 13,092	\$ (3,193)	\$942,666

(Dollars in thousands)	December 31, 2015			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale securities				
U.S. Treasury	\$312,282	\$ —	\$ (5,553)	\$306,729
U.S. Government agencies	70,313	198	(275)	70,236
Municipal	105,702	3,249	(356)	108,595
Corporate notes:				
Financial issuers	80,014	1,510	(1,481)	80,043
Other	1,500	4	(2)	1,502
Mortgage-backed: ⁽¹⁾				
Mortgage-backed securities	1,069,680	3,834	(21,004)	1,052,510
Collateralized mortgage obligations	40,421	172	(506)	40,087
Equity securities	51,380	5,799	(493)	56,686
Total available-for-sale securities	\$1,731,292	\$ 14,766	\$ (29,670)	\$1,716,388
Held-to-maturity securities				
U.S. Government agencies	\$687,302	\$ 4	\$ (7,144)	\$680,162
Municipal	197,524	867	(442)	197,949
Total held-to-maturity securities	\$884,826	\$ 871	\$ (7,586)	\$878,111

(Dollars in thousands)	September 30, 2015			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale securities				

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U.S. Treasury	\$288,185	\$ 101	\$(2,364)	\$285,922
U.S. Government agencies	657,297	2,726	(15,000)	645,023
Municipal	294,073	5,354	(2,085)	297,342
Corporate notes:				
Financial issuers	114,976	1,656	(1,216)	115,416
Other	1,525	6	(2)	1,529
Mortgage-backed: ⁽¹⁾				
Mortgage-backed securities	778,240	4,974	(10,913)	772,301
Collateralized mortgage obligations	42,724	343	(323)	42,744
Equity securities	49,356	4,993	(345)	54,004
Total available-for-sale securities	\$2,226,376	\$ 20,153	\$(32,248)	\$2,214,281
Held-to-maturity securities				
U.S. Government agencies	\$—	\$ —	\$—	\$—
Municipal	—	—	—	—
Total held-to-maturity securities	\$—	\$ —	\$—	\$—

(1) Consisting entirely of residential mortgage-backed securities, none of which are subprime.

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In the fourth quarter of 2015, the Company transferred \$862.7 million of investment securities with an unrealized loss of \$14.4 million from the available-for-sale classification to the held-to-maturity classification. No investment securities were transferred from the available-for-sale classification to the held-to-maturity classification in the first nine months of 2016.

The following table presents the portion of the Company's available-for-sale and held-to-maturity securities portfolios which has gross unrealized losses, reflecting the length of time that individual securities have been in a continuous unrealized loss position at September 30, 2016:

(Dollars in thousands)	Continuous unrealized losses existing for less than 12 months		Continuous unrealized losses existing for greater than 12 months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Available-for-sale securities						
U.S. Treasury	\$—	\$—	\$—	\$—	\$—	\$—
U.S. Government agencies	35,173	(41)	—	—	35,173	(41)
Municipal	13,062	(45)	7,766	(102)	20,828	(147)
Corporate notes:						
Financial issuers	10,000	(1)	34,650	(1,310)	44,650	(1,311)
Other	—	—	—	—	—	—
Mortgage-backed:						
Mortgage-backed securities	1,017	(22)	4,019	(32)	5,036	(54)
Collateralized mortgage obligations	1,255	(2)	7,499	(100)	8,754	(102)
Equity securities	16,550	(481)	8,787	(303)	25,337	(784)
Total available-for-sale securities	\$77,057	\$ (592)	\$62,721	\$ (1,847)	\$139,778	\$ (2,439)
Held-to-maturity securities						
U.S. Government agencies	\$240,400	\$ (2,879)	\$—	\$—	\$240,400	\$ (2,879)
Municipal	11,925	(204)	9,239	(110)	21,164	(314)
Total held-to-maturity securities	\$252,325	\$ (3,083)	\$9,239	\$ (110)	\$261,564	\$ (3,193)

The Company conducts a regular assessment of its investment securities to determine whether securities are other-than-temporarily impaired considering, among other factors, the nature of the securities, credit ratings or financial condition of the issuer, the extent and duration of the unrealized loss, expected cash flows, market conditions and the Company's ability to hold the securities through the anticipated recovery period.

The Company does not consider securities with unrealized losses at September 30, 2016 to be other-than-temporarily impaired. The Company does not intend to sell these investments and it is more likely than not that the Company will not be required to sell these investments before recovery of the amortized cost bases, which may be the maturity dates of the securities. The unrealized losses within each category have occurred as a result of changes in interest rates, market spreads and market conditions subsequent to purchase. Securities with continuous unrealized losses existing for more than twelve months were primarily corporate notes and mortgage-backed securities. Unrealized losses recognized on corporate notes and mortgage-backed securities are the result of increases in yields for similar types of securities.

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The following table provides information as to the amount of gross gains and gross losses realized and proceeds received through the sale or call of investment securities:

(Dollars in thousands)	Three months ended		Nine months ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Realized gains	\$3,429	\$87	\$7,466	\$654
Realized losses	(124) (185) (1,396) (252
Net realized gains (losses)	\$3,305	\$(98) \$6,070	\$402
Other than temporary impairment charges	—	—	—	—
Gains (losses) on investment securities, net	\$3,305	\$(98) \$6,070	\$402
Proceeds from sales and calls of available-for-sale securities	\$1,114,666	\$82,827	\$2,186,662	\$1,216,860
Proceeds from calls of held-to-maturity securities	141,885	—	423,866	—

The amortized cost and fair value of securities as of September 30, 2016, December 31, 2015 and September 30, 2015, by contractual maturity, are shown in the following table. Contractual maturities may differ from actual maturities as borrowers may have the right to call or repay obligations with or without call or prepayment penalties. Mortgage-backed securities are not included in the maturity categories in the following maturity summary as actual maturities may differ from contractual maturities because the underlying mortgages may be called or prepaid without penalties:

(Dollars in thousands)	September 30, 2016		December 31, 2015		September 30, 2015	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Available-for-sale securities						
Due in one year or less	\$115,227	\$115,487	\$160,856	\$160,756	\$164,374	\$164,429
Due in one to five years	141,364	141,368	166,550	166,468	186,199	186,592
Due in five to ten years	28,696	31,319	228,652	225,699	343,468	342,271
Due after ten years	10,539	10,029	13,753	14,182	662,015	651,940
Mortgage-backed	1,293,005	1,301,111	1,110,101	1,092,597	820,964	815,045
Equity securities	48,568	50,782	51,380	56,686	49,356	54,004
Total available-for-sale securities	\$1,637,399	\$1,650,096	\$1,731,292	\$1,716,388	\$2,226,376	\$2,214,281
Held-to-maturity securities						
Due in one year or less	\$—	\$—	\$—	\$—	\$—	\$—
Due in one to five years	25,927	26,023	19,208	19,156	—	—
Due in five to ten years	64,835	65,842	96,454	96,091	—	—
Due after ten years	842,005	850,801	769,164	762,864	—	—
Total held-to-maturity securities	\$932,767	\$942,666	\$884,826	\$878,111	\$—	\$—

Securities having a fair value of \$1.4 billion at September 30, 2016 as well as securities having a fair value of \$1.2 billion and \$1.3 billion at December 31, 2015 and September 30, 2015, respectively, were pledged as collateral for public deposits, trust deposits, Federal Home Loan Bank ("FHLB") advances, securities sold under repurchase agreements and derivatives. At September 30, 2016, there were no securities of a single issuer, other than U.S. Government-sponsored agency securities, which exceeded 10% of shareholders' equity.

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(6) Loans

The following table shows the Company's loan portfolio by category as of the dates shown:

(Dollars in thousands)	September 30, 2016	December 31, 2015	September 30, 2015	
Balance:				
Commercial	\$5,951,544	\$4,713,909	\$4,400,185	
Commercial real estate	5,908,684	5,529,289	5,307,566	
Home equity	742,868	784,675	797,465	
Residential real estate	663,598	607,451	571,743	
Premium finance receivables—commercial	2,430,233	2,374,921	2,407,075	
Premium finance receivables—life insurance	3,283,359	2,961,496	2,700,275	
Consumer and other	120,975	146,376	131,902	
Total loans, net of unearned income, excluding covered loans	\$19,101,261	\$17,118,117	\$16,316,211	
Covered loans	95,940	148,673	168,609	
Total loans	\$19,197,201	\$17,266,790	\$16,484,820	
Mix:				
Commercial	31	% 27	% 27	%
Commercial real estate	31	32	32	
Home equity	4	5	5	
Residential real estate	3	3	3	
Premium finance receivables—commercial	13	14	15	
Premium finance receivables—life insurance	17	17	16	
Consumer and other	1	1	1	
Total loans, net of unearned income, excluding covered loans	100	% 99	% 99	%
Covered loans	—	1	1	
Total loans	100	% 100	% 100	%

The Company's loan portfolio is generally comprised of loans to consumers and small to medium-sized businesses located within the geographic market areas that the banks serve. The premium finance receivables portfolios are made to customers throughout the United States and Canada. The Company strives to maintain a loan portfolio that is diverse in terms of loan type, industry, borrower and geographic concentrations. Such diversification reduces the exposure to economic downturns that may occur in different segments of the economy or in different industries.

Certain premium finance receivables are recorded net of unearned income. The unearned income portions of such premium finance receivables were \$64.4 million at September 30, 2016, \$56.7 million at December 31, 2015 and \$53.4 million at September 30, 2015, respectively. Certain life insurance premium finance receivables attributable to the life insurance premium finance loan acquisition in 2009 as well as PCI loans are recorded net of credit discounts. See "Acquired Loan Information at Acquisition" below.

Total loans, excluding PCI loans, include net deferred loan fees and costs and fair value purchase accounting adjustments totaling \$873,000 at September 30, 2016, \$(9.2) million at December 31, 2015 and \$(18.8) million at September 30, 2015. The net credit balance at December 31, 2015 and September 30, 2015, is primarily the result of purchase accounting adjustments related to acquisitions in 2015.

It is the policy of the Company to review each prospective credit in order to determine the appropriateness and, when required, the adequacy of security or collateral necessary to obtain when making a loan. The type of collateral, when required, will vary from liquid assets to real estate. The Company seeks to ensure access to collateral, in the event of default, through adherence to state lending laws and the Company's credit monitoring procedures.

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Acquired Loan Information at Acquisition—PCI Loans

As part of the Company's previous acquisitions, the Company acquired loans for which there was evidence of credit quality deterioration since origination (PCI loans) and we determined that it was probable that the Company would be unable to collect all contractually required principal and interest payments. The following table presents the unpaid principal balance and carrying value for these acquired loans:

(Dollars in thousands)	September 30, 2016		December 31, 2015	
	Unpaid Principal Balance	Carrying Value	Unpaid Principal Balance	Carrying Value
Bank acquisitions	\$278,862	\$233,340	\$326,470	\$271,260
Life insurance premium finance loans acquisition	266,618	262,887	372,738	368,292

The following table provides estimated details as of the date of acquisition on loans acquired in 2016 with evidence of credit quality deterioration since origination:

(Dollars in thousands)	Foundations Bank
Contractually required payments including interest	\$ 20,091
Less: Nonaccretable difference	4,009
Cash flows expected to be collected ⁽¹⁾	\$ 16,082
Less: Accretable yield	1,082
Fair value of PCI loans acquired	\$ 15,000

(1) Represents undiscounted expected principal and interest cash at acquisition.

See Note 7—Allowance for Loan Losses, Allowance for Losses on Lending-Related Commitments and Impaired Loans for further discussion regarding the allowance for loan losses associated with PCI loans at September 30, 2016.

Accretable Yield Activity - PCI Loans

Changes in expected cash flows may vary from period to period as the Company periodically updates its cash flow model assumptions for PCI loans. The factors that most significantly affect the estimates of gross cash flows expected to be collected, and accordingly the accretable yield, include changes in the benchmark interest rate indices for variable-rate products and changes in prepayment assumptions and loss estimates. The following table provides activity for the accretable yield of PCI loans:

(Dollars in thousands)	Three months ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Accretable yield, beginning balance	\$55,630	\$ 63,643	\$63,902	\$ 79,102
Acquisitions	—	10,407	1,082	11,305
Accretable yield amortized to interest income	(6,449)	(5,939)	(17,105)	(18,359)
Accretable yield amortized to indemnification asset/liability ⁽¹⁾	(1,744)	(3,280)	(5,539)	(10,945)
Reclassification from non-accretable difference ⁽²⁾	5,370	2,298	12,099	5,154
Increases (decreases) in interest cash flows due to payments and changes in interest rates	170	(610)	(1,462)	262
Accretable yield, ending balance ⁽³⁾	\$52,977	\$ 66,519	\$52,977	\$ 66,519

(1) Represents the portion of the current period accreted yield, resulting from lower expected losses, applied to reduce the loss share indemnification asset or increase the loss share indemnification liability.

(2) Reclassification is the result of subsequent increases in expected principal cash flows.

As of September 30, 2016, the Company estimates that the remaining accretable yield balance to be amortized to
(3) the indemnification asset or liability for the bank acquisitions is \$1.5 million. The remainder of the accretable yield related to bank acquisitions is expected to be amortized to interest income.

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Accretion to interest income accounted for under ASC 310-30 totaled \$6.4 million and \$5.9 million in the third quarter of 2016 and 2015, respectively. For the nine months ended September 30, 2016 and 2015, the Company recorded accretion to interest income of \$17.1 million and \$18.4 million, respectively. These amounts include accretion from both covered and non-covered loans, and are both included within interest and fees on loans in the Consolidated Statements of Income.

(7) Allowance for Loan Losses, Allowance for Losses on Lending-Related Commitments and Impaired Loans

The tables below show the aging of the Company's loan portfolio at September 30, 2016, December 31, 2015 and September 30, 2015:

As of September 30, 2016

(Dollars in thousands)	Nonaccrual	90+ days and still accruing	60-89 days past due	30-59 days past due	Current	Total Loans
Loan Balances:						
Commercial						
Commercial, industrial and other	\$ 15,809	\$ —	\$7,324	\$8,987	\$3,573,396	\$3,605,516
Franchise	—	—	458	1,626	872,661	874,745
Mortgage warehouse lines of credit	—	—	—	—	309,632	309,632
Asset-based lending	234	—	3,772	3,741	837,972	845,719
Leases	375	—	239	—	299,339	299,953
PCI - commercial ⁽¹⁾	—	1,783	—	1,036	13,160	15,979
Total commercial	16,418	1,783	11,793	15,390	5,906,160	5,951,544
Commercial real estate:						
Construction	400	—	—	3,775	447,302	451,477
Land	1,208	—	787	300	105,406	107,701
Office	3,609	—	6,457	8,062	865,954	884,082
Industrial	9,967	—	940	2,961	753,636	767,504
Retail	909	—	1,340	8,723	884,369	895,341
Multi-family	90	—	3,051	2,169	789,645	794,955
Mixed use and other	6,442	—	2,157	5,184	1,837,724	1,851,507
PCI - commercial real estate ⁽¹⁾	—	21,433	1,509	4,066	129,109	156,117
Total commercial real estate	22,625	21,433	16,241	35,240	5,813,145	5,908,684
Home equity	9,309	—	1,728	3,842	727,989	742,868
Residential real estate, including PCI	12,205	1,496	2,232	1,088	646,577	663,598
Premium finance receivables						
Commercial insurance loans	14,214	7,754	6,968	10,291	2,391,006	2,430,233
Life insurance loans	—	—	9,960	3,717	3,006,795	3,020,472
PCI - life insurance loans ⁽¹⁾	—	—	—	—	262,887	262,887
Consumer and other, including PCI	543	124	204	871	119,233	120,975
Total loans, net of unearned income, excluding covered loans	\$ 75,314	\$ 32,590	\$49,126	\$70,439	\$18,873,792	\$19,101,261
Covered loans	2,331	4,806	1,545	2,456	84,802	95,940
Total loans, net of unearned income	\$ 77,645	\$ 37,396	\$50,671	\$72,895	\$18,958,594	\$19,197,201

⁽¹⁾ PCI loans represent loans acquired with evidence of credit quality deterioration since origination, in accordance with ASC 310-30. Loan agings are based upon contractually required payments.

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As of December 31, 2015

(Dollars in thousands)

	Nonaccrual	90+ days and still accruing	60-89 days past due	30-59 days past due	Current	Total Loans
Loan Balances:						
Commercial						
Commercial, industrial and other	\$ 12,704	\$ 6	\$ 6,749	\$ 12,930	\$ 3,226,139	\$ 3,258,528
Franchise	—	—	—	—	245,228	245,228
Mortgage warehouse lines of credit	—	—	—	—	222,806	222,806
Asset-based lending	8	—	3,864	1,844	736,968	742,684
Leases	—	535	748	4,192	220,599	226,074
PCI - commercial ⁽¹⁾	—	892	—	2,510	15,187	18,589
Total commercial	12,712	1,433	11,361	21,476	4,666,927	4,713,909
Commercial real estate						
Construction	306	—	1,371	1,645	355,338	358,660
Land	1,751	—	—	120	76,546	78,417
Office	4,619	—	764	3,817	853,801	863,001
Industrial	9,564	—	1,868	1,009	715,207	727,648
Retail	1,760	—	442	2,310	863,887	868,399
Multi-family	1,954	—	597	6,568	733,230	742,349
Mixed use and other	6,691	—	6,723	7,215	1,712,187	1,732,816
PCI - commercial real estate ⁽¹⁾	—	22,111	4,662	16,559	114,667	157,999
Total commercial real estate	26,645	22,111	16,427	39,243	5,424,863	5,529,289
Home equity	6,848	—	1,889	5,517	770,421	784,675
Residential real estate, including PCI	12,043	488	2,166	3,903	588,851	607,451
Premium finance receivables						
Commercial insurance loans	14,561	10,294	6,624	21,656	2,321,786	2,374,921
Life insurance loans	—	—	3,432	11,140	2,578,632	2,593,204
PCI - life insurance loans ⁽¹⁾	—	—	—	—	368,292	368,292
Consumer and other, including PCI	263	211	204	1,187	144,511	146,376
Total loans, net of unearned income, excluding covered loans	\$ 73,072	\$ 34,537	\$ 42,103	\$ 104,122	\$ 16,864,283	\$ 17,118,117
Covered loans	5,878	7,335	703	5,774	128,983	148,673
Total loans, net of unearned income	\$ 78,950	\$ 41,872	\$ 42,806	\$ 109,896	\$ 16,993,266	\$ 17,266,790

As of September 30, 2015

(Dollars in thousands)

	Nonaccrual	90+ days and still accruing	60-89 days past due	30-59 days past due	Current	Total Loans
Loan Balances:						
Commercial						
Commercial, industrial and other	\$ 12,006	\$ —	\$ 2,775	\$ 9,709	\$ 2,985,985	\$ 3,010,475
Franchise	—	—	80	376	221,545	222,001
Mortgage warehouse lines of credit	—	—	—	—	136,614	136,614
Asset-based lending	12	—	1,313	247	800,798	802,370
Leases	—	—	—	89	205,697	205,786
PCI - commercial ⁽¹⁾	—	217	—	39	22,683	22,939
Total commercial	12,018	217	4,168	10,460	4,373,322	4,400,185
Commercial real estate:						
Construction	31	—	—	3,535	343,668	347,234
Land	1,756	—	—	2,207	75,113	79,076

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Office	4,045	—	10,861	2,362	773,043	790,311
Industrial	11,637	—	786	897	622,804	636,124
Retail	2,022	—	1,536	821	781,463	785,842
Multi-family	1,525	—	512	744	684,878	687,659
Mixed use and other	7,601	—	2,340	12,871	1,797,516	1,820,328
PCI - commercial real estate ⁽¹⁾	—	13,547	299	583	146,563	160,992
Total commercial real estate	28,617	13,547	16,334	24,020	5,225,048	5,307,566
Home equity	8,365	—	811	4,124	784,165	797,465
Residential real estate, including PCI	14,557	424	1,340	1,606	553,816	571,743
Premium finance receivables						
Commercial insurance loans	13,751	8,231	6,664	13,659	2,364,770	2,407,075
Life insurance loans	—	—	9,656	2,627	2,314,406	2,326,689
PCI - life insurance loans ⁽¹⁾	—	—	—	—	373,586	373,586
Consumer and other, including PCI	297	140	56	935	130,474	131,902
Total loans, net of unearned income, excluding covered loans	\$ 77,605	\$ 22,559	\$ 39,029	\$ 57,431	\$ 16,119,587	\$ 16,316,211
Covered loans	6,540	7,626	1,392	802	152,249	168,609
Total loans, net of unearned income	\$ 84,145	\$ 30,185	\$ 40,421	\$ 58,233	\$ 16,271,836	\$ 16,484,820

⁽¹⁾ PCI loans represent loans acquired with evidence of credit quality deterioration since origination, in accordance with ASC 310-30. Loan agings are based upon contractually required payments.

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The Company's ability to manage credit risk depends in large part on our ability to properly identify and manage problem loans. To do so, the Company operates a credit risk rating system under which our credit management personnel assign a credit risk rating (1 to 10 rating) to each loan at the time of origination and review loans on a regular basis.

Each loan officer is responsible for monitoring his or her loan portfolio, recommending a credit risk rating for each loan in his or her portfolio and ensuring the credit risk ratings are appropriate. These credit risk ratings are then ratified by the bank's chief credit officer and/or concurrence credit officer. Credit risk ratings are determined by evaluating a number of factors including: a borrower's financial strength, cash flow coverage, collateral protection and guarantees.

The Company's Problem Loan Reporting system automatically includes all loans with credit risk ratings of 6 through 9. This system is designed to provide an on-going detailed tracking mechanism for each problem loan. Once management determines that a loan has deteriorated to a point where it has a credit risk rating of 6 or worse, the Company's Managed Asset Division performs an overall credit and collateral review. As part of this review, all underlying collateral is identified and the valuation methodology is analyzed and tracked. As a result of this initial review by the Company's Managed Asset Division, the credit risk rating is reviewed and a portion of the outstanding loan balance may be deemed uncollectible or an impairment reserve may be established. The Company's impairment analysis utilizes an independent re-appraisal of the collateral (unless such a third-party evaluation is not possible due to the unique nature of the collateral, such as a closely-held business or thinly traded securities). In the case of commercial real estate collateral, an independent third party appraisal is ordered by the Company's Real Estate Services Group to determine if there has been any change in the underlying collateral value. These independent appraisals are reviewed by the Real Estate Services Group and sometimes by independent third party valuation experts and may be adjusted depending upon market conditions.

Through the credit risk rating process, loans are reviewed to determine if they are performing in accordance with the original contractual terms. If the borrower has failed to comply with the original contractual terms, further action may be required by the Company, including a downgrade in the credit risk rating, movement to non-accrual status, a charge-off or the establishment of a specific impairment reserve. If we determine that a loan amount, or portion thereof, is uncollectible, the loan's credit risk rating is immediately downgraded to an 8 or 9 and the uncollectible amount is charged-off. Any loan that has a partial charge-off continues to be assigned a credit risk rating of an 8 or 9 for the duration of time that a balance remains outstanding. The Company undertakes a thorough and ongoing analysis to determine if additional impairment and/or charge-offs are appropriate and to begin a workout plan for the credit to minimize actual losses.

If, based on current information and events, it is probable that the Company will be unable to collect all amounts due to it according to the contractual terms of the loan agreement, a specific impairment reserve is established. In determining the appropriate charge-off for collateral-dependent loans, the Company considers the results of appraisals for the associated collateral.

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Non-performing loans include all non-accrual loans (8 and 9 risk ratings) as well as loans 90 days past due and still accruing interest, excluding PCI and covered loans. The remainder of the portfolio is considered performing under the contractual terms of the loan agreement. The following table presents the recorded investment based on performance of loans by class, excluding covered loans, per the most recent analysis at September 30, 2016, December 31, 2015 and September 30, 2015:

(Dollars in thousands)	Performing			Non-performing			Total		
	September 30, 2016	December 31, 2015	September 30, 2015	September 30, 2016	December 31, 2015	September 30, 2015	September 30, 2016	December 31, 2015	September 30, 2015
Loan Balances:									
Commercial									
Commercial, industrial and other	\$3,589,707	\$3,245,818	\$2,998,469	\$15,809	\$12,710	\$12,006	\$3,605,516	\$3,258,528	\$3,010,475
Franchise	874,745	245,228	222,001	—	—	—	874,745	245,228	222,001
Mortgage warehouse lines of credit	309,632	222,806	136,614	—	—	—	309,632	222,806	136,614
Asset-based lending	845,485	742,676	802,358	234	8	12	845,719	742,684	802,370
Leases	299,578	225,539	205,786	375	535	—	299,953	226,074	205,786
PCI - commercial ⁽¹⁾	15,979	18,589	22,939	—	—	—	15,979	18,589	22,939
Total commercial	5,935,126	4,700,656	4,388,167	16,418	13,253	12,018	5,951,544	4,713,909	4,400,141
Commercial real estate									
Construction	451,077	358,354	347,203	400	306	31	451,477	358,660	347,234
Land	106,493	76,666	77,320	1,208	1,751	1,756	107,701	78,417	79,076
Office	880,473	858,382	786,266	3,609	4,619	4,045	884,082	863,001	790,311
Industrial	757,537	718,084	624,487	9,967	9,564	11,637	767,504	727,648	636,124
Retail	894,432	866,639	783,820	909	1,760	2,022	895,341	868,399	785,842
Multi-family	794,865	740,395	686,134	90	1,954	1,525	794,955	742,349	687,659
Mixed use and other	1,845,065	1,726,125	1,812,727	6,442	6,691	7,601	1,851,507	1,732,816	1,820,327
PCI - commercial real estate ⁽¹⁾	156,117	157,999	160,992	—	—	—	156,117	157,999	160,992
Total commercial real estate	5,886,059	5,502,644	5,278,949	22,625	26,645	28,617	5,908,684	5,529,289	5,307,531
Home equity	733,559	777,827	789,100	9,309	6,848	8,365	742,868	784,675	797,465
Residential real estate, including PCI	651,393	595,408	557,186	12,205	12,043	14,557	663,598	607,451	571,741
Premium finance receivables									
Commercial insurance loans	2,408,265	2,350,066	2,385,093	21,968	24,855	21,982	2,430,233	2,374,921	2,407,076
Life insurance loans	3,020,472	2,593,204	2,326,689	—	—	—	3,020,472	2,593,204	2,326,689
PCI - life insurance loans ⁽¹⁾	262,887	368,292	373,586	—	—	—	262,887	368,292	373,586
Consumer and other, including PCI	120,372	145,963	131,465	603	413	437	120,975	146,376	131,902
Total loans, net of unearned income, excluding covered loans	\$19,018,133	\$17,034,060	\$16,230,235	\$83,128	\$84,057	\$85,976	\$19,101,261	\$17,118,117	\$16,310,141

(1)

PCI loans represent loans acquired with evidence of credit quality deterioration since origination, in accordance with ASC 310-30. See Note 6 - Loans for further discussion of these purchased loans.

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A summary of activity in the allowance for credit losses by loan portfolio (excluding covered loans) for the three and nine months ended September 30, 2016 and 2015 is as follows:

Three months ended September 30, 2016 (Dollars in thousands)	Commercial	Commercial Real Estate	Home Equity	Residential Real Estate	Premium Finance Receivable	Consumer and Other	Total, Excluding Covered Loans
Allowance for credit losses							
Allowance for loan losses at beginning of period	\$ 41,654	\$ 46,824	\$ 11,383	\$ 5,405	\$ 7,814	\$ 1,276	\$ 114,356
Other adjustments	(35)	(57)	—	(10)	(10)	—	(112)
Reclassification from allowance for unfunded lending-related commitments	(500)	(79)	—	—	—	—	(579)
Charge-offs	(3,469)	(382)	(574)	(134)	(1,959)	(389)	(6,907)
Recoveries	176	364	65	61	456	72	1,194
Provision for credit losses	5,212	1,678	810	781	974	286	9,741
Allowance for loan losses at period end	\$ 43,038	\$ 48,348	\$ 11,684	\$ 6,103	\$ 7,275	\$ 1,245	\$ 117,693
Allowance for unfunded lending-related commitments at period end	\$ 500	\$ 1,148	\$ —	\$ —	\$ —	\$ —	\$ 1,648
Allowance for credit losses at period end	\$ 43,538	\$ 49,496	\$ 11,684	\$ 6,103	\$ 7,275	\$ 1,245	\$ 119,341
Individually evaluated for impairment	\$ 2,554	\$ 2,491	\$ 964	\$ 1,166	\$ —	\$ 192	\$ 7,367
Collectively evaluated for impairment	40,252	46,983	10,720	4,867	7,275	1,053	111,150
Loans acquired with deteriorated credit quality	732	22	—	70	—	—	824
Loans at period end							
Individually evaluated for impairment	\$ 19,133	\$ 45,290	\$ 9,309	\$ 17,040	\$ —	\$ 602	\$ 91,374
Collectively evaluated for impairment	5,916,432	5,707,277	733,559	642,633	5,450,705	119,162	18,569,768
Loans acquired with deteriorated credit quality	15,979	156,117	—	3,925	262,887	1,211	440,119
Three months ended September 30, 2015 (Dollars in thousands)							
Allowance for credit losses							
Allowance for loan losses at beginning of period	\$ 32,900	\$ 42,198	\$ 12,288	\$ 5,019	\$ 6,921	\$ 878	\$ 100,204
Other adjustments	(12)	(85)	—	(6)	(50)	—	(153)
Reclassification from allowance for unfunded lending-related commitments	—	(42)	—	—	—	—	(42)
Charge-offs	(964)	(1,948)	(1,116)	(1,138)	(1,595)	(116)	(6,877)
Recoveries	462	213	42	136	294	52	1,199
Provision for credit losses	1,604	3,725	1,009	575	1,511	241	8,665
Allowance for loan losses at period end	\$ 33,990	\$ 44,061	\$ 12,223	\$ 4,586	\$ 7,081	\$ 1,055	\$ 102,996
	\$ —	\$ 926	\$ —	\$ —	\$ —	\$ —	\$ 926

Allowance for unfunded
lending-related commitments at
period end

Allowance for credit losses at period end	\$ 33,990	\$ 44,987	\$ 12,223	\$ 4,586	\$ 7,081	\$ 1,055	\$ 103,922
Individually evaluated for impairment	\$ 1,881	\$ 5,832	\$ 239	\$ 544	\$ —	\$ 30	\$ 8,526
Collectively evaluated for impairment	31,943	38,361	11,984	4,042	7,081	1,024	94,435
Loans acquired with deteriorated credit quality	166	794	—	—	—	1	961
Loans at period end							
Individually evaluated for impairment	\$ 18,211	\$ 68,947	\$ 8,365	\$ 18,267	\$ —	\$ 430	\$ 114,220
Collectively evaluated for impairment	4,359,035	5,077,627	789,100	549,794	4,733,764	131,472	15,640,792
Loans acquired with deteriorated credit quality	22,939	160,992	—	3,682	373,586	—	561,199

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Nine months ended September 30, 2016 (Dollars in thousands)	Commercial	Commercial Real Estate	Home Equity	Residential Real Estate	Premium Finance Receivable	Consumer and Other	Total, Excluding Covered Loans
Allowance for credit losses							
Allowance for loan losses at beginning of period	\$ 36,135	\$ 43,758	\$ 12,012	\$ 4,734	\$ 7,233	\$ 1,528	\$ 105,400
Other adjustments	(103)	(203)	—	(49)	31	—	(324)
Reclassification from allowance for unfunded lending-related commitments	(500)	(200)	—	—	—	—	(700)
Charge-offs	(4,861)	(1,555)	(3,672)	(1,320)	(6,350)	(720)	(18,478)
Recoveries	926	1,029	184	204	1,876	143	4,362
Provision for credit losses	11,441	5,519	3,160	2,534	4,485	294	27,433
Allowance for loan losses at period end	\$ 43,038	\$ 48,348	\$ 11,684	\$ 6,103	\$ 7,275	\$ 1,245	\$ 117,693
Allowance for unfunded lending-related commitments at period end	\$ 500	\$ 1,148	\$ —	\$ —	\$ —	\$ —	\$ 1,648
Allowance for credit losses at period end	\$ 43,538	\$ 49,496	\$ 11,684	\$ 6,103	\$ 7,275	\$ 1,245	\$ 119,341
Nine months ended September 30, 2015 (Dollars in thousands)	Commercial	Commercial Real Estate	Home Equity	Residential Real Estate	Premium Finance Receivable	Consumer and Other	Total, Excluding Covered Loans
Allowance for credit losses							
Allowance for loan losses at beginning of period	\$ 31,699	\$ 35,533	\$ 12,500	\$ 4,218	\$ 6,513	\$ 1,242	\$ 91,705
Other adjustments	(42)	(346)	—	(14)	(92)	—	(494)
Reclassification from allowance for unfunded lending-related commitments	—	(151)	—	—	—	—	(151)
Charge-offs	(2,884)	(3,809)	(3,547)	(2,692)	(4,384)	(342)	(17,658)
Recoveries	1,117	2,349	129	228	1,081	139	5,043
Provision for credit losses	4,100	10,485	3,141	2,846	3,963	16	24,551
Allowance for loan losses at period end	\$ 33,990	\$ 44,061	\$ 12,223	\$ 4,586	\$ 7,081	\$ 1,055	\$ 102,996
Allowance for unfunded lending-related commitments at period end	\$ —	\$ 926	\$ —	\$ —	\$ —	\$ —	\$ 926
Allowance for credit losses at period end	\$ 33,990	\$ 44,987	\$ 12,223	\$ 4,586	\$ 7,081	\$ 1,055	\$ 103,922

A summary of activity in the allowance for covered loan losses for the three and nine months ended September 30, 2016 and 2015 is as follows:

Three Months Ended	Nine Months Ended
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	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
(Dollars in thousands)				
Balance at beginning of period	\$2,412	\$ 2,215	\$3,026	\$ 2,131
Provision for covered loan losses before benefit attributable to FDIC loss share agreements	(847)	(1,716)	(3,495)	(3,339)
Benefit attributable to FDIC loss share agreements	677	1,373	2,796	2,671
Net provision for covered loan losses	(170)	(343)	(699)	(668)
Increase/decrease in FDIC indemnification liability/asset	(677)	(1,373)	(2,796)	(2,671)
Loans charged-off	(918)	(287)	(1,291)	(664)
Recoveries of loans charged-off	775	2,706	3,182	4,790
Net (charge-offs) recoveries	(143)	2,419	1,891	4,126
Balance at end of period	\$1,422	\$ 2,918	\$1,422	\$ 2,918

In conjunction with FDIC-assisted transactions, the Company entered into loss share agreements with the FDIC. Additional expected losses, to the extent such expected losses result in the recognition of an allowance for loan losses, will increase the FDIC loss share asset or reduce any FDIC loss share liability. The allowance for loan losses for loans acquired in FDIC-assisted transactions is determined without giving consideration to the amounts recoverable through loss share agreements (since the loss share agreements are separately accounted for and thus presented “gross” on the balance sheet). On the Consolidated Statements of Income, the provision for credit losses is reported net of changes in the amount recoverable under the loss share agreements. Reductions to expected losses, to the extent such reductions to expected losses are the result of an improvement to the actual or expected cash flows from the covered assets, will reduce

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the FDIC loss share asset or increase any FDIC loss share liability. Additions to expected losses will require an increase to the allowance for covered loan losses, and a corresponding increase to the FDIC loss share asset or reduction to any FDIC loss share liability. See "FDIC-Assisted Transactions" within Note 3 – Business Combinations for more detail.

Impaired Loans

A summary of impaired loans, including troubled debt restructurings ("TDRs"), is as follows:

(Dollars in thousands)	September 30, 2016	December 31, 2015	September 30, 2015
Impaired loans (included in non-performing and TDRs):			
Impaired loans with an allowance for loan loss required ⁽¹⁾	\$ 39,022	\$ 49,961	\$ 51,113
Impaired loans with no allowance for loan loss required	51,518	51,294	61,914
Total impaired loans ⁽²⁾	\$ 90,540	\$ 101,255	\$ 113,027
Allowance for loan losses related to impaired loans	\$ 6,836	\$ 6,380	\$ 8,483
TDRs	\$ 44,276	\$ 51,853	\$ 59,320

(1) These impaired loans require an allowance for loan losses because the estimated fair value of the loans or related collateral is less than the recorded investment in the loans.

(2) Impaired loans are considered by the Company to be non-accrual loans, TDRs or loans with principal and/or interest at risk, even if the loan is current with all payments of principal and interest.

The following tables present impaired loans by loan class, excluding covered loans, for the periods ended as follows:

(Dollars in thousands)	As of September 30, 2016			For the Nine Months Ended September 30, 2016	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Recognized
Impaired loans with a related ASC 310 allowance recorded					
Commercial					
Commercial, industrial and other	\$ 5,426	\$ 5,434	\$ 1,887	\$ 5,487	\$ 212
Asset-based lending	234	235	44	235	7
Leases	375	375	116	388	14
Commercial real estate					
Construction	—	—	—	—	—
Land	2,620	2,620	44	2,670	80
Office	1,697	2,361	182	1,722	79
Industrial	6,855	7,338	1,388	7,069	284
Retail	6,605	6,623	240	6,668	160
Multi-family	1,266	1,266	8	1,134	29
Mixed use and other	5,437	5,511	605	5,452	198
Home equity	2,373	2,457	964	2,404	63
Residential real estate	5,942	6,428	1,166	5,807	190
Consumer and other	192	192	192	194	8
Impaired loans with no related ASC 310 allowance recorded					

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Commercial					
Commercial, industrial and other	\$12,669	\$ 16,261	\$ —	\$14,745	\$ 717
Asset-based lending	—	—	—	—	—
Leases	—	—	—	—	—
Commercial real estate					
Construction	1,995	1,995	—	2,273	94
Land	3,864	8,088	—	4,316	408
Office	4,980	6,243	—	4,978	260
Industrial	3,508	3,827	—	3,574	200
Retail	805	913	—	936	36
Multi-family	89	174	—	109	5
Mixed use and other	5,164	5,712	—	5,300	236
Home equity	6,936	9,108	—	7,736	320
Residential real estate	11,098	13,077	—	11,125	445
Consumer and other	410	520	—	428	21
Total impaired loans, net of unearned income	\$90,540	\$ 106,758	\$ 6,836	\$94,750	\$ 4,066

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Commercial					
Commercial, industrial and other	\$8,580	\$ 9,118	\$ 1,865	\$8,906	\$ 381
Asset-based lending	—	—	—	—	—
Leases	—	—	—	—	—
Commercial real estate					
Construction	—	—	—	—	—
Land	3,559	7,309	31	3,713	362
Office	6,765	7,724	2,162	7,113	263
Industrial	10,049	10,542	1,550	10,662	421
Retail	8,899	9,596	381	8,906	306
Multi-family	1,199	1,622	203	1,210	60
Mixed use and other	7,162	7,345	1,501	7,250	224
Home equity	547	762	239	672	25
Residential real estate	4,225	4,326	521	4,280	130
Consumer and other	128	128	30	139	6
Impaired loans with no related ASC 310 allowance recorded					
Commercial					
Commercial, industrial and other	\$9,142	\$ 11,997	\$ —	\$9,716	\$ 539
Asset-based lending	12	1,573	—	4	66
Leases	—	—	—	—	—
Commercial real estate					
Construction	2,054	2,055	—	2,034	73
Land	4,114	4,874	—	4,232	130
Office	4,171	5,120	—	4,243	194
Industrial	2,255	2,448	—	2,304	141
Retail	3,140	3,302	—	3,305	104
Multi-family	1,330	1,635	—	1,522	50
Mixed use and other	13,788	16,576	—	14,668	563
Home equity	7,818	8,406	—	7,065	229
Residential real estate	13,788	15,932	—	14,387	449
Consumer and other	302	398	—	311	15
Total impaired loans, net of unearned income	\$113,027	\$ 132,788	\$ 8,483	\$116,642	\$ 4,731

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TDRs

At September 30, 2016, the Company had \$44.3 million in loans modified in TDRs. The \$44.3 million in TDRs represents 89 credits in which economic concessions were granted to certain borrowers to better align the terms of their loans with their current ability to pay.

The Company's approach to restructuring loans, excluding PCI loans, is built on its credit risk rating system which requires credit management personnel to assign a credit risk rating to each loan. In each case, the loan officer is responsible for recommending a credit risk rating for each loan and ensuring the credit risk ratings are appropriate. These credit risk ratings are then reviewed and approved by the bank's chief credit officer and/or concurrence credit officer. Credit risk ratings are determined by evaluating a number of factors including a borrower's financial strength, cash flow coverage, collateral protection and guarantees. The Company's credit risk rating scale is one through ten with higher scores indicating higher risk. In the case of loans rated six or worse following modification, the Company's Managed Assets Division evaluates the loan and the credit risk rating and determines that the loan has been restructured to be reasonably assured of repayment and of performance according to the modified terms and is supported by a current, well-documented credit assessment of the borrower's financial condition and prospects for repayment under the revised terms.

A modification of a loan, excluding PCI loans, with an existing credit risk rating of 6 or worse or a modification of any other credit, which will result in a restructured credit risk rating of six or worse, must be reviewed for possible TDR classification. In that event, our Managed Assets Division conducts an overall credit and collateral review. A modification of these loans is considered to be a TDR if both (1) the borrower is experiencing financial difficulty and (2) for economic or legal reasons, the bank grants a concession to a borrower that it would not otherwise consider. The modification of a loan, excluding PCI loans, where the credit risk rating is 5 or better both before and after such modification is not considered to be a TDR. Based on the Company's credit risk rating system, it considers that borrowers whose credit risk rating is 5 or better are not experiencing financial difficulties and therefore, are not considered TDRs.

All credits determined to be a TDR will continue to be classified as a TDR in all subsequent periods, unless the borrower has been in compliance with the loan's modified terms for a period of six months (including over a calendar year-end) and the current interest rate represents a market rate at the time of restructuring. The Managed Assets Division, in consultation with the respective loan officer, determines whether the modified interest rate represented a current market rate at the time of restructuring. Using knowledge of current market conditions and rates, competitive pricing on recent loan originations, and an assessment of various characteristics of the modified loan (including collateral position and payment history), an appropriate market rate for a new borrower with similar risk is determined. If the modified interest rate meets or exceeds this market rate for a new borrower with similar risk, the modified interest rate represents a market rate at the time of restructuring. Additionally, before removing a loan from TDR classification, a review of the current or previously measured impairment on the loan and any concerns related to future performance by the borrower is conducted. If concerns exist about the future ability of the borrower to meet its obligations under the loans based on a credit review by the Managed Assets Division, the TDR classification is not removed from the loan.

TDRs are reviewed at the time of the modification and on a quarterly basis to determine if a specific reserve is necessary. The carrying amount of the loan is compared to the expected payments to be received, discounted at the loan's original rate, or for collateral dependent loans, to the fair value of the collateral. Any shortfall is recorded as a specific reserve. The Company, in accordance with ASC 310-10, continues to individually measure impairment of these loans after the TDR classification is removed.

Each TDR was reviewed for impairment at September 30, 2016 and approximately \$2.8 million of impairment was present and appropriately reserved for through the Company's normal reserving methodology in the Company's allowance for loan losses. For TDRs in which impairment is calculated by the present value of future cash flows, the Company records interest income representing the decrease in impairment resulting from the passage of time during the respective period, which differs from interest income from contractually required interest on these specific loans. During both the three months ended September 30, 2016 and 2015, the Company recorded \$98,000 interest income representing this decrease in impairment. For the nine months ended September 30, 2016 and 2015, the Company recorded \$323,000 and \$385,000, respectively, in interest income.

TDRs may arise in which, due to financial difficulties experienced by the borrower, the Company obtains through physical possession one or more collateral assets in satisfaction of all or part of an existing credit. Once possession is obtained, the Company reclassifies the appropriate portion of the remaining balance of the credit from loans to OREO, which is included within other assets in the Consolidated Statements of Condition. For any residential real estate property collateralizing a consumer mortgage loan, the Company is considered to possess the related collateral only if legal title is obtained upon completion of foreclosure, or the borrower conveys all interest in the residential real estate property to the Company through completion of a deed in lieu of foreclosure or similar legal agreement. Excluding covered OREO, at September 30, 2016, the Company had \$11.7 million of foreclosed residential real estate properties included within OREO.

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The tables below present a summary of the post-modification balance of loans restructured during the three and nine months ended September 30, 2016 and 2015, respectively, which represent TDRs:

Three months ended September 30, 2016	Total ⁽¹⁾⁽²⁾	Extension at Below Market Terms ⁽²⁾		Reduction of Interest Rate ⁽²⁾		Modification to Interest-only Payments ⁽²⁾		Forgiveness of Debt ⁽²⁾	
		Count	Balance	Count	Balance	Count	Balance	Count	Balance
(Dollars in thousands)									
Commercial									
Commercial, industrial and other	1 \$ 28	1 \$ 28	—	\$ —	—	\$ —	—	\$ —	—
Commercial real estate									
Office	—	—	—	—	—	—	—	—	—
Industrial	—	—	—	—	—	—	—	—	—
Mixed use and other	—	—	—	—	—	—	—	—	—
Residential real estate and other	1 43	1 43	1	43	—	—	—	—	—
Total loans	2 \$ 71	2 \$ 71	1	\$ 43	—	\$ —	—	\$ —	—

Three months ended September 30, 2015	Total ⁽¹⁾⁽²⁾	Extension at Below Market Terms ⁽²⁾		Reduction of Interest Rate ⁽²⁾		Modification to Interest-only Payments ⁽²⁾		Forgiveness of Debt ⁽²⁾	
		Count	Balance	Count	Balance	Count	Balance	Count	Balance
(Dollars in thousands)									
Commercial									
Commercial, industrial and other	— \$ —	— \$ —	—	\$ —	—	\$ —	—	\$ —	—
Commercial real estate									
Office	—	—	—	—	—	—	—	—	—
Industrial	—	—	—	—	—	—	—	—	—
Mixed use and other	—	—	—	—	—	—	—	—	—
Residential real estate and other	1 222	1 222	1	222	—	—	—	—	—
Total loans	1 \$ 222	1 \$ 222	1	\$ 222	—	\$ —	—	\$ —	—

(1) TDRs may have more than one modification representing a concession. As such, TDRs during the period may be represented in more than one of the categories noted above.

(2) Balances represent the recorded investment in the loan at the time of the restructuring.

During the three months ended September 30, 2016, two loans totaling \$71,000 were determined to be TDRs, compared to one loan totaling \$222,000 in the same period of 2015. Of these loans extended at below market terms, the weighted average extension had a term of approximately 22 months during the quarter ended September 30, 2016 compared to 214 months for the quarter ended September 30, 2015. Further, the weighted average decrease in the stated interest rate for loans with a reduction of interest rate during the period was approximately 150 basis points and 338 basis points during the three months ending September 30, 2016 and 2015, respectively. Additionally, no principal balances were forgiven in the third quarter of 2016 or 2015.

Nine months ended September 30, 2016	Total ⁽¹⁾⁽²⁾	Extension at Below Market Terms ⁽²⁾		Reduction of Interest Rate ⁽²⁾		Modification to Interest-only Payments ⁽²⁾		Forgiveness of Debt ⁽²⁾	
		Count	Balance	Count	Balance	Count	Balance	Count	Balance
(Dollars in thousands)									
Commercial									

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Commercial, industrial and other	3	\$ 345	3	\$ 345	—	\$ —	—	\$ —	1	\$ 275
Commercial real estate										
Office	1	450	1	450	—	—	—	—	—	—
Industrial	6	7,921	6	7,921	3	7,196	—	—	—	—
Mixed use and other	2	150	2	150	—	—	—	—	—	—
Residential real estate and other	3	583	2	423	3	583	1	380	—	—
Total loans	15	\$9,449	14	\$9,289	6	\$ 7,779	1	\$ 380	1	\$ 275

(1) TDRs may have more than one modification representing a concession. As such, TDRs during the period may be represented in more than one of the categories noted above.

(2) Balances represent the recorded investment in the loan at the time of the restructuring.

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Nine months ended September 30, 2015 (Dollars in thousands)	Total ⁽¹⁾⁽²⁾		Extension at Below Market Terms ⁽²⁾		Reduction of Interest Rate ⁽²⁾		Modification to Interest-only Payments ⁽²⁾		Forgiveness of Debt ⁽²⁾	
	Count	Balance	Count	Balance	Count	Balance	Count	Balance	Count	Balance
Commercial										
Commercial, industrial and other	—	\$ —	—	\$ —	—	\$ —	—	\$ —	—	\$ —
Commercial real estate										
Office					—	—			—	—
Industrial	1	169	1	169	—	—	1	169	—	—
Mixed use and other	—	—	—	—	—	—	—	—	—	—
Residential real estate and other	9	1,664	9	1,664	5	674	1	50	—	—
Total loans	10	\$ 1,833	10	\$ 1,833	5	\$ 674	2	\$ 219	—	\$ —

(1) TDRs may have more than one modification representing a concession. As such, TDRs during the period may be represented in more than one of the categories noted above.

(2) Balances represent the recorded investment in the loan at the time of the restructuring.

During the nine months ended September 30, 2016, 15 loans totaling \$9.4 million were determined to be TDRs, compared to ten loans totaling \$1.8 million in the same period of 2015. Of these loans extended at below market terms, the weighted average extension had a term of approximately six months during the nine months ended September 30, 2016 compared to 49 months for the nine months ended September 30, 2015. Further, the weighted average decrease in the stated interest rate for loans with a reduction of interest rate during the period was approximately 30 basis points and 358 basis points for the year-to-date periods September 30, 2016 and 2015, respectively. Interest-only payment terms were approximately six months during the nine months ending September 30, 2016 compared to 28 months during the same period of 2015. Additionally, \$300,000 of principal balances were forgiven in the first nine months of 2016 compared to no balances forgiven during the same period of 2015.

The following table presents a summary of all loans restructured in TDRs during the twelve months ended September 30, 2016 and 2015, and such loans which were in payment default under the restructured terms during the respective periods below:

(Dollars in thousands)	As of September 30, 2016		Three Months Ended September 30, 2016		Nine Months Ended September 30, 2016	
	Total ⁽¹⁾⁽³⁾	Payments in Default ⁽²⁾⁽³⁾	Total ⁽¹⁾⁽³⁾	Payments in Default ⁽²⁾⁽³⁾	Total ⁽¹⁾⁽³⁾	Payments in Default ⁽²⁾⁽³⁾
	Count	Balance	Count	Balance	Count	Balance
Commercial						
Commercial, industrial and other	3	\$ 345	—	\$ —	—	\$ —
Commercial real estate						
Office	1	450	1	450	1	450
Industrial	6	7,921	3	725	3	725
Mixed use and other	4	351	1	16	3	217
Residential real estate and other	3	583	—	—	—	—
Total loans	17	\$ 9,650	5	\$ 1,191	7	\$ 1,392

(Dollars in thousands)

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	As of September 30, 2015	Total ⁽¹⁾⁽³⁾ Count	Balance	Three Months Ended September 30, 2015	Count	Balance	Nine Months Ended September 30, 2015	Count	Balance
Commercial									
Commercial, industrial and other	1	\$ 1,461	—	\$ —	—	\$ —	—	\$ —	—
Commercial real estate									
Office	1	720	—	—	—	—	—	—	—
Industrial	2	854	1	685	1	685	1	685	685
Mixed use and other	—	—	—	—	—	—	—	—	—
Residential real estate and other	11	2,613	2	131	3	345	3	345	345
Total loans	15	\$ 5,648	3	\$ 816	4	\$ 1,030	4	\$ 1,030	1,030

(1) Total TDRs represent all loans restructured in TDRs during the previous twelve months from the date indicated.

(2) TDRs considered to be in payment default are over 30 days past-due subsequent to the restructuring.

(3) Balances represent the recorded investment in the loan at the time of the restructuring.

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(8) Goodwill and Other Intangible Assets

A summary of the Company's goodwill assets by business segment is presented in the following table:

(Dollars in thousands)	January 1, 2016	Goodwill Acquired	Impairment Loss	Goodwill Adjustments	September 30, 2016
Community banking	\$ 401,612	\$ 11,470	\$ —	—\$ 1,517	\$ 414,599
Specialty finance	38,035	—	—	1,190	39,225
Wealth management	32,114	—	—	—	32,114
Total	\$ 471,761	\$ 11,470	\$ —	—\$ 2,707	\$ 485,938

The community banking segment's goodwill increased \$13.0 million in the first nine months of 2016 primarily as a result of the acquisition of Generations. The specialty finance segment's goodwill increased \$1.2 million in the first nine months of 2016 as a result of foreign currency translation adjustments related to the Canadian acquisitions.

At June 30, 2016, the Company utilized a qualitative approach for its annual goodwill impairment test of the community banking segment and determined that it is not more likely than not that an impairment existed at that time. The annual goodwill impairment tests of the specialty finance and wealth management segments will be conducted at December 31, 2016. At each reporting date between annual goodwill impairment tests, the Company considers potential indicators of impairment. As of September 30, 2016, the Company identified no such indicators of goodwill impairment.

A summary of finite-lived intangible assets as of the dates shown and the expected amortization as of September 30, 2016 is as follows:

(Dollars in thousands)	September 30, 2016	December 31, 2015	September 30, 2015
Community banking segment:			
Core deposit intangibles:			
Gross carrying amount	\$ 34,998	\$ 34,841	\$ 34,840
Accumulated amortization	(20,598)	(17,382)	(16,195)
Net carrying amount	\$ 14,400	\$ 17,459	\$ 18,645
Specialty finance segment:			
Customer list intangibles:			
Gross carrying amount	\$ 1,800	\$ 1,800	\$ 1,800
Accumulated amortization	(1,129)	(1,052)	(1,027)
Net carrying amount	\$ 671	\$ 748	\$ 773
Wealth management segment:			
Customer list and other intangibles:			
Gross carrying amount	\$ 7,940	\$ 7,940	\$ 7,940
Accumulated amortization	(2,275)	(1,938)	(1,825)
Net carrying amount	\$ 5,665	\$ 6,002	\$ 6,115
Total other intangible assets, net	\$ 20,736	\$ 24,209	\$ 25,533
Estimated amortization			
Actual in nine months ended September 30, 2016	\$ 3,631		
Estimated remaining in 2016		1,057	
Estimated—2017		3,902	
Estimated—2018		3,395	
Estimated—2019		2,875	
Estimated—2020		2,334	

The core deposit intangibles recognized in connection with prior bank acquisitions are amortized over a ten-year period on an accelerated basis. The customer list intangibles recognized in connection with the purchase of life insurance premium finance assets in 2009 are being amortized over an 18-year period on an accelerated basis while the customer list intangibles recognized

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in connection with prior acquisitions within the wealth management segment are being amortized over a ten-year period on a straight-line basis.

Total amortization expense associated with finite-lived intangibles totaled approximately \$3.6 million and \$3.3 million for the nine months ended September 30, 2016 and 2015, respectively.

(9) Deposits

The following table is a summary of deposits as of the dates shown:

(Dollars in thousands)	September 30, 2016	December 31, 2015	September 30, 2015
Balance:			
Non-interest bearing	\$5,711,042	\$4,836,420	\$4,705,994
NOW and interest bearing demand deposits	2,552,611	2,390,217	2,231,258
Wealth management deposits	2,283,233	1,643,653	1,469,920
Money market	4,421,631	4,041,300	4,001,518
Savings	1,977,661	1,723,367	1,684,007
Time certificates of deposit	4,201,477	4,004,677	4,135,772
Total deposits	\$21,147,655	\$18,639,634	\$18,228,469
Mix:			
Non-interest bearing	27	% 26	% 26
NOW and interest bearing demand deposits	12	13	12
Wealth management deposits	11	9	8
Money market	21	22	22
Savings	9	9	9
Time certificates of deposit	20	21	23
Total deposits	100	% 100	% 100

Wealth management deposits represent deposit balances (primarily money market accounts) at the Company's subsidiary banks from brokerage customers of Wayne Hummer Investments, trust and asset management customers of Company and brokerage customers from unaffiliated companies.

(10) FHLB Advances, Other Borrowings and Subordinated Notes

The following table is a summary of notes payable, FHLB advances, other borrowings and subordinated notes as of the dates shown:

(Dollars in thousands)	September 30, 2016	December 31, 2015	September 30, 2015
FHLB advances	\$ 419,632	\$ 853,431	\$ 443,955
Other borrowings:			
Notes payable	56,191	67,429	71,250
Short-term borrowings	33,173	63,887	57,590
Other	18,360	18,965	18,332
Secured borrowings	133,642	115,504	112,633
Total other borrowings	241,366	265,785	259,805
Subordinated notes	138,943	138,861	138,834
Total FHLB advances, other borrowings and subordinated notes	\$ 799,941	\$ 1,258,077	\$ 842,594

FHLB Advances

FHLB advances consist of obligations of the banks and are collateralized by qualifying residential real estate and home equity loans and certain securities. FHLB advances are stated at par value of the debt adjusted for unamortized prepayment fees paid at

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the time of prior restructurings of FHLB advances and unamortized fair value adjustments recorded in connection with advances acquired through acquisitions.

Notes Payable

At September 30, 2016, notes payable represented a \$56.2 million term facility ("Term Facility"), which is part of a \$150.0 million loan agreement ("Credit Agreement") with unaffiliated banks dated December 15, 2014. The Credit Agreement consists of the Term Facility with an original outstanding balance of \$75.0 million and a \$75.0 million revolving credit facility ("Revolving Credit Facility"). At September 30, 2016, the Company had a balance of \$56.2 million compared to \$67.4 million at December 31, 2015 and \$71.3 million at September 30, 2015 under the Term Facility. The Term Facility is stated at par of the current outstanding balance of the debt adjusted for unamortized costs paid by the Company in relation to the debt issuance. The Company was contractually required to borrow the entire amount of the Term Facility on June 15, 2015 and all such borrowings must be repaid by June 15, 2020. Beginning September 30, 2015, the Company was required to make straight-line quarterly amortizing payments on the Term Facility. At September 30, 2016, December 31, 2015 and September 30, 2015, the Company had no outstanding balance under the Revolving Credit Facility. As no outstanding balance exists on the Revolving Credit Facility, unamortized costs paid by the Company in relation to the issuance of this debt are classified in other assets on the Consolidated Statements of Condition. In December 2015, the Company amended the Credit Agreement, effectively extending the maturity date on the Revolving Credit Facility from December 14, 2015 to December 12, 2016.

Borrowings under the Credit Agreement that are considered "Base Rate Loans" bear interest at a rate equal to the sum of (1) 50 basis points (in the case of a borrowing under the Revolving Credit Facility) or 75 basis points (in the case of a borrowing under the Term Facility) plus (2) the highest of (a) the federal funds rate plus 50 basis points, (b) the lender's prime rate, and (c) the Eurodollar Rate (as defined below) that would be applicable for an interest period of one month plus 100 basis points. Borrowings under the agreement that are considered "Eurodollar Rate Loans" bear interest at a rate equal to the sum of (1) 150 basis points (in the case of a borrowing under the Revolving Credit Facility) or 175 basis points (in the case of a borrowing under the Term Facility) plus (2) the LIBOR rate for the applicable period, as adjusted for statutory reserve requirements for eurocurrency liabilities (the "Eurodollar Rate"). A commitment fee is payable quarterly equal to 0.20% of the actual daily amount by which the lenders' commitment under the Revolving Credit Facility exceeded the amount outstanding under such facility.

Borrowings under the Credit Agreement are secured by pledges of and first priority perfected security interests in the Company's equity interest in its bank subsidiaries and contain several restrictive covenants, including the maintenance of various capital adequacy levels, asset quality and profitability ratios, and certain restrictions on dividends and other indebtedness. At September 30, 2016, the Company was in compliance with all such covenants. The Revolving Credit Facility and the Term Facility are available to be utilized, as needed, to provide capital to fund continued growth at the Company's banks and to serve as an interim source of funds for acquisitions, common stock repurchases or other general corporate purposes.

Short-term Borrowings

Short-term borrowings include securities sold under repurchase agreements and federal funds purchased. These borrowings totaled \$33.2 million at September 30, 2016 compared to \$63.9 million at December 31, 2015 and \$57.6 million at September 30, 2015. At September 30, 2016, December 31, 2015 and September 30, 2015, securities sold under repurchase agreements represent \$33.2 million, \$58.9 million and \$57.6 million, respectively, of customer sweep accounts in connection with master repurchase agreements at the banks. The Company records securities sold under repurchase agreements at their gross value and does not offset positions on the Consolidated Statements of Condition. As of September 30, 2016, the Company had pledged securities related to its customer balances in sweep accounts of \$44.1 million. Securities pledged for customer balances in sweep accounts and short-term borrowings

from brokers are maintained under the Company's control and consist of U.S. Government agency, mortgage-backed and corporate securities. These securities are included in the available-for-sale and held-to-maturity securities portfolios as reflected on the Company's Consolidated Statements of Condition.

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The following is a summary of these securities pledged as of September 30, 2016 disaggregated by investment category and maturity, and reconciled to the outstanding balance of securities sold under repurchase agreements:

(Dollars in thousands)	Overnight Sweep Collateral
Available-for-sale securities pledged	
Corporate notes:	
Financial issuers	\$ 3,945
Mortgage-backed securities	19,853
Held-to-maturity securities pledged	
U.S. Government agencies	20,296
Total collateral pledged	\$ 44,094
Excess collateral	10,921
Securities sold under repurchase agreements	\$ 33,173

Other Borrowings

Other borrowings at September 30, 2016 represent a fixed-rate promissory note issued by the Company in August 2012 ("Fixed-Rate Promissory Note") related to and secured by an office building owned by the Company, and non-recourse notes issued by the Company to other banks related to certain capital leases. At September 30, 2016, the Fixed-Rate Promissory Note had a balance of \$17.8 million compared to a balance of \$18.2 million and \$18.3 million at December 31, 2015 and September 30, 2015, respectively. Under the Fixed-Rate Promissory Note, the Company will make monthly principal payments and pay interest at a fixed rate of 3.75% until maturity on September 1, 2017. At September 30, 2016 and December 31, 2015, the non-recourse notes related to certain capital leases totaled \$519,000 and \$732,000, respectively.

Secured Borrowings

Secured borrowings at September 30, 2016 primarily represents transactions to sell an undivided co-ownership interest in all receivables owed to the Company's subsidiary, FIFC Canada. In December 2014, FIFC Canada sold such interest to an unrelated third party in exchange for a cash payment of approximately C\$150 million pursuant to a receivables purchase agreement ("Receivables Purchase Agreement"). The Receivables Purchase Agreement was amended in December 2015, effectively extending the maturity date from December 15, 2015 to December 15, 2017. Additionally, at that time, the unrelated third party paid an additional C\$10 million, which increased the total payments to C\$160 million. These transactions were not considered sales of receivables and, as such, related proceeds received are reflected on the Company's Consolidated Statements of Condition as a secured borrowing owed to the unrelated third party, net of unamortized debt issuance costs, and translated to the Company's reporting currency as of the respective date. At September 30, 2016, the translated balance of the secured borrowing totaled \$121.9 million compared to \$115.5 million at December 31, 2015 and \$112.6 million at September 30, 2015. Additionally, the interest rate under the Receivables Purchase Agreement at September 30, 2016 was 1.6121%.

Subordinated Notes

At September 30, 2016, the Company had outstanding subordinated notes totaling \$138.9 million compared to \$138.9 million and \$138.8 million outstanding at December 31, 2015 and September 30, 2015, respectively. The notes have a stated interest rate of 5.00% and mature in June 2024. These notes are stated at par adjusted for unamortized costs paid related to the issuance of this debt.

(11) Junior Subordinated Debentures

As of September 30, 2016, the Company owned 100% of the common securities of eleven trusts, Wintrust Capital Trust III, Wintrust Statutory Trust IV, Wintrust Statutory Trust V, Wintrust Capital Trust VII, Wintrust Capital Trust VIII, Wintrust Capital Trust IX, Northview Capital Trust I, Town Bankshares Capital Trust I, First Northwest Capital Trust I, Suburban Illinois Capital Trust II, and Community Financial Shares Statutory Trust II (the “Trusts”) set up to provide long-term financing. The Northview, Town, First Northwest, Suburban, and Community Financial Shares capital trusts were acquired as part of the acquisitions of Northview Financial Corporation, Town Bankshares, Ltd., First Northwest Bancorp, Inc., Suburban and CFIS, respectively. The Trusts were formed for purposes of issuing trust preferred securities to third-party investors and investing the proceeds from the issuance of the trust preferred securities and common securities solely in junior subordinated debentures issued by the Company (or assumed by the Company in connection with an acquisition), with the same maturities and interest rates as the trust preferred

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securities. The junior subordinated debentures are the sole assets of the Trusts. In each Trust, the common securities represent approximately 3% of the junior subordinated debentures and the trust preferred securities represent approximately 97% of the junior subordinated debentures.

In January 2016, the Company acquired \$15.0 million of the \$40.0 million of trust preferred securities issued by Wintrust Capital Trust VIII from a third-party investor. The purchase effectively extinguished \$15.0 million of junior subordinated debentures related to Wintrust Capital Trust VIII and resulted in a \$4.3 million gain from the early extinguishment of debt.

The Trusts are reported in the Company's consolidated financial statements as unconsolidated subsidiaries. Accordingly, in the Consolidated Statements of Condition, the junior subordinated debentures issued by the Company to the Trusts are reported as liabilities and the common securities of the Trusts, all of which are owned by the Company, are included in available-for-sale securities.

The following table provides a summary of the Company's junior subordinated debentures as of September 30, 2016. The junior subordinated debentures represent the par value of the obligations owed to the Trusts.

(Dollars in thousands)	Common Securities	Trust Preferred Securities	Junior Subordinated Debentures	Rate Structure	Contractual rate at 9/30/2016	Issue Date	Maturity Date	Earliest Redemption Date
Wintrust Capital Trust III	\$ 774	\$ 25,000	\$ 25,774	L+3.25	3.93 %	04/2003	04/2033	04/2008
Wintrust Statutory Trust IV	619	20,000	20,619	L+2.80	3.64 %	12/2003	12/2033	12/2008
Wintrust Statutory Trust V	1,238	40,000	41,238	L+2.60	3.44 %	05/2004	05/2034	06/2009
Wintrust Capital Trust VII	1,550	50,000	51,550	L+1.95	2.80 %	12/2004	03/2035	03/2010
Wintrust Capital Trust VIII	1,238	25,000	26,238	L+1.45	2.29 %	08/2005	09/2035	09/2010
Wintrust Capital Trust IX	1,547	50,000	51,547	L+1.63	2.48 %	09/2006	09/2036	09/2011
Northview Capital Trust I	186	6,000	6,186	L+3.00	3.76 %	08/2003	11/2033	08/2008
Town Bankshares Capital Trust I	186	6,000	6,186	L+3.00	3.76 %	08/2003	11/2033	08/2008
First Northwest Capital Trust I	155	5,000	5,155	L+3.00	3.84 %	05/2004	05/2034	05/2009
Suburban Illinois Capital Trust II	464	15,000	15,464	L+1.75	2.60 %	12/2006	12/2036	12/2011
Community Financial Shares Statutory Trust II	109	3,500	3,609	L+1.62	2.47 %	06/2007	09/2037	06/2012
Total			\$ 253,566		3.02 %			

The junior subordinated debentures totaled \$253.6 million at September 30, 2016 compared to \$268.6 million at December 31, 2015 and September 30, 2015.

The interest rates on the variable rate junior subordinated debentures are based on the three-month LIBOR rate and reset on a quarterly basis. At September 30, 2016, the weighted average contractual interest rate on the junior subordinated debentures was 3.02%. The Company entered into interest rate swaps and caps to hedge the variable cash flows on certain junior subordinated debentures. The hedge-adjusted rate on the junior subordinated debentures as of September 30, 2016, was 3.71%. Distributions on the common and preferred securities issued by the Trusts are payable quarterly at a rate per annum equal to the interest rates being earned by the Trusts on the junior subordinated debentures. Interest expense on the junior subordinated debentures is deductible for income tax purposes.

The Company has guaranteed the payment of distributions and payments upon liquidation or redemption of the trust preferred securities, in each case to the extent of funds held by the Trusts. The Company and the Trusts believe that, taken together, the obligations of the Company under the guarantees, the junior subordinated debentures, and other

related agreements provide, in the aggregate, a full, irrevocable and unconditional guarantee, on a subordinated basis, of all of the obligations of the Trusts under the trust preferred securities. Subject to certain limitations, the Company has the right to defer the payment of interest on the junior subordinated debentures at any time, or from time to time, for a period not to exceed 20 consecutive quarters. The trust preferred securities are subject to mandatory redemption, in whole or in part, upon repayment of the junior subordinated debentures at maturity or their earlier redemption. The junior subordinated debentures are redeemable in whole or in part prior to maturity at any time after the earliest redemption dates shown in the table, and earlier at the discretion of the Company if certain conditions are met, and, in any event, only after the Company has obtained Federal Reserve Bank ("FRB") approval, if then required under applicable guidelines or regulations.

Prior to January 1, 2015, the junior subordinated debentures, subject to certain limitations, qualified as Tier 1 regulatory capital of the Company and the amount in excess of those certain limitations could, subject to other restrictions, be included in Tier 2 capital. Starting in 2015, a portion of these junior subordinated debentures still qualified as Tier 1 regulatory capital of the Company and the amount in excess of those certain limitations, subject to certain restrictions, was included in Tier 2 capital. At December 31,

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2015, \$65.1 million and \$195.4 million of the junior subordinated debentures, net of common securities, were included in the Company's Tier 1 and Tier 2 regulatory capital, respectively. Starting in 2016, none of the junior subordinated debentures qualified as Tier 1 regulatory capital of the Company resulting in \$245.5 million of the junior subordinated debentures, net of common securities, being included in the Company's Tier 2 regulatory capital.

(12) Segment Information

The Company's operations consist of three primary segments: community banking, specialty finance and wealth management.

The three reportable segments are strategic business units that are separately managed as they offer different products and services and have different marketing strategies. In addition, each segment's customer base has varying characteristics and each segment has a different regulatory environment. While the Company's management monitors each of the fifteen bank subsidiaries' operations and profitability separately, these subsidiaries have been aggregated into one reportable operating segment due to the similarities in products and services, customer base, operations, profitability measures, and economic characteristics.

For purposes of internal segment profitability, management allocates certain intersegment and parent company balances. Management allocates a portion of revenues to the specialty finance segment related to loans and leases originated by the specialty finance segment and sold or assigned to the community banking segment. Similarly, for purposes of analyzing the contribution from the wealth management segment, management allocates a portion of the net interest income earned by the community banking segment on deposit balances of customers of the wealth management segment to the wealth management segment. See Note 9 — Deposits, for more information on these deposits. Finally, expenses incurred at the Wintrust parent company are allocated to each segment based on each segment's risk-weighted assets.

The segment financial information provided in the following tables has been derived from the internal profitability reporting system used by management to monitor and manage the financial performance of the Company. The accounting policies of the segments are substantially similar to those described in "Summary of Significant Accounting Policies" in Note 1 of the Company's 2015 Form 10-K. The Company evaluates segment performance based on after-tax profit or loss and other appropriate profitability measures common to each segment.

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The following is a summary of certain operating information for reportable segments:

(Dollars in thousands)	Three months ended		\$ Change in Contribution	% Change in Contribution	
	September 30, 2016	September 30, 2015			
Net interest income:					
Community Banking	\$ 150,159	\$ 132,542	\$ 17,617	13	%
Specialty Finance	25,543	24,657	886	4	
Wealth Management	4,835	4,368	467	11	
Total Operating Segments	180,537	161,567	18,970	12	
Intersegment Eliminations	4,099	3,973	126	3	
Consolidated net interest income	\$ 184,636	\$ 165,540	\$ 19,096	12	%
Non-interest income:					
Community Banking	\$ 62,730	\$ 45,574	\$ 17,156	38	%
Specialty Finance	12,226	8,264	3,962	48	
Wealth Management	20,045	18,362	1,683	9	
Total Operating Segments	95,001	72,200	22,801	32	
Intersegment Eliminations	(8,397)	(7,247)	(1,150)	(16))
Consolidated non-interest income	\$ 86,604	\$ 64,953	\$ 21,651	33	%
Net revenue:					
Community Banking	\$ 212,889	\$ 178,116	\$ 34,773	20	%
Specialty Finance	37,769	32,921	4,848	15	
Wealth Management	24,880	22,730	2,150	9	
Total Operating Segments	275,538	233,767	41,771	18	
Intersegment Eliminations	(4,298)	(3,274)	(1,024)	(31))
Consolidated net revenue	\$ 271,240	\$ 230,493	\$ 40,747	18	%
Segment profit:					
Community Banking	\$ 37,527	\$ 22,723	\$ 14,804	65	%
Specialty Finance	12,767	12,545	222	2	
Wealth Management	2,821	3,087	(266)	(9))
Consolidated net income	\$ 53,115	\$ 38,355	\$ 14,760	38	%
Segment assets:					
Community Banking	\$ 21,019,002	\$ 18,497,364	\$ 2,521,638	14	%
Specialty Finance	3,702,241	2,987,021	715,220	24	
Wealth Management	600,516	550,831	49,685	9	
Consolidated total assets	\$ 25,321,759	\$ 22,035,216	\$ 3,286,543	15	%

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(Dollars in thousands)	Nine months ended		\$ Change in Contribution	% Change in Contribution	
	September 30, 2016	September 30, 2015			
Net interest income:					
Community Banking	\$434,108	\$ 382,187	\$ 51,921	14	%
Specialty Finance	71,075	67,041	4,034	6	
Wealth Management	13,701	12,837	864	7	
Total Operating Segments	518,884	462,065	56,819	12	
Intersegment Eliminations	12,531	12,258	273	2	
Consolidated net interest income	\$531,415	\$ 474,323	\$ 57,092	12	%
Non-interest income:					
Community Banking	\$169,210	\$ 146,739	\$ 22,471	15	%
Specialty Finance	37,111	25,270	11,841	47	
Wealth Management	58,660	56,103	2,557	5	
Total Operating Segments	264,981	228,112	36,869	16	
Intersegment Eliminations	(24,826)	(21,605)	(3,221)	(15)	
Consolidated non-interest income	\$240,155	\$ 206,507	\$ 33,648	16	%
Net revenue:					
Community Banking	\$603,318	\$ 528,926	\$ 74,392	14	%
Specialty Finance	108,186	92,311	15,875	17	
Wealth Management	72,361	68,940	3,421	5	
Total Operating Segments	783,865	690,177	93,688	14	
Intersegment Eliminations	(12,295)	(9,347)	(2,948)	(32)	
Consolidated net revenue	\$771,570	\$ 680,830	\$ 90,740	13	%
Segment profit:					
Community Banking	\$106,860	\$ 76,821	\$ 30,039	39	%
Specialty Finance	36,283	34,875	1,408	4	
Wealth Management	9,124	9,542	(418)	(4)	
Consolidated net income	\$152,267	\$ 121,238	\$ 31,029	26	%

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(13) Derivative Financial Instruments

The Company primarily enters into derivative financial instruments as part of its strategy to manage its exposure to changes in interest rates. Derivative instruments represent contracts between parties that result in one party delivering cash to the other party based on a notional amount and an underlying term (such as a rate, security price or price index) specified in the contract. The amount of cash delivered from one party to the other is determined based on the interaction of the notional amount of the contract with the underlying term. Derivatives are also implicit in certain contracts and commitments.

The derivative financial instruments currently used by the Company to manage its exposure to interest rate risk include: (1) interest rate swaps and caps to manage the interest rate risk of certain fixed and variable rate assets and variable rate liabilities; (2) interest rate lock commitments provided to customers to fund certain mortgage loans to be sold into the secondary market; (3) forward commitments for the future delivery of such mortgage loans to protect the Company from adverse changes in interest rates and corresponding changes in the value of mortgage loans held-for-sale; and (4) covered call options to economically hedge specific investment securities and receive fee income effectively enhancing the overall yield on such securities to compensate for net interest margin compression. The Company also enters into derivatives (typically interest rate swaps) with certain qualified borrowers to facilitate the borrowers' risk management strategies and concurrently enters into mirror-image derivatives with a third party counterparty, effectively making a market in the derivatives for such borrowers. Additionally, the Company enters into foreign currency contracts to manage foreign exchange risk associated with certain foreign currency denominated assets.

The Company has purchased interest rate cap derivatives to hedge or manage its own risk exposures. Certain interest rate cap derivatives have been designated as cash flow hedge derivatives of the variable cash outflows associated with interest expense on the Company's junior subordinated debentures and certain deposits. Other cap derivatives are not designated for hedge accounting but are economic hedges of the Company's overall portfolio, therefore any mark to market changes in the value of these caps are recognized in earnings.

Below is a summary of the interest rate cap derivatives held by the Company as of September 30, 2016:
(Dollars in thousands)

Effective Date	Maturity Date	Notional Accounting		Fair Value as of September 30, 2016
		Amount	Treatment	
March 21, 2013	March 21, 2017	\$100,000	Non-Hedge Designated	\$ 1
May 16, 2013	November 16, 2016	75,000	Non-Hedge Designated	—
September 15, 2013	September 15, 2017	50,000	Cash Flow Hedging	9
September 30, 2013	September 30, 2017	40,000	Cash Flow Hedging	8
		\$265,000		\$ 18

The Company recognizes derivative financial instruments in the consolidated financial statements at fair value regardless of the purpose or intent for holding the instrument. The Company records derivative assets and derivative liabilities on the Consolidated Statements of Condition within accrued interest receivable and other assets and accrued interest payable and other liabilities, respectively. Changes in the fair value of derivative financial instruments are either recognized in income or in shareholders' equity as a component of other comprehensive income depending on whether the derivative financial instrument qualifies for hedge accounting and, if so, whether it qualifies as a fair value hedge or cash flow hedge. Generally, changes in fair values of derivatives accounted for as fair value hedges are recorded in income in the same period and in the same income statement line as changes in the fair values of the hedged items that relate to the hedged risk(s). Changes in fair values of derivative financial instruments accounted for

as cash flow hedges, to the extent they are effective hedges, are recorded as a component of other comprehensive income, net of deferred taxes, and reclassified to earnings when the hedged transaction affects earnings. Changes in fair values of derivative financial instruments not designated in a hedging relationship pursuant to ASC 815, including changes in fair value related to the ineffective portion of cash flow hedges, are reported in non-interest income during the period of the change. Derivative financial instruments are valued by a third party and are corroborated through comparison with valuations provided by the respective counterparties. Fair values of certain mortgage banking derivatives (interest rate lock commitments and forward commitments to sell mortgage loans) are estimated based on changes in mortgage interest rates from the date of the loan commitment. The fair value of foreign currency derivatives is computed based on changes in foreign currency rates stated in the contract compared to those prevailing at the measurement date.

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The table below presents the fair value of the Company's derivative financial instruments as of September 30, 2016, December 31, 2015 and September 30, 2015:

(Dollars in thousands)	Derivative Assets			Derivative Liabilities		
	September 30, 2016	December 31, 2015	September 30, 2015	September 30, 2016	December 31, 2015	September 30, 2015
Derivatives designated as hedging instruments under ASC 815:						
Interest rate derivatives designated as Cash Flow Hedges	\$549	\$ 242	\$ 216	\$7	\$ 846	\$ 1,329
Interest rate derivatives designated as Fair Value Hedges	177	27	5	907	143	291
Total derivatives designated as hedging instruments under ASC 815	\$726	\$ 269	\$ 221	\$914	\$ 989	\$ 1,620
Derivatives not designated as hedging instruments under ASC 815:						
Interest rate derivatives	\$79,477	\$ 42,510	\$ 56,717	\$79,199	\$ 41,469	\$ 55,809
Interest rate lock commitments	8,352	7,401	11,836	4,060	171	—
Forward commitments to sell mortgage loans	—	745	—	3,505	2,275	7,713
Foreign exchange contracts	273	373	260	270	115	56
Total derivatives not designated as hedging instruments under ASC 815	\$88,102	\$ 51,029	\$ 68,813	\$87,034	\$ 44,030	\$ 63,578
Total Derivatives	\$88,828	\$ 51,298	\$ 69,034	\$87,948	\$ 45,019	\$ 65,198

Cash Flow Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to add stability to net interest income and to manage its exposure to interest rate movements. To accomplish these objectives, the Company primarily uses interest rate swaps and interest rate caps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without the exchange of the underlying notional amount. Interest rate caps designated as cash flow hedges involve the receipt of payments at the end of each period in which the interest rate specified in the contract exceeds the agreed upon strike price.

As of September 30, 2016, the Company had two interest rate swap derivatives designated as cash flow hedges of variable rate deposits. The interest rate swap derivatives had notional amounts of \$250.0 million and \$275.0 million, and mature in July 2019 and August 2019, respectively. Additionally, as of September 30, 2016, the Company had one interest rate swap and two interest rate caps designated as hedges of the variable cash outflows associated with interest expense on the Company's junior subordinated debentures. The swap derivative associated with the Company's junior subordinated debentures had a notional amount of \$25.0 million, and matures in October 2016. The cap derivatives associated with the Company's junior subordinated debentures had notional amounts of \$50.0 million and \$40.0 million, respectively, both maturing in September 2017. The effective portion of changes in the fair value of these cash flow hedges is recorded in accumulated other comprehensive income and is subsequently reclassified to interest expense as interest payments are made on the Company's variable rate junior subordinated debentures. The changes in fair value (net of tax) are separately disclosed in the Consolidated Statements of Comprehensive Income. The ineffective portion of the change in fair value of these derivatives is recognized directly in earnings; however, no hedge ineffectiveness was recognized during the nine months ended September 30, 2016 or September 30, 2015. The Company uses the hypothetical derivative method to assess and measure hedge effectiveness.

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The table below provides details on each of these cash flow hedges as of September 30, 2016:

	September 30, 2016	
(Dollars in thousands)	Notional	Fair Value
Maturity Date	Amount	Asset (Liability)
Interest Rate Swaps:		
October 2016	\$25,000	\$ (7)
July 2019	250,000	106
August 2019	275,000	426
Total Interest Rate Swaps	\$550,000	\$ 525
Interest Rate Caps:		
September 2017	\$50,000	\$ 9
September 2017	40,000	8
Total Interest Rate Caps	\$90,000	\$ 17
Total Cash Flow Hedges	\$640,000	\$ 542

A rollforward of the amounts in accumulated other comprehensive loss related to interest rate derivatives designated as cash flow hedges follows:

(Dollars in thousands)	Three months ended		Nine months ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Unrealized loss at beginning of period	\$(3,574)	\$ (4,408)	\$(3,529)	\$ (4,062)
Amount reclassified from accumulated other comprehensive loss to interest expense on deposits and junior subordinated debentures	1,065	571	2,620	1,460
Amount of gain (loss) recognized in other comprehensive income	1,708	(503)	108	(1,738)
Unrealized loss at end of period	\$(801)	\$ (4,340)	\$(801)	\$ (4,340)

As of September 30, 2016, the Company estimates that during the next twelve months, \$1.7 million will be reclassified from accumulated other comprehensive loss as an increase to interest expense.

Fair Value Hedges of Interest Rate Risk

Interest rate swaps designated as fair value hedges involve the payment of fixed amounts to a counterparty in exchange for the Company receiving variable payments over the life of the agreements without the exchange of the underlying notional amount. As of September 30, 2016, the Company has seven interest rate swaps with an aggregate notional amount of \$71.3 million that were designated as fair value hedges associated with fixed rate commercial and industrial and commercial franchise loans as well as life insurance premium finance receivables.

For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in earnings. The Company includes the gain or loss on the hedged item in the same line item as the offsetting loss or gain on the related derivatives. The Company recognized a net gain of \$35,000 in other income related to hedge ineffectiveness for the three months ended September 30, 2016 and a \$21,000 net loss for the three months ended September 30, 2015. On a year-to-date basis, the Company recognized a net gain of \$13,000 and a net loss of \$23,000 for the nine months ending September 30, 2016 and 2015, respectively.

On June 1, 2013, the Company de-designated a \$96.5 million notional amount cap which was previously designated as a fair value hedge of interest rate risk associated with an embedded cap in one of the Company's floating rate loans. The hedged loan was restructured which resulted in the interest rate cap no longer qualifying as an effective fair value hedge. As such, the interest rate cap derivative is no longer accounted for under hedge accounting and all changes in the interest rate cap derivative value subsequent to June 1, 2013 are recorded in earnings.

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The following table presents the gain/(loss) and hedge ineffectiveness recognized on derivative instruments and the related hedged items that are designated as a fair value hedge accounting relationship as of September 30, 2016 and 2015:

(Dollars in thousands)	Location of Gain/(Loss) Recognized in Income on Derivative	Amount of Gain/(Loss) Recognized in Income on Derivative Three Months Ended		Amount of (Loss)/Gain Recognized in Income on Hedged Item Three Months Ended		Income Statement Gain/(Loss) due to Hedge Ineffectiveness Three Months Ended	
		September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Derivatives in Fair Value Hedging Relationships							
Interest rate swaps	Trading losses, net	\$ 269	\$ (323)	\$ (234)	\$ 302	\$ 35	\$ (21)
(Dollars in thousands)							
(Dollars in thousands)	Location of Gain/(Loss) Recognized in Income on Derivative	Amount of Gain/(Loss) Recognized in Income on Derivative Nine Months Ended		Amount of (Loss)/Gain Recognized in Income on Hedged Item Nine Months Ended		Income Statement Gain/(Loss) due to Hedge Ineffectiveness Nine Months Ended	
		September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Derivatives in Fair Value Hedging Relationships							
Interest rate swaps	Trading losses, net	\$ (614)	\$ (338)	\$ 627	\$ 315	\$ 13	\$ (23)

Non-Designated Hedges

The Company does not use derivatives for speculative purposes. Derivatives not designated as accounting hedges are used to manage the Company's economic exposure to interest rate movements and other identified risks but do not meet the strict hedge accounting requirements of ASC 815. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in earnings.

Interest Rate Derivatives—The Company has interest rate derivatives, including swaps and option products, resulting from a service the Company provides to certain qualified borrowers. The Company's banking subsidiaries execute certain derivative products (typically interest rate swaps) directly with qualified commercial borrowers to facilitate their respective risk management strategies. For example, these arrangements allow the Company's commercial borrowers to effectively convert a variable rate loan to a fixed rate. In order to minimize the Company's exposure on these transactions, the Company simultaneously executes offsetting derivatives with third parties. In most cases, the offsetting derivatives have mirror-image terms, which result in the positions' changes in fair value substantially offsetting through earnings each period. However, to the extent that the derivatives are not a mirror-image and because of differences in counterparty credit risk, changes in fair value will not completely offset resulting in some earnings impact each period. Changes in the fair value of these derivatives are included in non-interest income. At September 30, 2016, the Company had interest rate derivative transactions with an aggregate notional amount of approximately \$4.1 billion (all interest rate swaps and caps with customers and third parties) related to this program. These interest rate derivatives had maturity dates ranging from October 2016 to February 2045.

Mortgage Banking Derivatives—These derivatives include interest rate lock commitments provided to customers to fund certain mortgage loans to be sold into the secondary market and forward commitments for the future delivery of such loans. It is the Company's practice to enter into forward commitments for the future delivery of a portion of our

residential mortgage loan production when interest rate lock commitments are entered into in order to economically hedge the effect of future changes in interest rates on its commitments to fund the loans as well as on its portfolio of mortgage loans held-for-sale. The Company's mortgage banking derivatives have not been designated as being in accounting hedge relationships. At September 30, 2016, the Company had forward commitments to sell mortgage loans with an aggregate notional amount of approximately \$1.3 billion and interest rate lock commitments with an aggregate notional amount of approximately \$683.6 million. The fair values of these derivatives were estimated based on changes in mortgage rates from the dates of the commitments. Changes in the fair value of these mortgage banking derivatives are included in mortgage banking revenue.

Foreign Currency Derivatives—These derivatives include foreign currency contracts used to manage the foreign exchange risk associated with foreign currency denominated assets and to facilitate the respective risk management strategies of certain customer's foreign currency transactions. Foreign currency contracts, which include spot and forward contracts, represent agreements to exchange the currency of one country for the currency of another country at an agreed-upon price on an agreed-upon settlement date. As a result of fluctuations in foreign currencies, the U.S. dollar-equivalent value of the foreign currency denominated assets or forecasted transactions increase or decrease. Gains or losses on the derivative instruments related to these foreign currency denominated assets or forecasted transactions are expected to substantially offset this variability. For certain foreign currency contracts with customers, the Company simultaneously executes offsetting derivatives with third parties. These offsetting

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derivatives have mirror-image terms, which result in the positions' changes in fair value substantially offsetting through earnings each period. As of September 30, 2016 the Company held foreign currency derivatives with an aggregate notional amount of approximately \$63.6 million.

Other Derivatives—Periodically, the Company will sell options to a bank or dealer for the right to purchase certain securities held within the banks' investment portfolios (covered call options). These option transactions are designed primarily to mitigate overall interest rate risk and to increase the total return associated with the investment securities portfolio. These options do not qualify as accounting hedges pursuant to ASC 815, and, accordingly, changes in fair value of these contracts are recognized as other non-interest income. There were no covered call options outstanding as of September 30, 2016, December 31, 2015 or September 30, 2015.

As discussed above, the Company has entered into interest rate cap derivatives to protect the Company in a rising rate environment against increased margin compression due to the repricing of variable rate liabilities and lack of repricing of fixed rate loans and/or securities. As of September 30, 2016, the Company held two interest rate cap derivative contracts, which are not designated in accounting hedge relationships, with an aggregate notional value of \$175.0 million.

Amounts included in the Consolidated Statements of Income related to derivative instruments not designated in accounting hedge relationships were as follows:

(Dollars in thousands)		Three Months Ended		Nine Months Ended	
		September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Derivative	Location in income statement				
Interest rate swaps and caps	Trading (losses) gains, net	\$(395)	\$ (275)	\$(751)	\$ (592)
Mortgage banking derivatives	Mortgage banking revenue	(2,215)	(4,062)	(3,058)	(1,669)
Covered call options	Fees from covered call options	3,633	2,810	9,994	11,735
Foreign exchange contracts	Trading (losses) gains, net	(26)	113	(262)	133

Credit Risk

Derivative instruments have inherent risks, primarily market risk and credit risk. Market risk is associated with changes in interest rates and credit risk relates to the risk that the counterparty will fail to perform according to the terms of the agreement. The amounts potentially subject to market and credit risks are the streams of interest payments under the contracts and the market value of the derivative instrument and not the notional principal amounts used to express the volume of the transactions. Market and credit risks are managed and monitored as part of the Company's overall asset-liability management process, except that the credit risk related to derivatives entered into with certain qualified borrowers is managed through the Company's standard loan underwriting process since these derivatives are secured through collateral provided by the loan agreements. Actual exposures are monitored against various types of credit limits established to contain risk within parameters. When deemed necessary, appropriate types and amounts of collateral are obtained to minimize credit exposure.

The Company has agreements with certain of its interest rate derivative counterparties that contain cross-default provisions, which provide that if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations. The Company also has agreements with certain of its derivative counterparties that contain a provision allowing the counterparty to terminate the derivative positions if the Company fails to maintain its status as a well or adequately capitalized institution, which would require the Company to settle its obligations under the agreements. As of September 30, 2016, the fair value of interest rate derivatives in a net liability position that were subject to such agreements, which includes accrued interest related to these agreements, was \$80.6 million. If at September 30, 2016 the Company had breached any of these provisions and the derivative positions were terminated

as a result, the Company would have been required to settle its obligations under the agreements at the termination value and would have been required to pay any additional amounts due in excess of amounts previously posted as collateral with the respective counterparty.

The Company is also exposed to the credit risk of its commercial borrowers who are counterparties to interest rate derivatives with the banks. This counterparty risk related to the commercial borrowers is managed and monitored through the banks' standard underwriting process applicable to loans since these derivatives are secured through collateral provided by the loan agreement. The counterparty risk associated with the mirror-image swaps executed with third parties is monitored and managed in connection with the Company's overall asset liability management process.

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The Company records interest rate derivatives subject to master netting agreements at their gross value and does not offset derivative assets and liabilities on the Consolidated Statements of Condition. The tables below summarize the Company's interest rate derivatives and offsetting positions as of the dates shown.

(Dollars in thousands)	Derivative Assets Fair Value			Derivative Liabilities Fair Value		
	September 30, 2016	December 31, 2015	September 30, 2015	September 30, 2016	December 31, 2015	September 30, 2015
Gross Amounts Recognized	\$80,203	\$ 42,779	\$ 56,938	\$80,113	\$ 42,458	\$ 57,429
Less: Amounts offset in the Statements of Financial Condition	—	—	—	—	—	—
Net amount presented in the Statements of Financial Condition	\$80,203	\$ 42,779	\$ 56,938	\$80,113	\$ 42,458	\$ 57,429
Gross amounts not offset in the Statements of Financial Condition						
Offsetting Derivative Positions	(958)	(753)	(614)	(958)	(753)	(614)
Collateral Posted ⁽¹⁾	—	—	—	(79,155)	(41,705)	(54,410)
Net Credit Exposure	\$79,245	\$ 42,026	\$ 56,324	\$—	\$—	\$ 2,405

As of September 30, 2016 and December 31, 2015, the Company posted collateral of \$86.0 million and \$45.5 (1) million, respectively, which resulted in excess collateral with its counterparties. For purposes of this disclosure, the amount of posted collateral is limited to the amount offsetting the derivative liability.

(14) Fair Values of Assets and Liabilities

The Company measures, monitors and discloses certain of its assets and liabilities on a fair value basis. These financial assets and financial liabilities are measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the observability of the assumptions used to determine fair value. These levels are:

Level 1—unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2—inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3—significant unobservable inputs that reflect the Company's own assumptions that market participants would use in pricing the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

A financial instrument's categorization within the above valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the assets or liabilities. Following is a description of the valuation methodologies used for the Company's assets and liabilities measured at fair value on a recurring basis.

Available-for-sale and trading account securities—Fair values for available-for-sale and trading securities are typically based on prices obtained from independent pricing vendors. Securities measured with these valuation techniques are

generally classified as Level 2 of the fair value hierarchy. Typically, standard inputs such as benchmark yields, reported trades for similar securities, issuer spreads, benchmark securities, bids, offers and reference data including market research publications are used to fair value a security. When these inputs are not available, broker/dealer quotes may be obtained by the vendor to determine the fair value of the security. We review the vendor's pricing methodologies to determine if observable market information is being used, versus unobservable inputs. Fair value measurements using significant inputs that are unobservable in the market due to limited activity or a less liquid market are classified as Level 3 in the fair value hierarchy.

The Company's Investment Operations Department is responsible for the valuation of Level 3 available-for-sale securities. The methodology and variables used as inputs in pricing Level 3 securities are derived from a combination of observable and

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unobservable inputs. The unobservable inputs are determined through internal assumptions that may vary from period to period due to external factors, such as market movement and credit rating adjustments.

At September 30, 2016, the Company classified \$67.2 million of municipal securities as Level 3. These municipal securities are bond issues for various municipal government entities primarily located in the Chicago metropolitan area and southern Wisconsin and are privately placed, non-rated bonds without CUSIP numbers. The Company's methodology for pricing the non-rated bonds focuses on three distinct inputs: equivalent rating, yield and other pricing terms. To determine the rating for a given non-rated municipal bond, the Investment Operations Department references a publicly issued bond by the same issuer if available. A reduction is then applied to the rating obtained from the comparable bond, as the Company believes if liquidated, a non-rated bond would be valued less than a similar bond with a verifiable rating. The reduction applied by the Company is one complete rating grade (i.e. a "AA" rating for a comparable bond would be reduced to "A" for the Company's valuation). In the third quarter of 2016, all of the ratings derived in the above process by Investment Operations were BBB or better, for both bonds with and without comparable bond proxies. The fair value measurement of municipal bonds is sensitive to the rating input, as a higher rating typically results in an increased valuation. The remaining pricing inputs used in the bond valuation are observable. Based on the rating determined in the above process, Investment Operations obtains a corresponding current market yield curve available to market participants. Other terms including coupon, maturity date, redemption price, number of coupon payments per year, and accrual method are obtained from the individual bond term sheets. Certain municipal bonds held by the Company at September 30, 2016 have a call date that has passed, and are now continuously callable. When valuing these bonds, the fair value is capped at par value as the Company assumes a market participant would not pay more than par for a continuously callable bond.

At September 30, 2016, the Company held no equity securities classified as Level 3 compared to \$25.2 million at December 31, 2015 and \$24.5 million at September 30, 2015. In the prior periods, the securities in Level 3 were primarily comprised of auction rate preferred securities. The Company's valuation methodology at that time included modeling the contractual cash flows of the underlying preferred securities and applying a discount to these cash flows by a market spread derived from the market price of the securities underlying debt. In the third quarter of 2016, the Company exchanged these auction rate securities for the underlying preferred securities, resulting in a \$2.4 million gain on the nonmonetary sale. The Company classified the preferred securities received as Level 2 in the fair value hierarchy at the time of the transaction due to observable inputs other than quoted prices existing for the preferred securities.

Mortgage loans held-for-sale—The fair value of mortgage loans held-for-sale is determined by reference to investor price sheets for loan products with similar characteristics.

Mortgage servicing rights ("MSRs")—Fair value for MSRs is determined utilizing a valuation model which calculates the fair value of each servicing rights based on the present value of estimated future cash flows. The Company uses a discount rate commensurate with the risk associated with each servicing rights, given current market conditions. At September 30, 2016, the Company classified \$13.9 million of MSRs as Level 3. The weighted average discount rate used as an input to value the MSRs at September 30, 2016 was 5.52% with discount rates applied ranging from 3%-7%. The higher the rate utilized to discount estimated future cash flows, the lower the fair value measurement. Additionally, fair value estimates include assumptions about prepayment speeds which ranged from 2%-85% or a weighted average prepayment speed of 14.73% used as an input to value the MSRs at September 30, 2016. Prepayment speeds are inversely related to the fair value of MSRs as an increase in prepayment speeds results in a decreased valuation.

Derivative instruments—The Company's derivative instruments include interest rate swaps and caps, commitments to fund mortgages for sale into the secondary market (interest rate locks), forward commitments to end investors for the sale of mortgage loans and foreign currency contracts. Interest rate swaps and caps are valued by a third party, using

models that primarily use market observable inputs, such as yield curves, and are corroborated by comparison with valuations provided by the respective counterparties. The credit risk associated with derivative financial instruments that are subject to master netting agreements is measured on a net basis by counterparty portfolio. The fair value for mortgage-related derivatives is based on changes in mortgage rates from the date of the commitments. The fair value of foreign currency derivatives is computed based on change in foreign currency rates stated in the contract compared to those prevailing at the measurement date.

Nonqualified deferred compensation assets—The underlying assets relating to the nonqualified deferred compensation plan are included in a trust and primarily consist of non-exchange traded institutional funds which are priced based by an independent third party service.

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The following tables present the balances of assets and liabilities measured at fair value on a recurring basis for the periods presented:

(Dollars in thousands)	September 30, 2016			
	Total	Level 1	Level 2	Level 3
Available-for-sale securities				
U.S. Treasury	\$30,036	\$	—\$30,036	\$—
U.S. Government agencies	93,683	—	93,683	—
Municipal	109,281	—	42,073	67,208
Corporate notes	65,203	—	65,203	—
Mortgage-backed	1,301,111	—	1,301,111	—
Equity securities	50,782	—	50,782	—
Trading account securities	1,092	—	1,092	—
Mortgage loans held-for-sale	559,634	—	559,634	—
MSRs	13,901	—	—	13,901
Nonqualified deferred compensation assets	9,218	—	9,218	—
Derivative assets	88,828	—	88,828	—
Total	\$2,322,769	\$	—\$2,241,660	\$81,109
Derivative liabilities	\$87,948	\$	—\$87,948	\$—

(Dollars in thousands)	December 31, 2015			
	Total	Level 1	Level 2	Level 3
Available-for-sale securities				
U.S. Treasury	\$306,729	\$	—\$306,729	\$—
U.S. Government agencies	70,236	—	70,236	—
Municipal	108,595	—	39,982	68,613
Corporate notes	81,545	—	81,545	—
Mortgage-backed	1,092,597	—	1,092,597	—
Equity securities	56,686	—	31,487	25,199
Trading account securities	448	—	448	—
Mortgage loans held-for-sale	388,038	—	388,038	—
MSRs	9,092	—	—	9,092
Nonqualified deferred compensation assets	8,517	—	8,517	—
Derivative assets	51,298	—	51,298	—
Total	\$2,173,781	\$	—\$2,070,877	\$102,904
Derivative liabilities	\$45,019	\$	—\$45,019	\$—

(Dollars in thousands)	September 30, 2015			
	Total	Level 1	Level 2	Level 3
Available-for-sale securities				
U.S. Treasury	\$285,922	\$	—\$285,922	\$—
U.S. Government agencies	645,023	—	645,023	—
Municipal	297,342	—	228,941	68,401
Corporate notes	116,945	—	116,945	—
Mortgage-backed	815,045	—	815,045	—
Equity securities	54,004	—	29,488	24,516
Trading account securities	3,312	—	3,312	—
Mortgage loans held-for-sale	347,005	—	347,005	—
MSRs	7,875	—	—	7,875
Nonqualified deferred compensation assets	8,342	—	8,342	—

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Derivative assets	69,034	—	69,034	—
Total	\$2,649,849	\$	—\$2,549,057	\$100,792
Derivative liabilities	\$65,198	\$	—\$65,198	\$—

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The aggregate remaining contractual principal balance outstanding as of September 30, 2016, December 31, 2015 and September 30, 2015 for mortgage loans held-for-sale measured at fair value under ASC 825 was \$537.0 million, \$372.0 million and \$328.1 million, respectively, while the aggregate fair value of mortgage loans held-for-sale was \$559.6 million, \$388.0 million and \$347.0 million, for the same respective periods, as shown in the above tables. There were no nonaccrual loans or loans past due greater than 90 days and still accruing in the mortgage loans held-for-sale portfolio measured at fair value as of September 30, 2016, December 31, 2015 and September 30, 2015.

The changes in Level 3 assets measured at fair value on a recurring basis during the three and nine months ended September 30, 2016 and 2015 are summarized as follows:

(Dollars in thousands)	Municipal	Equity securities	Mortgage servicing rights
Balance at July 1, 2016	\$ 69,812	\$ 25,187	\$ 13,382
Total net gains (losses) included in:			
Net income ⁽¹⁾	—	—	519
Other comprehensive loss	(241)	—	—
Purchases	2,184	—	—
Issuances	—	—	—
Sales	—	(25,187)	—
Settlements	(4,547)	—	—
Net transfers into/(out of) Level 3	—	—	—
Balance at September 30, 2016	\$ 67,208	\$ —	\$ 13,901

(Dollars in thousands)	Municipal	Equity securities	Mortgage servicing rights
Balance at January 1, 2016	\$ 68,613	\$ 25,199	\$ 9,092
Total net gains (losses) included in:			
Net income ⁽¹⁾	—	—	4,809
Other comprehensive loss	(141)	(12)	—
Purchases	6,458	—	—
Issuances	—	—	—
Sales	—	(25,187)	—
Settlements	(7,722)	—	—
Net transfers into/(out of) Level 3	—	—	—
Balance at September 30, 2016	\$ 67,208	\$ —	\$ 13,901

(Dollars in thousands)	Municipal	Equity securities	Mortgage servicing rights
Balance at July 1, 2015	\$ 58,572	\$ 24,996	\$ 8,034
Total net (losses) gains included in:			
Net income ⁽¹⁾	—	—	(159)
Other comprehensive income (loss)	223	(480)	—
Purchases	10,405	—	—
Issuances	—	—	—
Sales	—	—	—
Settlements	(799)	—	—
Net transfers into/(out of) Level 3	—	—	—

Balance at September 30, 2015 \$68,401 \$24,516 \$7,875

(1) Changes in the balance of MSR's are recorded as a component of mortgage banking revenue in non-interest income.

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(Dollars in thousands)	Municipal	Equity securities	Mortgage servicing rights
Balance at January 1, 2015	\$ 58,953	\$ 23,711	\$ 8,435
Total net (losses) gains included in:			
Net income ⁽¹⁾	—	—	(560)
Other comprehensive (loss) income	(287)	805	—
Purchases	21,254	—	—
Issuances	—	—	—
Sales	—	—	—
Settlements	(11,519)	—	—
Net transfers into/(out of) Level 3	—	—	—
Balance at September 30, 2015	\$ 68,401	\$ 24,516	\$ 7,875

(1) Changes in the balance of MSR are recorded as a component of mortgage banking revenue in non-interest income.

Also, the Company may be required, from time to time, to measure certain other financial assets at fair value on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from impairment charges on individual assets. For assets measured at fair value on a nonrecurring basis that were still held in the balance sheet at the end of the period, the following table provides the carrying value of the related individual assets or portfolios at September 30, 2016.

(Dollars in thousands)	September 30, 2016			Three Months Ended September 30, 2016	Nine Months Ended September 30, 2016
	Total	Level 1	Level 2	Level 3	Fair Value Losses Recognized, net
Impaired loans—collateral based	\$ 64,614	\$ —	\$ —	\$ 64,614	\$ 4,635
Other real estate owned, including covered other real estate owned ⁽¹⁾	45,449	—	—	45,449	1,237
Total	\$ 110,063	\$ —	\$ —	\$ 110,063	\$ 5,872

(1) Fair value losses recognized, net on other real estate owned include valuation adjustments and charge-offs during the respective period.

Impaired loans—A loan is considered to be impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due pursuant to the contractual terms of the loan agreement. A loan modified in a TDR is an impaired loan according to applicable accounting guidance. Impairment is measured by estimating the fair value of the loan based on the present value of expected cash flows, the market price of the loan, or the fair value of the underlying collateral. Impaired loans are considered a fair value measurement where an allowance is established based on the fair value of collateral. Appraised values, which may require adjustments to market-based valuation inputs, are generally used on real estate collateral-dependent impaired loans.

The Company's Managed Assets Division is primarily responsible for the valuation of Level 3 inputs of impaired loans. For more information on the Managed Assets Division review of impaired loans refer to Note 7 – Allowance for Loan Losses, Allowance for Losses on Lending-Related Commitments and Impaired Loans. At September 30, 2016, the Company had \$90.5 million of impaired loans classified as Level 3. Of the \$90.5 million of impaired loans, \$64.6 million were measured at fair value based on the underlying collateral of the loan as shown in the table above. The

remaining \$25.9 million were valued based on discounted cash flows in accordance with ASC 310.

Other real estate owned (including covered other real estate owned)—Other real estate owned is comprised of real estate acquired in partial or full satisfaction of loans and is included in other assets. Other real estate owned is recorded at its estimated fair value less estimated selling costs at the date of transfer, with any excess of the related loan balance over the fair value less expected selling costs charged to the allowance for loan losses. Subsequent changes in value are reported as adjustments to the carrying amount and are recorded in other non-interest expense. Gains and losses upon sale, if any, are also charged to other non-interest expense. Fair value is generally based on third party appraisals and internal estimates that are adjusted by a discount representing the estimated cost of sale and is therefore considered a Level 3 valuation.

The Company's Managed Assets Division is primarily responsible for the valuation of Level 3 inputs for non-covered other real estate owned and covered other real estate owned. At September 30, 2016, the Company had \$45.4 million of other real estate owned classified as Level 3. The unobservable input applied to other real estate owned relates to the 10% reduction to the appraisal

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value representing the estimated cost of sale of the foreclosed property. A higher discount for the estimated cost of sale results in a decreased carrying value.

The valuation techniques and significant unobservable inputs used to measure both recurring and non-recurring Level 3 fair value measurements at September 30, 2016 were as follows:

(Dollars in thousands)	Fair Value	Valuation Methodology	Significant Unobservable Input	Range of Inputs	Weighted Average of Inputs	Impact to valuation from an increased or higher input value
Measured at fair value on a recurring basis:						
Municipal Securities	\$ 67,208	Bond pricing	Equivalent rating	BBB-AA+	N/A	Increase
MSRs	13,901	Discounted cash flows	Discount rate	3%-7%	5.52%	Decrease
			Constant prepayment rate (CPR)	2%-85%	14.73%	Decrease
Measured at fair value on a non-recurring basis:						
Impaired loans—collateral based	\$ 64,614	Appraisal value	Appraisal adjustment - cost of sale	10%	10.00%	Decrease
Other real estate owned, including covered other real estate owned	45,449	Appraisal value	Appraisal adjustment - cost of sale	10%	10.00%	Decrease

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The Company is required under applicable accounting guidance to report the fair value of all financial instruments on the consolidated statements of condition, including those financial instruments carried at cost. The table below presents the carrying amounts and estimated fair values of the Company's financial instruments as of the dates shown:

(Dollars in thousands)	At September 30, 2016		At December 31, 2015		At September 30, 2015	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets:						
Cash and cash equivalents	\$246,947	\$246,947	\$275,795	\$275,795	\$250,655	\$250,655
Interest bearing deposits with banks	816,104	816,104	607,782	607,782	701,106	701,106
Available-for-sale securities	1,650,096	1,650,096	1,716,388	1,716,388	2,214,281	2,214,281
Held-to-maturity securities	932,767	942,666	884,826	878,111	—	—
Trading account securities	1,092	1,092	448	448	3,312	3,312
FHLB and FRB stock, at cost	129,630	129,630	101,581	101,581	90,308	90,308
Brokerage customer receivables	25,511	25,511	27,631	27,631	28,293	28,293
Mortgage loans held-for-sale, at fair value	559,634	559,634	388,038	388,038	347,005	347,005
Total loans	19,197,201	20,251,518	17,266,790	18,106,829	16,484,820	17,284,375
MSRs	13,901	13,901	9,092	9,092	7,875	7,875
Nonqualified deferred compensation assets	9,218	9,218	8,517	8,517	8,342	8,342
Derivative assets	88,828	88,828	51,298	51,298	69,034	69,034
Accrued interest receivable and other	205,725	205,725	193,092	193,092	192,572	192,572
Total financial assets	\$23,876,654	\$24,940,870	\$21,531,278	\$22,364,602	\$20,397,603	\$21,197,158
Financial Liabilities						
Non-maturity deposits	\$16,946,178	\$16,946,178	\$14,634,957	\$14,634,957	\$14,092,697	\$14,092,697
Deposits with stated maturities	4,201,477	4,200,278	4,004,677	3,998,180	4,135,772	4,137,856
FHLB advances	419,632	427,103	853,431	863,437	451,330	459,154
Other borrowings	241,366	241,366	265,785	265,785	259,978	259,978
Subordinated notes	138,943	138,715	138,861	140,302	138,834	142,953
Junior subordinated debentures	253,566	254,108	268,566	268,046	268,566	268,058
Derivative liabilities	87,948	87,948	45,019	45,019	65,198	65,198
FDIC indemnification liability	17,945	17,945	6,100	6,100	3,033	3,033
Accrued interest payable	8,007	8,007	7,394	7,394	11,364	11,364
Total financial liabilities	\$22,315,062	\$22,321,648	\$20,224,790	\$20,229,220	\$19,426,772	\$19,440,291

Not all the financial instruments listed in the table above are subject to the disclosure provisions of ASC Topic 820, as certain assets and liabilities result in their carrying value approximating fair value. These include cash and cash equivalents, interest bearing deposits with banks, brokerage customer receivables, FHLB and FRB stock, FDIC indemnification asset and liability, accrued interest receivable and accrued interest payable and non-maturity deposits.

The following methods and assumptions were used by the Company in estimating fair values of financial instruments that were not previously disclosed.

Held-to-maturity securities. Held-to-maturity securities include U.S. Government-sponsored agency securities and municipal bonds issued by various municipal government entities primarily located in the Chicago metropolitan area and southern Wisconsin. Fair values for held-to-maturity securities are typically based on prices obtained from independent pricing vendors. In accordance with ASC 820, the Company has categorized held-to-maturity securities as a Level 2 fair value measurement.

Loans. Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are analyzed by type such as commercial, residential real estate, etc. Each category is further segmented by interest rate type (fixed and variable) and term. For variable-rate loans that reprice frequently, estimated fair values are based on carrying values. The fair value of residential loans is based on secondary market sources for securities backed by similar loans, adjusted for differences in loan characteristics. The fair value for other fixed rate loans is estimated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect credit and interest rate risks inherent in the loan. The primary impact of credit risk on the present value of the loan portfolio, however, was assessed through the use of the allowance for loan losses, which is believed to represent

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the current fair value of probable incurred losses for purposes of the fair value calculation. In accordance with ASC 820, the Company has categorized loans as a Level 3 fair value measurement.

Deposits with stated maturities. The fair value of certificates of deposit is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently in effect for deposits of similar remaining maturities. In accordance with ASC 820, the Company has categorized deposits with stated maturities as a Level 3 fair value measurement.

FHLB advances. The fair value of FHLB advances is obtained from the FHLB which uses a discounted cash flow analysis based on current market rates of similar maturity debt securities to discount cash flows. In accordance with ASC 820, the Company has categorized FHLB advances as a Level 3 fair value measurement.

Subordinated notes. The fair value of the subordinated notes is based on a market price obtained from an independent pricing vendor. In accordance with ASC 820, the Company has categorized subordinated notes as a Level 2 fair value measurement.

Junior subordinated debentures. The fair value of the junior subordinated debentures is based on the discounted value of contractual cash flows. In accordance with ASC 820, the Company has categorized junior subordinated debentures as a Level 3 fair value measurement.

(15) Stock-Based Compensation Plans

In May 2015, the Company's shareholders approved the 2015 Stock Incentive Plan ("the 2015 Plan") which provides for the issuance of up to 5,485,000 shares of common stock. The 2015 Plan replaced the 2007 Stock Incentive Plan ("the 2007 Plan") which replaced the 1997 Stock Incentive Plan ("the 1997 Plan"). The 2015 Plan, the 2007 Plan and the 1997 Plan are collectively referred to as "the Plans." The 2015 Plan has substantially similar terms to the 2007 Plan and the 1997 Plan. Outstanding awards under the Plans for which common shares are not issued by reason of cancellation, forfeiture, lapse of such award or settlement of such award in cash, are again available under the 2015 Plan. All grants made after the approval of the 2015 Plan will be made pursuant to the 2015 Plan. The Plans cover substantially all employees of Wintrust. The Compensation Committee of the Board of Directors administers all stock-based compensation programs and authorizes all awards granted pursuant to the Plans.

The Plans permit the grant of incentive stock options, non-qualified stock options, stock appreciation rights, stock awards, restricted share or unit awards, performance awards and other incentive awards valued in whole or in part by reference to the Company's common stock, all on a stand alone, combination or tandem basis. The Company historically awarded stock-based compensation in the form of time-vested non-qualified stock options and time-vested restricted share unit awards ("restricted shares"). The grants of options provide for the purchase of shares of the Company's common stock at the fair market value of the stock on the date the options are granted. Stock options under the 2015 Plan and the 2007 Plan generally vest ratably over periods of three to five years and have a maximum term of seven years from the date of grant. Stock options granted under the 1997 Plan provided for a maximum term of 10 years. Restricted shares entitle the holders to receive, at no cost, shares of the Company's common stock. Restricted shares generally vest over periods of one to five years from the date of grant.

Beginning in 2011, the Company has awarded annual grants under the Long-Term Incentive Program ("LTIP"), which is administered under the Plans. The LTIP is designed in part to align the interests of management with the interests of shareholders, foster retention, create a long-term focus based on sustainable results and provide participants with a target long-term incentive opportunity. It is anticipated that LTIP awards will continue to be granted annually. LTIP grants to date have consisted of time-vested non-qualified stock options and performance-based stock and cash awards. Performance-based stock and cash awards granted under the LTIP are contingent upon the achievement of

pre-established long-term performance goals set in advance by the Compensation Committee over a three-year period starting at the beginning of each calendar year. These performance awards are granted at a target level, and based on the Company's achievement of the pre-established long-term goals, the actual payouts can range from 0% to a maximum of 150% (for awards granted in 2015 and 2016) or 200% (for awards granted prior to 2015) of the target award. The awards vest in the quarter after the end of the performance period upon certification of the payout by the Compensation Committee of the Board of Directors.

Holders of restricted share awards and performance-based stock awards received under the Plans are not entitled to vote or receive cash dividends (or cash payments equal to the cash dividends) on the underlying common shares until the awards are vested and issued. Except in limited circumstances, these awards are canceled upon termination of employment without any payment of consideration by the Company. Shares that are vested but not issuable pursuant to deferred compensation arrangements accrue additional shares based on the value of dividends otherwise paid.

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Stock-based compensation is measured as the fair value of an award on the date of grant, and the measured cost is recognized over the period which the recipient is required to provide service in exchange for the award. The fair values of restricted share and performance-based stock awards are determined based on the average of the high and low trading prices on the grant date, and the fair value of stock options is estimated using a Black-Scholes option-pricing model that utilizes the assumptions outlined in the following table. Option-pricing models require the input of highly subjective assumptions and are sensitive to changes in the option's expected life and the price volatility of the underlying stock, which can materially affect the fair value estimate. Expected life of options granted since the inception of the LTIP awards has been based on the safe harbor rule of the SEC Staff Accounting Bulletin No. 107 "Share-Based Payment" as the Company believes historical exercise data may not provide a reasonable basis to estimate the expected term of these options. Expected stock price volatility is based on historical volatility of the Company's common stock, which correlates with the expected life of the options, and the risk-free interest rate is based on comparable U.S. Treasury rates. Management reviews and adjusts the assumptions used to calculate the fair value of an option on a periodic basis to better reflect expected trends.

The following table presents the weighted average assumptions used to determine the fair value of options granted in the nine month periods ending September 30, 2016 and 2015.

	Nine Months			
	Ended			
	September		September	
	30,	30,	30,	30,
	2016	2015	2016	2015
Expected dividend yield	0.9 %	0.9 %	0.9 %	0.9 %
Expected volatility	25.2 %	26.5 %	25.2 %	26.5 %
Risk-free rate	1.3 %	1.3 %	1.3 %	1.3 %
Expected option life (in years)	4.5	4.5	4.5	4.5

Stock based compensation is recognized based upon the number of awards that are ultimately expected to vest, taking into account expected forfeitures. In addition, for performance-based awards, an estimate is made of the number of shares expected to vest as a result of actual performance against the performance criteria in the award to determine the amount of compensation expense to recognize. The estimate is reevaluated periodically and total compensation expense is adjusted for any change in estimate in the current period. Stock-based compensation expense recognized in the Consolidated Statements of Income was \$2.0 million in the third quarter of 2016 and \$2.5 million in the third quarter of 2015, and \$6.8 million and \$7.8 million for the year-to-date periods, respectively.

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A summary of the Company's stock option activity for the nine months ended September 30, 2016 and September 30, 2015 is presented below:

Stock Options	Common Shares	Weighted Average Strike Price	Remaining Contractual Term ⁽¹⁾	Intrinsic Value ⁽²⁾ (\$000)
Outstanding at January 1, 2016	1,551,734	\$ 41.32		
Granted	562,166	41.04		
Exercised	(184,366)	37.43		
Forfeited or canceled	(86,039)	48.93		
Outstanding at September 30, 2016	1,843,495	\$ 41.27	4.8	\$ 26,363
Exercisable at September 30, 2016	813,666	\$ 39.27	3.5	\$ 13,265

Stock Options	Common Shares	Weighted Average Strike Price	Remaining Contractual Term ⁽¹⁾	Intrinsic Value ⁽²⁾ (\$000)
Outstanding at January 1, 2015	1,618,426	\$ 43.00		
Conversion of options of acquired company	16,364	21.18		
Granted	502,517	44.36		
Exercised	(258,836)	43.14		
Forfeited or canceled	(277,150)	53.64		
Outstanding at September 30, 2015	1,601,321	\$ 41.34	4.7	\$ 19,738
Exercisable at September 30, 2015	715,101	\$ 37.52	3.2	\$ 11,376

(1) Represents the remaining weighted average contractual life in years.

Aggregate intrinsic value represents the total pre-tax intrinsic value (i.e., the difference between the Company's stock price on the last trading day of the quarter and the option exercise price, multiplied by the number of shares) that would have been received by the option holders if they had exercised their options on the last day of the quarter. Options with exercise prices above the stock price on the last trading day of the quarter are excluded from the calculation of intrinsic value. The intrinsic value will change based on the fair market value of the Company's stock.

The weighted average grant date fair value per share of options granted during the nine months ended September 30, 2016 and September 30, 2015 was \$8.61 and \$9.72, respectively. The aggregate intrinsic value of options exercised during the nine months ended September 30, 2016 and 2015, was \$2.7 million and \$2.3 million, respectively.

A summary of the Plans' restricted share activity for the nine months ended September 30, 2016 and September 30, 2015 is presented below:

Restricted Shares	Nine months ended September 30, 2016		Nine months ended September 30, 2015	
	Common Shares	Weighted Average Grant-Date Fair Value	Common Shares	Weighted Average Grant-Date Fair Value
Outstanding at January 1	137,593	\$ 49.63	146,112	\$ 47.45
Granted	15,764	44.72	15,657	45.81
Vested and issued	(10,041)	43.78	(20,409)	39.07
Forfeited or canceled	(598)	44.26	(2,400)	36.81
Outstanding at September 30	142,718	\$ 49.52	138,960	\$ 48.68
Vested, but not issuable at September 30	88,889	\$ 51.44	85,000	\$ 51.88

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A summary of the Plans' performance-based stock award activity, based on the target level of the awards, for the nine months ended September 30, 2016 and September 30, 2015 is presented below:

Performance-based Stock	Nine months ended September 30, 2016		Nine months ended September 30, 2015	
	Common Shares	Average Grant-Date Fair Value	Common Shares	Average Grant-Date Fair Value
Outstanding at January 1	276,533	\$ 43.01	295,679	\$ 38.18
Granted	118,072	41.02	106,017	44.35
Vested and issued	(78,410)	37.90	(78,590)	31.10
Forfeited	(13,229)	41.12	(33,854)	32.74
Outstanding at September 30	302,966	\$ 43.64	289,252	\$ 43.00
Vested, but deferred at September 30	6,660	\$ 37.93	—	\$ —

The Company issues new shares to satisfy its obligation to issue shares granted pursuant to the Plans.

(16) Shareholders' Equity and Earnings Per Share

Common Stock Offering

In June 2016, the Company issued through a public offering a total of 3,000,000 shares of its common stock. Net proceeds to the Company totaled approximately \$152.8 million.

Series D Preferred Stock

In June 2015, the Company issued and sold 5,000,000 shares of fixed-to-floating non-cumulative perpetual preferred stock, Series D, liquidation preference \$25 per share (the "Series D Preferred Stock") for \$125.0 million in a public offering. When, as and if declared, dividends on the Series D Preferred Stock are payable quarterly in arrears at a fixed rate of 6.50% per annum from the original issuance date to, but excluding, July 15, 2025, and from (and including) that date at a floating rate equal to three-month LIBOR plus a spread of 4.06% per annum.

Series C Preferred Stock

In March 2012, the Company issued and sold 126,500 shares of non-cumulative perpetual convertible preferred stock, Series C, liquidation preference \$1,000 per share (the "Series C Preferred Stock") for \$126.5 million in a public offering. When, as and if declared, dividends on the Series C Preferred Stock are payable quarterly in arrears at a rate of 5.00% per annum. The Series C Preferred Stock is convertible into common stock at the option of the holder at a current conversion rate of 24.5569 shares of common stock per share of Series C Preferred Stock subject to customary anti-dilution adjustments. In the first nine months of 2016, pursuant to such terms, 30 shares of the Series C Preferred Stock were converted at the option of the respective holders into 729 shares of the Company's common stock. In 2015, pursuant to such terms, 180 shares of the Series C Preferred Stock were converted at the option of the respective holders into 4,374 shares of the Company's common stock. On and after April 15, 2017, the Company will have the right under certain circumstances to cause the Series C Preferred Stock to be converted into common stock if the closing price of the Company's common stock exceeds a certain amount.

Common Stock Warrant

Pursuant to the U.S. Department of the Treasury's (the "U.S. Treasury") Capital Purchase Program, on December 19, 2008, the Company issued to the U.S. Treasury a warrant to exercise 1,643,295 warrant shares of Wintrust common stock at a per share exercise price of \$22.82, subject to customary anti-dilution adjustments, and with a term of 10 years. In February 2011, the U.S. Treasury sold all of its interest in the warrant issued to it in a secondary underwritten public offering. During the first nine months of 2016, 1,603 warrant shares were exercised, which resulted in 944 shares of common stock issued. At September 30, 2016, all remaining holders of the interest in the warrant were able to exercise 365,829 warrant shares.

Other

In July 2015, the Company issued 388,573 shares of its common stock in the acquisition of CFIS. In January 2015, the Company issued 422,122 shares of its common stock in the acquisition of Delavan.

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At the January 2016 Board of Directors meeting, a quarterly cash dividend of \$0.12 per share (\$0.48 on an annualized basis) was declared. It was paid on February 25, 2016 to shareholders of record as of February 11, 2016. At the April 2016 Board of Directors meeting, a quarterly cash dividend of \$0.12 per share (\$0.48 on an annualized basis) was declared. It was paid on May 26, 2016 to shareholders of record as of May 12, 2016. At the July 2016 Board of Directors meeting, a quarterly cash dividend of \$0.12 per share (\$0.48 on an annualized basis) was declared. It was paid on August 25, 2016 to shareholders of record as of August 11, 2016.

Accumulated Other Comprehensive Income (Loss)

The following tables summarize the components of other comprehensive income (loss), including the related income tax effects, and the related amount reclassified to net income for the periods presented (in thousands).

	Accumulated Unrealized Gains (Losses) on Securities	Accumulated Unrealized Losses on Derivative Instruments	Accumulated Foreign Currency Translation Adjustments	Total Accumulated Other Comprehensive Loss
Balance at July 1, 2016	\$ 3,971	\$ (2,220)	\$ (36,191)	\$ (34,440)
Other comprehensive income (loss) during the period, net of tax, before reclassifications	1,532	1,037	(1,644)	925
Amount reclassified from accumulated other comprehensive income (loss) into net income, net of tax	(2,005)	646	—	(1,359)
Amount reclassified from accumulated other comprehensive income (loss) related to amortization of unrealized losses on investment securities transferred to held-to-maturity from available-for-sale, net of tax	2,295	—	—	2,295
Net other comprehensive income (loss) during the period, net of tax	\$ 1,822	\$ 1,683	\$ (1,644)	\$ 1,861
Balance at September 30, 2016	\$ 5,793	\$ (537)	\$ (37,835)	\$ (32,579)
Balance at January 1, 2016	\$ (17,674)	\$ (2,193)	\$ (42,841)	\$ (62,708)
Other comprehensive income during the period, net of tax, before reclassifications	20,444	66	5,006	25,516
Amount reclassified from accumulated other comprehensive income (loss) into net income, net of tax	(3,684)	1,590	—	(2,094)
Amount reclassified from accumulated other comprehensive income (loss) related to amortization of unrealized losses on investment securities transferred to held-to-maturity from available-for-sale, net of tax	\$ 6,707	\$ —	\$ —	\$ 6,707
Net other comprehensive income during the period, net of tax	\$ 23,467	\$ 1,656	\$ 5,006	\$ 30,129
Balance at September 30, 2016	\$ 5,793	\$ (537)	\$ (37,835)	\$ (32,579)
Balance at July 1, 2015	\$ (26,333)	\$ (2,727)	\$ (32,811)	\$ (61,871)
Other comprehensive income (loss) during the period, net of tax, before reclassifications	18,995	(287)	(6,337)	12,371
Amount reclassified from accumulated other comprehensive (loss) income into net income, net of tax	60	347	—	407
	—	—	—	—

Amount reclassified from accumulated other comprehensive (loss) income related to amortization of unrealized losses on investment securities transferred to held-to-maturity from available-for-sale, net of tax

Net other comprehensive income (loss) during the period, net of tax	\$ 19,055	\$ 60	\$ (6,337)	\$ 12,778
Balance at September 30, 2015	\$ (7,278)	\$ (2,667)	\$ (39,148)	\$ (49,093)

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	Accumulated Unrealized Gains (Losses) on Securities	Accumulated Unrealized Losses on Derivative Instruments	Accumulated Foreign Currency Translation Adjustments	Total Accumulated Other Comprehensive Loss
Balance at January 1, 2015	\$ (9,533)	\$ (2,517)	\$ (25,282)	\$ (37,332)
Other comprehensive income (loss) during the period, net of tax, before reclassifications	2,499	(1,027)	(13,866)	(12,394)
Amount reclassified from accumulated other comprehensive loss into net income, net of tax	(244)	877	—	633
Amount reclassified from accumulated other comprehensive loss related to amortization of unrealized losses on investment securities transferred to held-to-maturity from available-for-sale, net of tax	—	—	—	—
Net other comprehensive income (loss) during the period, net of tax	\$ 2,255	\$ (150)	\$ (13,866)	\$ (11,761)
Balance at September 30, 2015	\$ (7,278)	\$ (2,667)	\$ (39,148)	\$ (49,093)

Details Regarding the Component of Accumulated Other Comprehensive Income	Amount Reclassified from Accumulated Other Comprehensive Income for the				Impacted Line on the Consolidated Statements of Income
	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2015		
Accumulated unrealized losses on securities					
Gains (losses) included in net income	\$ 3,305	\$(98)	\$ 6,070	\$ 402	Gains (losses) on investment securities, net
Tax effect	3,305	(98)	6,070	402	Income before taxes
Net of tax	\$(1,300)	\$38	\$(2,386)	\$(158)	Income tax expense
Accumulated unrealized losses on derivative instruments					
Amount reclassified to interest expense on deposits	\$ 528	\$ 92	\$ 1,121	\$ 92	Interest on deposits
Amount reclassified to interest expense on junior subordinated debentures	537	479	\$ 1,499	\$ 1,350	Interest on junior subordinated debentures
Tax effect	(1,065)	(571)	(2,620)	(1,442)	Income before taxes
Net of tax	\$ 419	\$ 224	\$ 1,030	\$ 565	Income tax expense
	\$(646)	\$(347)	\$(1,590)	\$(877)	Net income

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Earnings per Share

The following table shows the computation of basic and diluted earnings per share for the periods indicated:

(In thousands, except per share data)	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Net income	\$53,115	\$ 38,355	\$152,267	\$ 121,238
Less: Preferred stock dividends and discount accretion	3,628	4,079	10,884	7,240
Net income applicable to common shares—Basic (A)	49,487	34,276	141,383	113,998
Add: Dividends on convertible preferred stock, if dilutive	1,578	1,579	4,735	4,740
Net income applicable to common shares—Diluted (B)	51,065	35,855	146,118	118,738
Weighted average common shares outstanding (C)	51,679	48,158	49,763	47,658
Effect of dilutive potential common shares				
Common stock equivalents	938	978	822	1,070
Convertible preferred stock, if dilutive	3,109	3,071	3,109	3,071
Total dilutive potential common shares	4,047	4,049	3,931	4,141
Weighted average common shares and effect of dilutive potential common shares (D)	55,726	52,207	53,694	51,799
Net income per common share:				
Basic (A/C)	\$0.96	\$ 0.71	\$2.84	\$ 2.39
Diluted (B/D)	\$0.92	\$ 0.69	\$2.72	\$ 2.29

Potentially dilutive common shares can result from stock options, restricted stock unit awards, stock warrants, the Company's convertible preferred stock and shares to be issued under the Employee Stock Purchase Plan and the Directors Deferred Fee and Stock Plan, being treated as if they had been either exercised or issued, computed by application of the treasury stock method. While potentially dilutive common shares are typically included in the computation of diluted earnings per share, potentially dilutive common shares are excluded from this computation in periods in which the effect would reduce the loss per share or increase the income per share. For diluted earnings per share, net income applicable to common shares can be affected by the conversion of the Company's convertible preferred stock. Where the effect of this conversion would reduce the loss per share or increase the income per share, net income applicable to common shares is not adjusted by the associated preferred dividends.

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ITEM 2

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of financial condition as of September 30, 2016 compared with December 31, 2015 and September 30, 2015, and the results of operations for the three and nine month periods ended September 30, 2016 and 2015, should be read in conjunction with the unaudited consolidated financial statements and notes contained in this report and the risk factors discussed herein and under Item 1A of the Company's 2015 Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties and, as such, future results could differ significantly from management's current expectations. See the last section of this discussion for further information on forward-looking statements.

Introduction

Wintrust is a financial holding company that provides traditional community banking services, primarily in the Chicago metropolitan area and southern Wisconsin, and operates other financing businesses on a national basis and in Canada through several non-bank subsidiaries. Additionally, Wintrust offers a full array of wealth management services primarily to customers in the Chicago metropolitan area and southern Wisconsin.

Overview

Third Quarter Highlights

The Company recorded net income of \$53.1 million for the third quarter of 2016 compared to \$38.4 million in the third quarter of 2015. The results for the third quarter of 2016 demonstrate continued momentum on our operating strengths including strong loan and deposit growth driving higher net interest income, higher mortgage banking and wealth management revenue, increased fees from covered call options and improving credit quality metrics.

The Company increased its loan portfolio, excluding covered loans and mortgage loans held-for-sale, from \$16.3 billion at September 30, 2015 and \$17.1 billion at December 31, 2015 to \$19.1 billion at September 30, 2016. The increase in the current quarter compared to the prior quarters was primarily a result of the Company's commercial banking initiative, growth in the commercial, commercial real estate and life insurance premium finance receivables portfolios and the acquisition of Generations and performing loans and relationships acquired from an affiliate of GE Capital Franchise Finance. The Company is focused on making new loans, including in the commercial and commercial real estate sector, where opportunities that meet our underwriting standards exist. For more information regarding changes in the Company's loan portfolio, see "Financial Condition – Interest Earning Assets" and Note 6 "Loans" of the Consolidated Financial Statements in Item 1 of this report.

Management considers the maintenance of adequate liquidity to be important to the management of risk. During the third quarter of 2016, the Company continued its practice of maintaining appropriate funding capacity to provide the Company with adequate liquidity for its ongoing operations. In this regard, the Company benefited from its strong deposit base, a liquid short-term investment portfolio and its access to funding from a variety of external funding sources. At September 30, 2016, the Company had approximately \$1.1 billion in overnight liquid funds and interest-bearing deposits with banks.

The Company recorded net interest income of \$184.6 million in the third quarter of 2016 compared to \$165.5 million in the third quarter of 2015. The higher level of net interest income recorded in the third quarter of 2016 compared to the third quarter of 2015 resulted primarily from a \$2.6 billion increase in average loans, excluding covered loans. The increase in average loans, excluding covered loans, was partially offset by a eight basis point decline in the yield on

earning assets, on a fully tax-equivalent basis and a four basis point increase in the rate on interest bearing liabilities (see "Net Interest Income" for further detail).

Non-interest income totaled \$86.6 million in the third quarter of 2016, an increase of \$21.7 million, or 33%, compared to the third quarter of 2015. The increase in the third quarter of 2016 compared to the third quarter of 2015 was primarily attributable to higher mortgage banking and wealth management revenue, higher gains on sales of investment securities, increased operating lease income, an increase in service charges on deposits and fees from covered call options and higher BOLI income (see "Non-Interest Income" for further detail).

Non-interest expense totaled \$176.6 million in the third quarter of 2016, increasing \$16.6 million, or 10%, compared to the third quarter of 2015. The increase compared to the third quarter of 2015 was primarily attributable to higher salary and employee benefit costs caused by the addition of employees from the various acquisitions, and higher staffing levels as the Company grows, increased equipment expense, including operating lease equipment depreciation, higher OREO expenses and professional fees(see "Non-Interest Expense" for further detail).

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Announced Acquisitions

On July 6, 2016, the Company announced the signing of a definitive agreement to acquire First Community Financial Corporation ("FCFC"). FCFC is the parent company of First Community Bank, an Illinois state-chartered bank, which operates two banking locations in Elgin, Illinois. As of September 30, 2016, First Community Bank had approximately \$172 million in assets, approximately \$81 million in loans and approximately \$147 million in deposits.

RESULTS OF OPERATIONS

Earnings Summary

The Company's key operating measures for the three and nine months ended September 30, 2016, as compared to the same period last year, are shown below:

(Dollars in thousands, except per share data)	Three months ended		Percentage (%) or	
	September 30, 2016	September 30, 2015	Basis Point (bp)	Change
Net income	\$53,115	\$38,355	38	%
Net income per common share—Diluted	0.92	0.69	33	
Net revenue ⁽¹⁾	271,240	230,493	18	
Net interest income	184,636	165,540	12	
Net interest margin	3.21	% 3.31	%	(10) bp
Net interest margin - fully taxable equivalent (non-GAAP) ⁽²⁾	3.24	% 3.33	%	(9) bp
Net overhead ratio ⁽³⁾	1.44	% 1.74	%	(30) bp
Return on average assets	0.85	0.70	15	
Return on average common equity	8.20	6.60	160	
Return on average tangible common equity ⁽²⁾	10.55	8.88	167	
	Nine months ended			
(Dollars in thousands, except per share data)	September 30, 2016	September 30, 2015	Percentage (%) or	
			Basis Point (bp)	Change
Net income	\$152,267	\$121,238	26	%
Net income per common share—Diluted	2.72	2.29	19	
Net revenue ⁽¹⁾	771,570	680,830	13	
Net interest income	531,415	474,323	12	
Net interest margin	3.25	% 3.36	%	(11) bp
Net interest margin - fully taxable equivalent (non-GAAP) ⁽²⁾	3.27	% 3.39	%	(12) bp
Net overhead ratio ⁽³⁾	1.46	1.66	(20) bp	
Return on average assets	0.85	0.79	6	
Return on average common equity	8.39	7.53	86	
Return on average tangible common equity ⁽²⁾	10.98	9.90	108	
At end of period				
Total assets	\$25,321,759	\$22,035,216	15	%
Total loans, excluding loans held-for-sale, excluding covered loans	19,101,261	16,316,211	17	
Total loans, including loans held-for-sale, excluding covered loans	19,660,895	16,663,216	18	
Total deposits	21,147,655	18,228,469	16	
Total shareholders' equity	2,674,474	2,335,736	15	
Book value per common share ⁽²⁾	\$46.86	\$43.12	9	

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Tangible common book value per share ⁽²⁾	37.06	32.83	13
Market price per common share	55.57	53.43	4
Excluding covered loans:			
Allowance for credit losses to total loans ⁽⁴⁾	0.62	% 0.64	% (2) bp
Non-performing loans to total loans	0.44	% 0.53	% (9)

(1) Net revenue is net interest income plus non-interest income.

(2) See following section titled, "Supplementary Financial Measures/Ratios" for additional information on this performance measure/ratio.

(3) The net overhead ratio is calculated by netting total non-interest expense and total non-interest income, annualizing this amount, and dividing by that period's total average assets. A lower ratio indicates a higher degree of efficiency.

(4) The allowance for credit losses includes both the allowance for loan losses and the allowance for lending-related commitments.

Certain returns, yields, performance ratios, and quarterly growth rates are "annualized" in this presentation and throughout this report to represent an annual time period. This is done for analytical purposes to better discern for decision-making purposes

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underlying performance trends when compared to full-year or year-over-year amounts. For example, balance sheet growth rates are most often expressed in terms of an annual rate. As such, 5% growth during a quarter would represent an annualized growth rate of 20%.

SUPPLEMENTAL FINANCIAL MEASURES/RATIOS

The accounting and reporting policies of Wintrust conform to generally accepted accounting principles (“GAAP”) in the United States and prevailing practices in the banking industry. However, certain non-GAAP performance measures and ratios are used by management to evaluate and measure the Company’s performance. These include taxable-equivalent net interest income (including its individual components), net interest margin (including its individual components), the efficiency ratio, tangible common equity ratio, tangible common book value per share and return on average tangible common equity. Management believes that these measures and ratios provide users of the Company’s financial information a more meaningful view of the performance of the interest-earning assets and interest-bearing liabilities and of the Company’s operating efficiency. Other financial holding companies may define or calculate these measures and ratios differently.

Management reviews yields on certain asset categories and the net interest margin of the Company and its banking subsidiaries on a fully taxable-equivalent (“FTE”) basis. In this non-GAAP presentation, net interest income is adjusted to reflect tax-exempt interest income on an equivalent before-tax basis. This measure ensures comparability of net interest income arising from both taxable and tax-exempt sources. Net interest income on a FTE basis is also used in the calculation of the Company’s efficiency ratio. The efficiency ratio, which is calculated by dividing non-interest expense by total taxable-equivalent net revenue (less securities gains or losses), measures how much it costs to produce one dollar of revenue. Securities gains or losses are excluded from this calculation to better match revenue from daily operations to operational expenses. Management considers the tangible common equity ratio and tangible book value per common share as useful measurements of the Company’s equity. The Company references the return on average tangible common equity as a measurement of profitability.

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A reconciliation of certain non-GAAP performance measures and ratios used by the Company to evaluate and measure the Company's performance to the most directly comparable GAAP financial measures is shown below:

	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
(Dollars and shares in thousands)				
Calculation of Net Interest Margin and Efficiency Ratio				
(A) Interest Income (GAAP)	\$208,149	\$185,379	\$597,444	\$530,977
Taxable-equivalent adjustment:				
- Loans	584	346	1,616	1,001
- Liquidity Management Assets	963	841	2,815	2,355
- Other Earning Assets	9	10	23	44
(B) Interest Income - FTE	\$209,705	\$186,576	\$601,898	\$534,377
(C) Interest Expense (GAAP)	23,513	19,839	66,029	56,654
(D) Net Interest Income - FTE (B minus C)	\$186,192	\$166,737	\$535,869	\$477,723
(E) Net Interest Income (GAAP) (A minus C)	\$184,636	\$165,540	\$531,415	\$474,323
Net interest margin (GAAP-derived)	3.21	% 3.31	% 3.25	% 3.36
Net interest margin - FTE	3.24	% 3.33	% 3.27	% 3.39
(F) Non-interest income	\$86,604	\$64,953	\$240,155	\$206,507
(G) Gains (losses) on investment securities, net	3,305	(98)	6,070	402
(H) Non-interest expense	176,615	159,974	501,314	461,589
Efficiency ratio (H/(E+F-G))	65.92	% 69.38	% 65.49	% 67.84
Efficiency ratio - FTE (H/(D+F-G))	65.54	% 69.02	% 65.11	% 67.50
Calculation of Tangible Common Equity ratio (at period end)				
Total shareholders' equity	\$2,674,474	\$2,335,736		
(I) Less: Convertible preferred stock	(126,257)	(126,312)		
Less: Non-convertible preferred stock	(125,000)	(125,000)		
Less: Intangible assets	(506,674)	(497,699)		
(J) Total tangible common shareholders' equity	\$1,916,543	\$1,586,725		
Total assets	\$25,321,759	\$22,035,216		
Less: Intangible assets	(506,674)	(497,699)		
(K) Total tangible assets	\$24,815,085	\$21,537,517		
Tangible common equity ratio (J/K)	7.7	% 7.4	%	
Tangible common equity ratio, assuming full conversion of convertible preferred stock ((J-I)/K)	8.2	% 8.0	%	
Calculation of book value per share				
Total shareholders' equity	\$2,674,474	\$2,335,736		
Less: Preferred stock	(251,257)	(251,312)		
(L) Total common equity	\$2,423,217	\$2,084,424		
(M) Actual common shares outstanding	51,715	48,337		
Book value per common share (L/M)	\$46.86	\$43.12		
Tangible common book value per share (J/M)	\$37.06	\$32.83		
Calculation of return on average common equity				
(N) Net income applicable to common shares	49,487	34,276	141,383	113,998
Add: After-tax intangible asset amortization	677	833	2,270	2,046
(O) Tangible net income applicable to common shares	50,164	35,109	143,653	116,044
Total average shareholders' equity	2,651,684	2,310,511	2,502,940	2,194,384
Less: Average preferred stock	(251,257)	(251,312)	(251,259)	(171,238)

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(P) Total average common shareholders' equity	2,400,427	2,059,199	2,251,681	2,023,146
Less: Average intangible assets	(508,812)	(490,583)	(503,966)	(455,787)
(Q) Total average tangible common shareholders' equity	1,891,615	1,568,616	1,747,715	1,567,359
Return on average common equity, annualized (N/P)	8.20	% 6.60	% 8.39	% 7.53
Return on average tangible common equity, annualized (O/Q)	10.55	% 8.88	% 10.98	% 9.90

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Critical Accounting Policies

The Company's Consolidated Financial Statements are prepared in accordance with GAAP in the United States and prevailing practices of the banking industry. Application of these principles requires management to make estimates, assumptions, and judgments that affect the amounts reported in the financial statements and accompanying notes. Certain policies and accounting principles inherently have a greater reliance on the use of estimates, assumptions and judgments, and as such have a greater possibility that changes in those estimates and assumptions could produce financial results that are materially different than originally reported. Estimates, assumptions and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event, are based on information available as of the date of the financial statements; accordingly, as information changes, the financial statements could reflect different estimates and assumptions. Management views critical accounting policies to be those which are highly dependent on subjective or complex judgments, estimates and assumptions, and where changes in those estimates and assumptions could have a significant impact on the financial statements. Management currently views critical accounting policies to include the determination of the allowance for loan losses, allowance for covered loan losses and the allowance for losses on lending-related commitments, loans acquired with evidence of credit quality deterioration since origination, estimations of fair value, the valuations required for impairment testing of goodwill, the valuation and accounting for derivative instruments and income taxes as the accounting areas that require the most subjective and complex judgments, and as such could be most subject to revision as new information becomes available. For a more detailed discussion on these critical accounting policies, see "Summary of Critical Accounting Policies" beginning on page 55 of the Company's 2015 Form 10-K.

Net Income

Net income for the quarter ended September 30, 2016 totaled \$53.1 million, an increase of \$14.8 million, or 38%, compared to the third quarter of 2015. On a per share basis, net income for the third quarter of 2016 totaled \$0.92 per diluted common share compared to \$0.69 in the third quarter of 2015.

The most significant factors impacting net income for the third quarter of 2016 as compared to the same period in the prior year include an increase in net interest income as a result of growth in earning assets, gains on sales of investment securities, increased operating lease income, and an increase in mortgage banking revenue. These improvements were offset by an increase in non-interest expense primarily attributable to higher salary and employee benefit costs caused by the addition of employees from the various acquisitions, and higher staffing levels as the Company grows and increased equipment expense, including operating lease equipment depreciation.

Net Interest Income

The primary source of the Company's revenue is net interest income. Net interest income is the difference between interest income and fees on earnings assets, such as loans and securities, and interest expense on the liabilities to fund those assets, including interest bearing deposits and other borrowings. The amount of net interest income is affected by both changes in the level of interest rates, and the amount and composition of earning assets and interest bearing liabilities.

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Quarter Ended September 30, 2016 compared to the Quarters Ended June 30, 2016 and September 30, 2015

The following table presents a summary of the Company's net interest income and related net interest margin, including a calculation on a fully taxable equivalent basis, for the third quarter of 2016 as compared to the second quarter of 2016 (sequential quarters) and third quarter of 2015 (linked quarters):

(Dollars in thousands)	Average Balance for three months ended,		September 30, 2015	Interest for three months ended,		September 30, 2015	Yield/Rate for three months ended,		
	September 30, 2016	June 30, 2016		September 30, 2016	June 30, 2016		September 30, 2016	June 30, 2016	September 30, 2015
Liquidity management assets⁽¹⁾	\$3,671,577	\$3,413,113	\$3,140,782	\$18,710	\$19,236	\$18,165	2.03 %	2.27 %	2.29 %
Other earning assets⁽²⁾⁽³⁾⁽⁷⁾	29,875	29,759	30,990	222	238	234	2.96	3.21	3.00
Loans, net of unearned income⁽²⁾⁽⁴⁾⁽⁷⁾	19,071,621	18,204,552	16,509,001	189,637	177,571	165,572	3.96	3.92	3.98
Covered loans	101,570	109,533	174,768	1,136	1,482	2,605	4.45	5.44	5.91
Total earning assets⁽⁷⁾	\$22,874,643	\$21,756,957	\$19,855,541	\$209,705	\$198,527	\$186,576	3.65 %	3.67 %	3.73 %
Allowance for loan and covered loan losses	(121,156)	(116,984)	(106,091)						
Cash and due from banks	240,239	272,935	251,289						
Other assets	1,885,526	1,841,847	1,678,323						
Total assets	\$24,879,252	\$23,754,755	\$21,679,062						
Interest-bearing deposits	\$15,117,102	\$14,065,995	\$13,489,651	\$15,621	\$13,594	\$12,436	0.41 %	0.39 %	0.37 %
FHLB advances	459,198	946,081	394,666	2,577	2,984	2,458	2.23	1.27	2.47
Other borrowings	249,307	248,233	272,549	1,137	1,086	1,045	1.81	1.76	1.52
Subordinated notes	138,925	138,898	138,825	1,778	1,777	1,776	5.12	5.12	5.12
Junior subordinated notes	253,566	253,566	264,974	2,400	2,353	2,124	3.70	3.67	3.14
Total interest-bearing liabilities	\$16,218,098	\$15,652,773	\$14,560,665	\$23,513	\$21,794	\$19,839	0.58 %	0.56 %	0.54 %
Non-interest bearing deposits	5,566,983	5,223,384	4,473,632						
Other liabilities	442,487	412,866	334,254						
Equity	2,651,684	2,465,732	2,310,511						
Total liabilities and shareholders' equity	\$24,879,252	\$23,754,755	\$21,679,062						
Interest rate spread⁽⁵⁾⁽⁷⁾							3.07 %	3.11 %	3.19 %
Less: Fully tax-equivalent adjustment				(1,556)	(1,463)	(1,197)	(0.03)	(0.03)	(0.02)
	\$6,656,545	\$6,104,184	\$5,294,876				0.17	0.16	0.14

Net free funds/contribution ⁽⁶⁾								
Net interest income/margin ⁽⁷⁾ (GAAP)	\$184,636	\$175,270	\$165,540	3.21	%	3.24	%	3.31
Fully tax-equivalent adjustment	1,556	\$1,463	\$1,197	0.03		0.03		0.02
Net interest income/margin - FTE ⁽⁷⁾	\$186,192	\$176,733	\$166,737	3.24	%	3.27	%	3.33

(1) Liquidity management assets include available-for-sale and held-to-maturity securities, interest earning deposits with banks, federal funds sold and securities purchased under resale agreements.

(2) Interest income on tax-advantaged loans, trading securities and securities reflects a tax-equivalent adjustment based on a marginal federal corporate tax rate of 35%. The total adjustments for the three months ended September 30, 2016, June 30, 2016 and September 30, 2015 were \$1.6 million, \$1.5 million and \$1.2 million respectively.

(3) Other earning assets include brokerage customer receivables and trading account securities.

(4) Loans, net of unearned income, include loans held-for-sale and non-accrual loans.

(5) Interest rate spread is the difference between the yield earned on earning assets and the rate paid on interest-bearing liabilities.

Net free funds are the difference between total average earning assets and total average interest-bearing liabilities.

(6) The estimated contribution to net interest margin from net free funds is calculated using the rate paid for total interest-bearing liabilities.

(7) See "Supplemental Financial Measures/Ratios" for additional information on this performance ratio.

For the third quarter of 2016, net interest income totaled \$184.6 million, an increase of \$9.4 million as compared to the second quarter of 2016 and an increase of \$19.1 million as compared to the third quarter of 2015. Net interest margin was 3.21% (3.24% on a fully tax-equivalent basis) during the third quarter of 2016 compared to 3.24% (3.27% on a fully tax-equivalent basis) during the second quarter of 2016 and 3.31% (3.33% on a fully tax-equivalent basis) during the third quarter of 2015. The reduction in net interest margin compared to the second quarter of 2016 is primarily the result of a decline in yields on mortgage-backed securities due to accelerated premium amortization. In the third quarter of 2016, \$1.8 million of premium amortization was accelerated due to payment on the underlying security, compared to \$751,000 in the second quarter of 2016.

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Nine months ended September 30, 2016 compared to nine months ended September 30, 2015

The following table presents a summary of the Company's net interest income and related net interest margin, including a calculation on a fully taxable equivalent basis, for the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015:

(Dollars in thousands)	Average Balance for nine months ended,		Interest for nine months ended,		Yield/Rate for nine months ended,			
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015		
Liquidity management assets ⁽¹⁾⁽²⁾⁽⁷⁾	\$3,462,375	\$2,907,284	\$57,740	\$ 50,328	2.23 %	2.31 %		
Other earning assets ⁽²⁾⁽³⁾⁽⁷⁾	29,457	30,286	696	718	3.16	3.17		
Loans, net of unearned income ⁽²⁾⁽⁴⁾⁽⁷⁾	18,264,545	15,730,009	538,833	473,857	3.94	4.03		
Covered loans	117,427	197,069	4,629	9,474	5.27	6.43		
Total earning assets ⁽⁷⁾	\$21,873,804	\$ 18,864,648	\$601,898	\$ 534,377	3.68 %	3.79 %		
Allowance for loan and covered loan losses	(116,739)	(101,440)						
Cash and due from banks	257,443	245,745						
Other assets	1,834,904	1,577,971						
Total assets	\$23,849,412	\$20,586,924						
Interest-bearing deposits	\$14,303,125	\$13,158,498	\$41,996	\$ 36,246	0.39 %	0.37 %		
FHLB advances	742,423	360,470	8,447	6,426	1.52	2.38		
Other borrowings	251,633	220,478	3,281	2,620	1.74	1.59		
Subordinated notes	138,898	138,799	5,332	5,328	5.12	5.12		
Junior subordinated notes	254,935	254,710	6,973	6,034	3.59	3.12		
Total interest-bearing liabilities	\$15,691,014	\$14,132,955	\$66,029	\$ 56,654	0.56 %	0.54 %		
Non-interest bearing deposits	5,244,552	3,931,194						
Other liabilities	410,906	328,391						
Equity	2,502,940	2,194,384						
Total liabilities and shareholders' equity	\$23,849,412	\$20,586,924						
Interest rate spread ⁽⁵⁾⁽⁷⁾					3.12 %	3.25 %		
Less: Fully tax-equivalent adjustment			(4,454)	(3,400)	(0.02)	(0.03)		
Net free funds/contribution ⁽⁶⁾	\$6,182,790	\$4,731,693			0.15	0.14		
Net interest income/ margin ⁽⁷⁾ (GAAP)			\$531,415	\$ 474,323	3.25 %	3.36 %		
Fully tax-equivalent adjustment			4,454	3,400	0.02	0.03		
Net interest income/ margin - FTE ⁽⁷⁾			\$535,869	\$ 477,723	3.27 %	3.39 %		

(1) Liquidity management assets include available-for-sale and held-to-maturity securities, interest earning deposits with banks, federal funds sold and securities purchased under resale agreements.

Interest income on tax-advantaged loans, trading securities and securities reflects a tax-equivalent adjustment based (2) on a marginal federal corporate tax rate of 35%. The total adjustments for the nine months ended September 30, 2016 and September 30, 2015 were \$4.5 million and \$3.4 million respectively.

(3) Other earning assets include brokerage customer receivables and trading account securities.

(4) Loans, net of unearned income, include loans held-for-sale and non-accrual loans.

(5) Interest rate spread is the difference between the yield earned on earning assets and the rate paid on interest-bearing liabilities.

(6)

Net free funds are the difference between total average earning assets and total average interest-bearing liabilities. The estimated contribution to net interest margin from net free funds is calculated using the rate paid for total interest-bearing liabilities.

(7) See “Supplemental Financial Measures/Ratios” for additional information on this performance ratio.

For the first nine months of 2016, net interest income totaled \$531.4 million, an increase of \$57.1 million as compared to the first nine months of 2015. Net interest margin was 3.25% (3.27% on a fully tax-equivalent basis) for the first nine months of 2016 compared to 3.36% (3.39% on a fully tax-equivalent basis) for the same period of 2015. The reduction in net interest margin compared to the first nine months of 2015 is primarily the result of a decline in loan yields, including less accretion recognized on purchased loans, and an increase on the rate of interest bearing liabilities.

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Analysis of Changes in Net Interest Income (GAAP)

The following table presents an analysis of the changes in the Company's net interest income comparing the three month periods ended September 30, 2016 to June 30, 2016 and September 30, 2015, and the nine month periods ended September 30, 2016 and September 30, 2015. The reconciliations set forth the changes in the GAAP-derived net interest income as a result of changes in volumes, changes in rates and differing number of days in each period:

(Dollars in thousands)	Third Quarter of 2016 Compared to Second Quarter of 2016	Third Quarter of 2016 Compared to Third Quarter of 2015	First Nine Months of 2016 Compared to First Nine Months of 2015
Net interest income (GAAP) for comparative period	\$ 175,270	\$ 165,540	\$ 474,323
Change due to mix and growth of earning assets and interest-bearing liabilities (volume)	11,778	25,002	68,045
Change due to interest rate fluctuations (rate)	(4,317)	(5,906)	(12,684)
Change due to number of days in each period	1,905	—	1,731
Net interest income (GAAP) for the period ended September 30, 2016	\$ 184,636	\$ 184,636	\$ 531,415
Fully tax-equivalent adjustment	1,556	1,556	4,454
Net interest income - FTE	\$ 186,192	\$ 186,192	\$ 535,869

Non-interest Income

The following table presents non-interest income by category for the periods presented:

(Dollars in thousands)	Three Months Ended		\$	%
	September 30, 2016	September 30, 2015	Change	Change
Brokerage	\$ 6,752	\$ 6,579	\$ 173	3 %
Trust and asset management	12,582	11,664	918	8
Total wealth management	19,334	18,243	1,091	6
Mortgage banking	34,712	27,887	6,825	24
Service charges on deposit accounts	8,024	7,403	621	8
Gains (losses) on investment securities, net	3,305	(98)	3,403	NM
Fees from covered call options	3,633	2,810	823	29
Trading losses, net	(432)	(135)	(297)	NM
Operating lease income, net	4,459	613	3,846	NM
Other:				
Interest rate swap fees	2,881	2,606	275	11
BOLI	884	212	672	NM
Administrative services	1,151	1,072	79	7
Gain on extinguishment of debt	—	—	—	NM
Miscellaneous	8,653	4,340	4,313	99
Total Other	13,569	8,230	5,339	65
Total Non-Interest Income	\$ 86,604	\$ 64,953	\$ 21,651	33 %

NM - Not Meaningful

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(Dollars in thousands)	Nine Months Ended		\$	%
	September 30, 2016	September 30, 2015		
Brokerage	\$ 19,111	\$ 20,181	\$(1,070)	(5)%
Trust and asset management	37,395	34,638	2,757	8
Total wealth management	56,506	54,819	1,687	3
Mortgage banking	93,254	91,694	1,560	2
Service charges on deposit accounts	23,156	20,174	2,982	15
Gains on investment securities, net	6,070	402	5,668	NM
Fees from covered call options	9,994	11,735	(1,741)	(15)
Trading losses, net	(916)	(452)	(464)	NM
Operating lease income, net	11,270	755	10,515	NM
Other:				
Interest rate swap fees	9,154	7,144	2,010	28
BOLI	2,613	3,158	(545)	(17)
Administrative services	3,294	3,151	143	5
Gain on extinguishment of debt	4,305	—	4,305	NM
Miscellaneous	21,455	13,927	7,528	54
Total Other	40,821	27,380	13,441	49
Total Non-Interest Income	\$ 240,155	\$ 206,507	\$ 33,648	16 %

NM - Not Meaningful

Notable contributions to the change in non-interest income are as follows:

The increase in wealth management revenue during the current periods as compared to the same periods of 2015 is primarily attributable to growth in assets under management due to new customers. Wealth management revenue is comprised of the trust and asset management revenue of The Chicago Trust Company and Great Lakes Advisors and the brokerage commissions, managed money fees and insurance product commissions at Wayne Hummer Investments Investments, LLC ("WHI").

The increase in mortgage banking revenue in the current periods compared to the prior year periods is primarily due to higher origination volumes during the current year. Mortgage loans originated or purchased for sale totaled \$1.3 billion in the current quarter as compared to \$973.7 million in the third quarter of 2015. On a year-to-date basis, mortgage loans originated or purchased for sale totaled \$3.2 billion in the first nine months of 2016 compared to \$3.1 billion for the same period of 2015. This increase in revenue in the third quarter of 2016 was partly offset by a \$2.5 million negative fair value adjustment on MSR's as a result of actual prepayments in the current period and higher projected prepayment speeds. Mortgage banking revenue includes revenue from activities related to originating, selling and servicing residential real estate loans for the secondary market. Mortgage revenue is also impacted by changes in the fair value of MSR's as the Company does not hedge this change in fair value. The Company typically originates mortgage loans held-for-sale with associated MSR's either retained or released. The Company records MSR's at fair value on a recurring basis.

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The table below presents additional selected information regarding mortgage banking revenue for the respective periods.

(Dollars in thousands)	Three months ended		Nine Months Ended		
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015	
Retail originations	\$ 1,138,571	\$ 900,302	\$ 2,978,643	\$ 2,906,508	
Correspondent originations	121,007	73,362	229,825	188,393	
(A) Total originations	\$ 1,259,578	\$ 973,664	\$ 3,208,468	\$ 3,094,901	
Purchases as a percentage of originations	57	% 72	% 60	% 60	%
Refinances as a percentage of originations	43	28	40	40	
Total	100	% 100	% 100	% 100	%
(B) Production revenue ⁽¹⁾	\$ 32,889	\$ 27,211	\$ 85,040	\$ 90,640	
Production margin (B/A)	2.61	% 2.79	% 2.65	% 2.93	%
(C) Loans serviced for others	\$ 1,508,469	\$ 853,286			
(D) MSR, at fair value	13,901	7,875			
Percentage of MSRs to loans serviced for others (D/C)	0.92	% 0.92	%		

Production revenue represents revenue earned from the origination and subsequent sale of mortgages, including (1) gains on loans sold and fees from originations, processing and other related activities, and excludes servicing fees, changes in fair value of servicing rights and changes to the mortgage recourse obligation.

The increase in service charges on deposit accounts in the current quarter is mostly a result of higher account analysis fees on deposit accounts which have increased as a result of the Company's commercial banking initiative as well as additional service charges on deposit accounts from acquired institutions.

The increase in net gains on investment securities in the current quarter primarily relate to the sales and calls of certain mortgage-backed securities that were held in the Company's investment securities portfolio.

The Company has typically written call options with terms of less than three months against certain U.S. Treasury and agency securities held in its portfolio for liquidity and other purposes. Management has effectively entered into these transactions with the goal of economically hedging security positions and enhancing its overall return on its investment portfolio by using fees generated from these options to compensate for net interest margin compression. These option transactions are designed to mitigate overall interest rate risk and do not qualify as hedges pursuant to accounting guidance. Fees from covered call options decreased in the current year compared to the same period of 2015 primarily as a result of selling call options against a smaller value of underlying securities resulting in lower premiums received by the Company. There were no outstanding call option contracts at September 30, 2016 and September 30, 2015.

The increase in operating lease income in the current quarter compared to the prior year quarters is primarily related to growth in business from the Company's leasing divisions.

The increase in other non-interest income during the first nine months of 2016 as compared to the same period of 2015 is primarily due to the gain on extinguishment of junior subordinated debentures, higher swap fee revenues resulting from interest rate hedging transactions related to both customer-based trades and the related matched trades with inter-bank dealer counterparties, gains recognized on the purchase and sale of certain assets and income from investments in partnerships and other investments, partially offset by lower income on BOLI.

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Non-interest Expense

The following table presents non-interest expense by category for the periods presented:

(Dollars in thousands)	Three months ended		\$ Change	% Change
	September 2016	September 30, 2015		
Salaries and employee benefits:				
Salaries	\$54,309	\$ 53,028	\$1,281	2 %
Commissions and incentive compensation	33,740	30,035	3,705	12
Benefits	15,669	14,686	983	7
Total salaries and employee benefits	103,718	97,749	5,969	6
Equipment	9,449	8,456	993	12
Operating lease equipment depreciation	3,605	431	3,174	NM
Occupancy, net	12,767	12,066	701	6
Data processing	7,432	8,127	(695)	(9)
Advertising and marketing	7,365	6,237	1,128	18
Professional fees	5,508	4,100	1,408	34
Amortization of other intangible assets	1,085	1,350	(265)	(20)
FDIC insurance	3,686	3,035	651	21
OREO expense, net	1,436	(367)	1,803	NM
Other:				
Commissions—3rd party brokers	1,362	1,364	(2)	—
Postage	1,889	1,927	(38)	(2)
Miscellaneous	17,313	15,499	1,814	12
Total other	20,564	18,790	1,774	9
Total Non-Interest Expense	\$176,615	\$ 159,974	\$16,641	10 %

(Dollars in thousands)	Nine months ended		\$ Change	% Change
	September 2016	September 30, 2015		
Salaries and employee benefits:				
Salaries	\$157,515	\$ 146,493	\$11,022	8 %
Commissions and incentive compensation	92,646	88,916	3,730	4
Benefits	50,262	46,891	3,371	7
Total salaries and employee benefits	300,423	282,300	18,123	6
Equipment	27,523	24,090	3,433	14
Operating lease equipment depreciation	9,040	547	8,493	NM
Occupancy, net	36,658	35,818	840	2
Data processing	21,089	19,656	1,433	7
Advertising and marketing	18,085	16,550	1,535	9
Professional fees	14,986	13,838	1,148	8
Amortization of other intangible assets	3,631	3,297	334	10
FDIC insurance	11,339	9,069	2,270	25
OREO expense, net	3,344	1,885	1,459	77
Other:				
Commissions—3rd party brokers	3,996	4,153	(157)	(4)
Postage	5,229	5,138	91	2
Miscellaneous	45,971	45,248	723	2

Total other	55,196	54,539	657	1	
Total Non-Interest Expense	\$501,314	\$ 461,589	\$39,725	9	%
NM - Not Meaningful					

Notable contributions to the change in non-interest expense are as follows:

Salaries and employee benefits expense increased in the current periods compared to the same periods of 2015 primarily as a result of the addition of employees from acquisitions, increased staffing as the Company grows, higher commissions and incentive

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compensation on variable pay based arrangements and an increase in employee benefits (primarily health plan and payroll taxes related).

Operating lease equipment depreciation increased in the current quarter and year-to-date periods compared to the same periods of 2015 as a result of growth in business from the Company's leasing divisions.

Income Taxes

The Company recorded income tax expense of \$31.9 million for the three months ended September 30, 2016, compared to \$23.8 million for same period of 2015. Income tax expense was \$91.3 million and \$74.1 million for the nine months ended September 30, 2016 and 2015, respectively. The effective tax rates were 37.6% and 38.3% for the third quarters of 2016 and 2015, respectively, and 37.5% and 37.9% for the 2016 and 2015 year-to-date periods, respectively.

Operating Segment Results

As described in Note 12 to the Consolidated Financial Statements in Item 1, the Company's operations consist of three primary segments: community banking, specialty finance and wealth management. The Company's profitability is primarily dependent on the net interest income, provision for credit losses, non-interest income and operating expenses of its community banking segment. For purposes of internal segment profitability, management allocates certain intersegment and parent company balances. Management allocates a portion of revenues to the specialty finance segment related to loans and leases originated by the specialty finance segment and sold or assigned to the community banking segment. Similarly, for purposes of analyzing the contribution from the wealth management segment, management allocates a portion of the net interest income earned by the community banking segment on deposit balances of customers of the wealth management segment to the wealth management segment. Finally, expenses incurred at the Wintrust parent company are allocated to each segment based on each segment's risk-weighted assets.

The community banking segment's net interest income for the quarter ended September 30, 2016 totaled \$150.2 million as compared to \$132.5 million for the same period in 2015, an increase of \$17.6 million, or 13%. On a year-to-date basis, net interest income for the segment increased by \$51.9 million from \$382.2 million for the first nine months of 2015 to \$434.1 million for the first nine months of 2016. The increase in both the three and nine month periods is primarily attributable to growth in earning assets including those acquired in acquisitions. The community banking segment's non-interest income totaled \$62.7 million in the third quarter of 2016, an increase of \$17.2 million, or 38%, when compared to the third quarter of 2015 total of \$45.6 million. On a year-to-date basis, non-interest income totaled \$169.2 million for the first nine months of 2016, an increase of \$22.5 million, or 15%, compared to \$146.7 million in the nine months ended September 30, 2015. The increase in non-interest income in the quarter and year-to-date periods was primarily attributable to higher service charges on deposit accounts and increased realized gains on investment securities as well as a gain on the extinguishment of debt and higher mortgage banking revenue on a year-to-date basis. The community banking segment's net income for the quarter ended September 30, 2016 totaled \$37.5 million, an increase of \$14.8 million as compared to net income in the third quarter of 2015 of \$22.7 million. On a year-to-date basis, the community banking segment's net income was \$106.9 million for the first nine months of 2016 as compared to \$76.8 million for the first nine months of 2015.

The specialty finance segment's net interest income totaled \$25.5 million for the quarter ended September 30, 2016, compared to \$24.7 million for the same period in 2015, an increase of \$886,000, or 4%. On a year-to-date basis, net interest income increased by \$4.0 million in the first nine months of 2016 as compared to the first nine months of 2015. The increase during both periods is primarily attributable to growth in earning assets. The specialty finance segment's non-interest income totaled \$12.2 million and \$8.3 million for the three month periods ending September 30,

2016 and 2015, respectively. On a year-to-date basis, non-interest income increased by \$11.8 million in the first nine months of 2016 as compared to the first nine months of 2015. The increase in non-interest income in the current year periods is primarily the result of higher originations and increased balances related to the life insurance premium finance portfolio as well as increased leasing activity since the prior year periods. Our commercial premium finance operations, life insurance finance operations, lease financing operations and accounts receivable finance operations accounted for 47%, 33%, 13% and 7%, respectively, of the total revenues of our specialty finance business for the nine month period ending September 30, 2016. The net income of the specialty finance segment for the quarter ended September 30, 2016 totaled \$12.8 million as compared to \$12.5 million for the quarter ended September 30, 2015. On a year-to-date basis, the net income of the specialty finance segment for the nine months ended September 30, 2016 totaled \$36.3 million as compared to \$34.9 million for the nine months ended September 30, 2015.

The wealth management segment reported net interest income of \$4.8 million for the third quarter of 2016 compared to \$4.4 million in the same quarter of 2015. On a year-to-date basis, net interest income totaled \$13.7 million for the first nine months of 2016 as compared to \$12.8 million for the first nine months of 2015. Net interest income for this segment is primarily comprised

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of an allocation of the net interest income earned by the community banking segment on non-interest bearing and interest-bearing wealth management customer account balances on deposit at the banks. Wealth management customer account balances on deposit at the banks averaged \$987.8 million and \$892.4 million in the first nine months of 2016 and 2015, respectively. This segment recorded non-interest income of \$20.0 million for the third quarter of 2016 compared to \$18.4 million for the third quarter of 2015. On a year-to-date basis, the wealth management segment's non-interest income totaled \$58.7 million during the first nine months of 2016 as compared to \$56.1 million in the first nine months of 2015. Distribution of wealth management services through each bank continues to be a focus of the Company as the number of financial advisors in its banks continues to increase. The Company is committed to growing the wealth management segment in order to better service its customers and create a more diversified revenue stream. The wealth management segment's net income totaled \$2.8 million for the third quarter of 2016 compared to \$3.1 million for the third quarter of 2015. On a year-to-date basis, the wealth management segment's net income totaled \$9.1 million and \$9.5 million for the nine month periods ending September 30, 2016 and 2015, respectively. The reduction in net income in the current periods compared to the prior periods is partly due to a \$1.5 million adverse arbitration award relating to a previously disclosed claim arising out of the hiring of a wealth management financial advisor by WHI.

Financial Condition

Total assets were \$25.3 billion at September 30, 2016, representing an increase of \$3.3 billion, or 15%, when compared to September 30, 2015 and an increase of approximately \$901.1 million, or 15% on an annualized basis, when compared to June 30, 2016. Total funding, which includes deposits, all notes and advances, including secured borrowings and the junior subordinated debentures, was \$22.2 billion at September 30, 2016, \$21.3 billion at June 30, 2016, and \$19.3 billion at September 30, 2015. See Notes 5, 6, 9, 10 and 11 of the Consolidated Financial Statements presented under Item 1 of this report for additional period-end detail on the Company's interest-earning assets and funding liabilities.

Interest-Earning Assets

The following table sets forth, by category, the composition of average earning asset balances and the relative percentage of total average earning assets for the periods presented:

(Dollars in thousands)	Three Months Ended					
	September 30, 2016		June 30, 2016		September 30, 2015	
	Balance	Percent	Balance	Percent	Balance	Percent
Loans:						
Commercial	\$5,468,228	24 %	\$5,030,253	22 %	\$4,341,027	22 %
Commercial real estate	5,852,874	26 %	5,811,650	27	5,171,118	26
Home equity	751,788	3 %	771,992	4	779,886	4
Residential real estate ⁽¹⁾	1,165,027	5	1,024,441	5	952,524	5
Premium finance receivables	5,697,113	25	5,433,006	25	5,121,170	26
Other loans	136,591	1	133,210	1	143,276	1
Total loans, net of unearned income excluding covered loans ⁽²⁾	\$19,071,621	84 %	\$18,204,552	84 %	\$16,509,001	84 %
Covered loans	101,570	—	109,533	1	174,768	1
Total average loans ⁽²⁾	\$19,173,191	84 %	\$18,314,085	85 %	\$16,683,769	85 %
Liquidity management assets ⁽³⁾	\$3,671,577	16 %	\$3,413,113	15 %	3,140,782	15 %
Other earning assets ⁽⁴⁾	29,875	—	29,759	—	30,990	—
Total average earning assets	\$22,874,643	100 %	\$21,756,957	100 %	\$19,855,541	100 %
Total average assets	\$24,879,252		\$23,754,755		\$21,679,062	
Total average earning assets to total average assets		92 %		92 %		92 %

- (1) Includes mortgage loans held-for-sale
- (2) Includes loans held-for-sale and non-accrual loans
- (3) Liquidity management assets include investment securities, other securities, interest earning deposits with banks, federal funds sold and securities purchased under resale agreements
- (4) Other earning assets include brokerage customer receivables and trading account securities

Loans. Average total loans, net of unearned income, totaled \$19.2 billion in the third quarter of 2016, increasing \$2.5 billion, or 15%, from the third quarter of 2015 and \$859.1 million, or 19% on an annualized basis, from the second quarter of 2016. Combined, the commercial and commercial real estate loan categories comprised 59% and 57% of the average loan portfolio in the third quarter of 2016 and 2015, respectively. Growth realized in these categories for the third quarter of 2016 as compared to the

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sequential and prior year periods is primarily attributable to the various bank acquisitions and increased business development efforts.

Home equity loan portfolio averaged \$751.8 million in the third quarter of 2016, and decreased \$28.1 million, or 4% from the average balance of \$779.9 million in same period of 2015. The Company has been actively managing its home equity portfolio to ensure that diligent pricing, appraisal and other underwriting activities continue to exist. The Company has not sacrificed asset quality or pricing standards when originating new home equity loans.

Residential real estate loans averaged \$1.2 billion in the third quarter of 2016, and increased \$212.5 million, or 22% from the average balance of \$952.5 million in same period of 2015. Additionally, compared to the quarter ended June 30, 2016, the average balance increased \$140.6 million, or 55% on an annualized basis. The residential real estate loan category includes mortgage loans held-for-sale. By selling residential mortgage loans into the secondary market, the Company eliminates the interest-rate risk associated with these loans, as they are predominantly long-term fixed rate loans, and provides a source of non-interest revenue.

Average premium finance receivables totaled \$5.7 billion in the third quarter of 2016, and accounted for 30% of the Company's average total loans. The increase during 2016 compared to both the second quarter of 2016 and the third quarter of 2015 was the result of continued originations within the portfolio due to the effective marketing and customer servicing. Approximately \$1.7 billion of premium finance receivables were originated in the third quarter of 2016 compared to \$1.6 billion during the same period of 2015. Premium finance receivables consist of a commercial portfolio and a life portfolio comprising approximately 44% and 56%, respectively, of the average total balance of premium finance receivables for the third quarter of 2016, and 49% and 51%, respectively, for the third quarter of 2015.

Other loans represent a wide variety of personal and consumer loans to individuals as well as high-yielding short-term accounts receivable financing to clients in the temporary staffing industry located throughout the United States. Consumer loans generally have shorter terms and higher interest rates than mortgage loans but generally involve more credit risk due to the type and nature of the collateral. Additionally, short-term accounts receivable financing may also involve greater credit risks than generally associated with the loan portfolios of more traditional community banks depending on the marketability of the collateral.

Covered loans represent loans acquired through the nine FDIC-assisted transactions, all of which occurred prior to 2013. These loans are subject to loss sharing agreements with the FDIC. The FDIC has agreed to reimburse the Company for 80% of losses incurred on the purchased loans, foreclosed real estate, and certain other assets. The Company expects the covered loan portfolio to continue to decrease as these acquired loans are paid off and as loss sharing agreements expire. See Note 3 of the Consolidated Financial Statements presented under Item 1 of this report for a discussion of these acquisitions, including the aggregation of these loans by risk characteristics when determining the initial and subsequent fair value.

Liquidity management assets. Funds that are not utilized for loan originations are used to purchase investment securities and short term money market investments, to sell as federal funds and to maintain in interest bearing deposits with banks. The balances of these assets can fluctuate based on management's ongoing effort to manage liquidity and for asset liability management purposes.

Other earning assets. Other earning assets include brokerage customer receivables and trading account securities. In the normal course of business, WHI activities involve the execution, settlement, and financing of various securities transactions. WHI's customer securities activities are transacted on either a cash or margin basis. In margin transactions, WHI, under an agreement with an out-sourced securities firm, extends credit to its customers, subject to various regulatory and internal margin requirements, collateralized by cash and securities in customer's accounts. In

connection with these activities, WHI executes and the out-sourced firm clears customer transactions relating to the sale of securities not yet purchased, substantially all of which are transacted on a margin basis subject to individual exchange regulations. Such transactions may expose WHI to off-balance-sheet risk, particularly in volatile trading markets, in the event margin requirements are not sufficient to fully cover losses that customers may incur. In the event a customer fails to satisfy its obligations, WHI under the agreement with the outsourced securities firm, may be required to purchase or sell financial instruments at prevailing market prices to fulfill the customer's obligations. WHI seeks to control the risks associated with its customers' activities by requiring customers to maintain margin collateral in compliance with various regulatory and internal guidelines. WHI monitors required margin levels daily and, pursuant to such guidelines, requires customers to deposit additional collateral or to reduce positions when necessary.

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The following table sets forth, by category, the composition of average earning asset balances and the relative percentage of total average earning assets for the periods presented:

(Dollars in thousands)	Nine Months Ended			
	September 30, 2016		September 30, 2015	
	Balance	Percent	Balance	Percent
Loans:				
Commercial	\$5,063,499	23 %	\$4,191,137	22 %
Commercial real estate	5,764,773	26	4,852,973	26
Home equity	767,703	3	736,320	4
Residential real estate ⁽¹⁾	1,034,916	5	896,417	5
Premium finance receivables	5,497,715	25	4,897,534	26
Other loans	135,939	1	155,628	1
Total loans, net of unearned income excluding covered loans ⁽²⁾	\$18,264,545	83 %	\$15,730,009	84 %
Covered loans	117,427	1	197,069	1
Total average loans ⁽²⁾	\$18,381,972	84 %	\$15,927,078	85 %
Liquidity management assets ⁽³⁾	\$3,462,375	16 %	\$2,907,284	15 %
Other earning assets ⁽⁴⁾	29,457	—	30,286	—
Total average earning assets	\$21,873,804	100 %	\$18,864,648	100 %
Total average assets	\$23,849,412		\$20,586,924	
Total average earning assets to total average assets		92 %		92 %

(1) Includes mortgage loans held-for-sale

(2) Includes loans held-for-sale and non-accrual loans

(3) Liquidity management assets include investment securities, other securities, interest earning deposits with banks, federal funds sold and securities purchased under resale agreements

(4) Other earning assets include brokerage customer receivables and trading account securities

Total average loans for the first nine months ended 2016 increased \$2.5 billion or 15% over the previous year period. Similar to the quarterly discussion above, approximately \$872.4 million of this increase relates to the commercial portfolio, \$911.8 million of this increase relates to the commercial real estate portfolio and \$600.2 million of this increase relates to the premium finance receivables portfolio. The increase is partially offset by a decrease of \$79.6 million in covered loans.

LOAN PORTFOLIO AND ASSET QUALITY

Loan Portfolio

The following table shows the Company's loan portfolio by category as of the dates shown:

(Dollars in thousands)	September 30, 2016		December 31, 2015		September 30, 2015	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
Commercial	\$5,951,544	31 %	\$4,713,909	27 %	\$4,400,185	27 %
Commercial real estate	5,908,684	31	5,529,289	32	5,307,566	32
Home equity	742,868	4	784,675	5	797,465	5
Residential real estate	663,598	3	607,451	3	571,743	3
Premium finance receivables—commercial	2,430,233	13	2,374,921	14	2,407,075	15
Premium finance receivables—life insurance	3,283,359	17	2,961,496	17	2,700,275	16
Consumer and other	120,975	1	146,376	1	131,902	1
	\$19,101,261	100 %	\$17,118,117	99 %	\$16,316,211	99 %

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Total loans, net of unearned income, excluding covered
loans

Covered loans	95,940	—	148,673	1	168,609	1
Total loans	\$19,197,201	100%	\$17,266,790	100%	\$16,484,820	100%

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Commercial and commercial real estate loans. Our commercial and commercial real estate loan portfolios are comprised primarily of commercial real estate loans and lines of credit for working capital purposes. The table below sets forth information regarding the types and amounts of our loans within these portfolios (excluding covered loans) as of September 30, 2016 and 2015:

(Dollars in thousands)	As of September 30, 2016			As of September 30, 2015		
	Balance	% of Total	Allowance For Loan Losses Allocation	Balance	% of Total	Allowance For Loan Losses Allocation
Commercial:						
Commercial, industrial and other	\$3,605,516	30.4 %	\$ 29,087	\$3,010,475	31.1 %	\$ 23,206
Franchise	874,745	7.4	3,357	222,001	2.3	3,145
Mortgage warehouse lines of credit	309,632	2.6	2,241	136,614	1.4	1,022
Asset-based lending	845,719	7.2	6,728	802,370	8.3	6,282
Leases	299,953	2.5	893	205,786	2.1	169
PCI - commercial loans ⁽¹⁾	15,979	0.1	732	22,939	0.2	166
Total commercial	\$5,951,544	50.2 %	\$ 43,038	\$4,400,185	45.4 %	\$ 33,990
Commercial Real Estate:						
Construction	\$451,477	3.8 %	\$ 4,778	\$347,234	3.5 %	\$ 3,748
Land	107,701	0.9	3,577	79,076	0.8	2,550
Office	884,082	7.5	6,003	790,311	8.1	7,156
Industrial	767,504	6.5	6,353	636,124	6.6	5,521
Retail	895,341	7.5	6,063	785,842	8.1	5,254
Multi-family	794,955	6.7	7,966	687,659	7.1	6,959
Mixed use and other	1,851,507	15.6	13,586	1,820,328	18.7	12,079
PCI - commercial real estate ⁽¹⁾	156,117	1.3	22	160,992	1.7	794
Total commercial real estate	\$5,908,684	49.8 %	\$ 48,348	\$5,307,566	54.6 %	\$ 44,061
Total commercial and commercial real estate	\$11,860,228	100.0 %	\$ 91,386	\$9,707,751	100.0 %	\$ 78,051

Commercial real estate - collateral location by state:

Illinois	\$4,652,758	78.8 %	\$4,053,531	76.4 %
Wisconsin	646,116	10.9	577,231	10.9
Total primary markets	\$5,298,874	89.7 %	\$4,630,762	87.3 %
Indiana	111,206	1.9	106,591	2.0
Florida	77,836	1.3	56,020	1.1
Arizona	45,620	0.8	9,677	0.2
California	38,195	0.6	36,957	0.7
Other	336,953	5.7	467,559	8.7
Total	\$5,908,684	100.0 %	\$5,307,566	100.0 %

⁽¹⁾ PCI loans represent loans acquired with evidence of credit quality deterioration since origination, in accordance with ASC 310-30. Loan agings are based upon contractually required payments.

We make commercial loans for many purposes, including working capital lines, which are generally renewable annually and supported by business assets, personal guarantees and additional collateral. Commercial business lending is generally considered to involve a slightly higher degree of risk than traditional consumer bank lending. Primarily as a result of growth in the commercial portfolio, our allowance for loan losses in our commercial loan portfolio is \$43.0 million as of September 30, 2016 compared to \$34.0 million as of September 30, 2015.

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Our commercial real estate loans are generally secured by a first mortgage lien and assignment of rents on the property. Since most of our bank branches are located in the Chicago metropolitan area and southern Wisconsin, 89.7% of our commercial real estate loan portfolio is located in this region as of September 30, 2016. While commercial real estate market conditions have improved recently, a number of specific markets continue to be under stress. We have been able to effectively manage our total non-performing commercial real estate loans. As of September 30, 2016, our allowance for loan losses related to this portfolio is \$48.3 million compared to \$44.1 million as of September 30, 2015.

The Company also participates in mortgage warehouse lending by providing interim funding to unaffiliated mortgage bankers to finance residential mortgages originated by such bankers for sale into the secondary market. The Company's loans to the mortgage bankers are secured by the business assets of the mortgage companies as well as the specific mortgage loans funded by the Company, after they have been pre-approved for purchase by third party end lenders. The Company may also provide interim financing for packages of mortgage loans on a bulk basis in circumstances where the mortgage bankers desire to competitively bid on a number of mortgages for sale as a package in the secondary market. Amounts advanced with respect to any particular mortgage loan are usually required to be repaid within 21 days. In the current period, mortgage warehouse lines increased to \$309.6 million as of September 30, 2016 from \$136.6 million as of September 30, 2015.

Home equity loans. Our home equity loans and lines of credit are originated by each of our banks in their local markets where we have a strong understanding of the underlying real estate value. Our banks monitor and manage these loans, and we conduct an automated review of all home equity loans and lines of credit at least twice per year. This review collects current credit performance for each home equity borrower and identifies situations where the credit strength of the borrower is declining, or where there are events that may influence repayment, such as tax liens or judgments. Our banks use this information to manage loans that may be higher risk and to determine whether to obtain additional credit information or updated property valuations.

The rates we offer on new home equity lending are based on several factors, including appraisals and valuation due diligence, in order to reflect inherent risk, and we place additional scrutiny on larger home equity requests. In a limited number of cases, we issue home equity credit together with first mortgage financing, and requests for such financing are evaluated on a combined basis. It is not our practice to advance more than 85% of the appraised value of the underlying asset, which ratio we refer to as the loan-to-value ratio, or LTV ratio, and a majority of the credit we previously extended, when issued, had an LTV ratio of less than 80%. Our home equity loan portfolio has performed well in light of the ongoing volatility in the overall residential real estate market.

Residential real estate mortgages. Our residential real estate portfolio predominantly includes one- to four-family adjustable rate mortgages that have repricing terms generally from one to three years, construction loans to individuals and bridge financing loans for qualifying customers. As of September 30, 2016, our residential loan portfolio totaled \$663.6 million, or 3% of our total outstanding loans.

Our adjustable rate mortgages relate to properties located principally in the Chicago metropolitan area and southern Wisconsin or vacation homes owned by local residents. These adjustable rate mortgages are often non-agency conforming. Adjustable rate mortgage loans decrease the interest rate risk we face on our mortgage portfolio. However, this risk is not eliminated due to the fact that such loans generally provide for periodic and lifetime limits on the interest rate adjustments among other features. Additionally, adjustable rate mortgages may pose a higher risk of delinquency and default because they require borrowers to make larger payments when interest rates rise. As of September 30, 2016, \$12.2 million of our residential real estate mortgages, or 1.8% of our residential real estate loan portfolio were classified as nonaccrual, \$1.5 million were 90 or more days past due and still accruing (0.2%), \$3.3 million were 30 to 89 days past due (0.5%) and \$646.6 million were current (97.5%). We believe that since our loan

portfolio consists primarily of locally originated loans, and since the majority of our borrowers are longer-term customers with lower LTV ratios, we face a relatively low risk of borrower default and delinquency.

While we generally do not originate loans for our own portfolio with long-term fixed rates due to interest rate risk considerations, we can accommodate customer requests for fixed rate loans by originating such loans and then selling them into the secondary market, for which we receive fee income. We may also selectively retain certain of these loans within the banks' own portfolios where they are non-agency conforming, or where the terms of the loans make them favorable to retain. A portion of the loans we sold into the secondary market were sold with the servicing of those loans retained. The amount of loans serviced for others as of September 30, 2016 and 2015 was \$1.5 billion and \$853.3 million, respectively. All other mortgage loans sold into the secondary market were sold without the retention of servicing rights.

It is not our current practice to underwrite, and we have no plans to underwrite, subprime, Alt A, no or little documentation loans, or option ARM loans. As of September 30, 2016, approximately \$4.8 million of our mortgage loans consist of interest-only loans.

Premium finance receivables – commercial. FIFC and FIFC Canada originated approximately \$1.4 billion in commercial insurance premium finance receivables during both the third quarter of 2016 and 2015. During both the nine months ended September 30,

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2016 and 2015, FIFC and FIFC Canada originated approximately \$4.3 billion in commercial insurance premium finance receivable. FIFC and FIFC Canada make loans to businesses to finance the insurance premiums they pay on their commercial insurance policies. The loans are originated by working through independent medium and large insurance agents and brokers located throughout the United States and Canada. The insurance premiums financed are primarily for commercial customers' purchases of liability, property and casualty and other commercial insurance.

This lending involves relatively rapid turnover of the loan portfolio and high volume of loan originations. Because of the indirect nature of this lending through third party agents and brokers and because the borrowers are located nationwide and in Canada, this segment is more susceptible to third party fraud than relationship lending. The Company performs ongoing credit and other reviews of the agents and brokers, and performs various internal audit steps to mitigate against the risk of any fraud. The majority of these loans are purchased by the banks in order to more fully utilize their lending capacity as these loans generally provide the banks with higher yields than alternative investments.

Premium finance receivables—life insurance. FIFC originated approximately \$274.1 million in life insurance premium finance receivables in the third quarter of 2016 as compared to \$206.9 million of originations in the third quarter of 2015. For the nine months ended September 30, 2016 and 2015, FIFC originated approximately \$754.7 million and \$596.2 million, respectively, in life insurance premium finance receivables. The Company continues to experience increased competition and pricing pressure within the current market. These loans are originated directly with the borrowers with assistance from life insurance carriers, independent insurance agents, financial advisors and legal counsel. The life insurance policy is the primary form of collateral. In addition, these loans often are secured with a letter of credit, marketable securities or certificates of deposit. In some cases, FIFC may make a loan that has a partially unsecured position.

Consumer and other. Included in the consumer and other loan category is a wide variety of personal and consumer loans to individuals as well as high yielding short-term accounts receivable financing to clients in the temporary staffing industry located throughout the United States. The Banks originate consumer loans in order to provide a wider range of financial services to their customers.

Consumer loans generally have shorter terms and higher interest rates than mortgage loans but generally involve more credit risk than mortgage loans due to the type and nature of the collateral. Additionally, short-term accounts receivable financing may also involve greater credit risks than generally associated with the loan portfolios of more traditional community banks depending on the marketability of the collateral.

Covered loans. Covered loans represent loans acquired through the nine FDIC-assisted transactions, all of which occurred prior to 2013. These loans are subject to loss sharing agreements with the FDIC. The FDIC has agreed to reimburse the Company for 80% of losses incurred on the purchased loans, foreclosed real estate, and certain other assets. The Company expects the covered loan portfolio to continue to decrease as these acquired loans are paid off and as loss sharing agreements expire. See Note 3 of the Consolidated Financial Statements presented under Item 1 of this report for a discussion of these acquisitions, including the aggregation of these loans by risk characteristics when determining the initial and subsequent fair value.

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Maturities and Sensitivities of Loans to Changes in Interest Rates

The following table classifies the commercial loan portfolios at September 30, 2016 by date at which the loans reprice or mature, and the type of rate exposure:

As of September 30, 2016

(Dollars in thousands)	One year or less	From one to five years	Over five years	Total
Commercial				
Fixed rate	\$ 100,634	\$ 829,041	\$ 475,707	\$ 1,405,382
Variable rate	4,531,211	9,639	5,312	4,546,162
Total commercial	\$ 4,631,845	\$ 838,680	\$ 481,019	\$ 5,951,544
Commercial real estate				
Fixed rate	358,503	1,709,635	198,429	2,266,567
Variable rate	3,597,698	41,212	3,207	3,642,117
Total commercial real estate	\$ 3,956,201	\$ 1,750,847	\$ 201,636	\$ 5,908,684
Premium finance receivables, net of unearned income				
Fixed rate	2,459,739	89,644	385	2,549,768
Variable rate	3,163,824	—	—	3,163,824
Total premium finance receivables ⁽¹⁾	\$ 5,623,563	\$ 89,644	\$ 385	\$ 5,713,592

Past Due Loans and Non-Performing Assets

Our ability to manage credit risk depends in large part on our ability to properly identify and manage problem loans. To do so, the Company operates a credit risk rating system under which our credit management personnel assign a credit risk rating to each loan at the time of origination and review loans on a regular basis to determine each loan's credit risk rating on a scale of 1 through 10 with higher scores indicating higher risk. The credit risk rating structure used is shown below:

- 1 Rating — Minimal Risk (Loss Potential – none or extremely low) (Superior asset quality, excellent liquidity, minimal leverage)
- 2 Rating — Modest Risk (Loss Potential demonstrably low) (Very good asset quality and liquidity, strong leverage capacity)
- 3 Rating — Average Risk (Loss Potential low but no longer refutable) (Mostly satisfactory asset quality and liquidity, good leverage capacity)
- 4 Rating — Above Average Risk (Loss Potential variable, but some potential for deterioration) (Acceptable asset quality, little excess liquidity, modest leverage capacity)
- 5 Rating — Management Attention Risk (Loss Potential moderate if corrective action not taken) (Generally acceptable asset quality, somewhat strained liquidity, minimal leverage capacity)
- 6 Rating — Special Mention (Loss Potential moderate if corrective action not taken) (Assets in this category are currently protected, potentially weak, but not to the point of substandard classification)
- 7 Rating — Substandard Accrual (Loss Potential distinct possibility that the bank may sustain some loss, but no discernable impairment) (Must have well defined weaknesses that jeopardize the liquidation of the debt)

8 Rating — Substandard Non-accrual (Loss Potential well documented probability of loss, including potential impairment) (Must have well defined weaknesses that jeopardize the liquidation of the debt)

9 Rating — Doubtful (Loss Potential extremely high) (These assets have all the weaknesses in those classified “substandard” with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of current existing facts, conditions, and values, highly improbable)

10 Rating — Loss (fully charged-off) (Loans in this category are considered fully uncollectible.)

Each loan officer is responsible for monitoring his or her loan portfolio, recommending a credit risk rating for each loan in his or her portfolio and ensuring the credit risk ratings are appropriate. These credit risk ratings are then ratified by the bank’s chief credit officer and/or concurrence credit officer. Credit risk ratings are determined by evaluating a number of factors including, a borrower’s financial strength, cash flow coverage, collateral protection and guarantees. A third party loan review firm independently reviews

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a significant portion of the loan portfolio at each of the Company's subsidiary banks to evaluate the appropriateness of the management-assigned credit risk ratings. These ratings are subject to further review at each of our bank subsidiaries by the applicable regulatory authority, including the FRB of Chicago, the OCC, the State of Illinois and the State of Wisconsin and are also reviewed by our internal audit staff.

The Company's problem loan reporting system automatically includes all loans with credit risk ratings of 6 through 9. This system is designed to provide an on-going detailed tracking mechanism for each problem loan. Once management determines that a loan has deteriorated to a point where it has a credit risk rating of 6 or worse, the Company's Managed Asset Division performs an overall credit and collateral review. As part of this review, all underlying collateral is identified and the valuation methodology is analyzed and tracked. As a result of this initial review by the Company's Managed Asset Division, the credit risk rating is reviewed and a portion of the outstanding loan balance may be deemed uncollectible or an impairment reserve may be established. The Company's impairment analysis utilizes an independent re-appraisal of the collateral (unless such a third-party evaluation is not possible due to the unique nature of the collateral, such as a closely-held business or thinly traded securities). In the case of commercial real estate collateral, an independent third party appraisal is ordered by the Company's Real Estate Services Group to determine if there has been any change in the underlying collateral value. These independent appraisals are reviewed by the Real Estate Services Group and sometimes by independent third party valuation experts and may be adjusted depending upon market conditions. An appraisal is ordered at least once a year for these loans, or more often if market conditions dictate. In the event that the underlying value of the collateral cannot be easily determined, a detailed valuation methodology is prepared by the Managed Asset Division. A summary of this analysis is provided to the directors' loan committee of the bank which originated the credit for approval of a charge-off, if necessary.

Through the credit risk rating process, loans are reviewed to determine if they are performing in accordance with the original contractual terms. If the borrower has failed to comply with the original contractual terms, further action may be required by the Company, including a downgrade in the credit risk rating, movement to non-accrual status, a charge-off or the establishment of a specific impairment reserve. In the event a collateral shortfall is identified during the credit review process, the Company will work with the borrower for a principal reduction and/or a pledge of additional collateral and/or additional guarantees. In the event that these options are not available, the loan may be subject to a downgrade of the credit risk rating. If we determine that a loan amount or portion thereof, is uncollectible the loan's credit risk rating is immediately downgraded to an 8 or 9 and the uncollectible amount is charged-off. Any loan that has a partial charge-off continues to be assigned a credit risk rating of an 8 or 9 for the duration of time that a balance remains outstanding. The Managed Asset Division undertakes a thorough and ongoing analysis to determine if additional impairment and/or charge-offs are appropriate and to begin a workout plan for the credit to minimize actual losses.

The Company's approach to workout plans and restructuring loans is built on the credit-risk rating process. A modification of a loan with an existing credit risk rating of 6 or worse or a modification of any other credit, which will result in a restructured credit risk rating of 6 or worse must be reviewed for TDR classification. In that event, our Managed Assets Division conducts an overall credit and collateral review. A modification of a loan is considered to be a TDR if both (1) the borrower is experiencing financial difficulty and (2) for economic or legal reasons, the bank grants a concession to a borrower that it would not otherwise consider. The modification of a loan where the credit risk rating is 5 or better both before and after such modification is not considered to be a TDR. Based on the Company's credit risk rating system, it considers that borrowers whose credit risk rating is 5 or better are not experiencing financial difficulties and therefore, are not considered TDRs.

TDRs, which are by definition considered impaired loans, are reviewed at the time of modification and on a quarterly basis to determine if a specific reserve is needed. The carrying amount of the loan is compared to the expected payments to be received, discounted at the loan's original rate, or for collateral dependent loans, to the fair value of the collateral less the estimated cost to sell. Any shortfall is recorded as a specific reserve.

For non-TDR loans, if based on current information and events, it is probable that the Company will be unable to collect all amounts due to it according to the contractual terms of the loan agreement, a loan is considered impaired, and a specific impairment reserve analysis is performed and if necessary, a specific reserve is established. In determining the appropriate reserve for collateral-dependent loans, the Company considers the results of appraisals for the associated collateral.

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Non-performing Assets, excluding covered assets

The following table sets forth Wintrust's non-performing assets and TDRs performing under the contractual terms of the loan agreement, excluding covered assets and PCI loans, as of the dates shown:

(Dollars in thousands)	September 30, 2016	June 30, 2016	December 31, 2015	September 30, 2015	
Loans past due greater than 90 days and still accruing ⁽¹⁾ :					
Commercial	\$ —	\$ 235	\$ 541	\$ —	
Commercial real estate	—	—	—	—	
Home equity	—	—	—	—	
Residential real estate	—	—	—	—	
Premium finance receivables—commercial	7,754	10,558	10,294	8,231	
Premium finance receivables—life insurance	—	—	—	—	
Consumer and other	60	163	150	140	
Total loans past due greater than 90 days and still accruing	7,814	10,956	10,985	8,371	
Non-accrual loans ⁽²⁾ :					
Commercial	16,418	16,801	12,712	12,018	
Commercial real estate	22,625	24,415	26,645	28,617	
Home equity	9,309	8,562	6,848	8,365	
Residential real estate	12,205	12,413	12,043	14,557	
Premium finance receivables—commercial	14,214	14,497	14,561	13,751	
Premium finance receivables—life insurance	—	—	—	—	
Consumer and other	543	475	263	297	
Total non-accrual loans	75,314	77,163	73,072	77,605	
Total non-performing loans:					
Commercial	16,418	17,036	13,253	12,018	
Commercial real estate	22,625	24,415	26,645	28,617	
Home equity	9,309	8,562	6,848	8,365	
Residential real estate	12,205	12,413	12,043	14,557	
Premium finance receivables—commercial	21,968	25,055	24,855	21,982	
Premium finance receivables—life insurance	—	—	—	—	
Consumer and other	603	638	413	437	
Total non-performing loans	\$ 83,128	\$ 88,119	\$ 84,057	\$ 85,976	
Other real estate owned	19,933	22,154	26,849	29,053	
Other real estate owned—from acquisitions	15,117	15,909	17,096	22,827	
Other repossessed assets	428	420	174	193	
Total non-performing assets	\$ 118,606	\$ 126,602	\$ 128,176	\$ 138,049	
TDRs performing under the contractual terms of the loan agreement	29,440	33,310	42,744	49,173	
Total non-performing loans by category as a percent of its own respective category's period-end balance:					
Commercial	0.28	% 0.33	% 0.28	% 0.27	%
Commercial real estate	0.38	0.42	0.48	0.54	
Home equity	1.25	1.13	0.87	1.05	
Residential real estate	1.84	1.90	1.98	2.55	
Premium finance receivables—commercial	0.90	1.01	1.05	0.91	
Premium finance receivables—life insurance	—	—	—	—	
Consumer and other	0.50	0.50	0.28	0.33	
Total non-performing loans	0.44	% 0.48	% 0.49	% 0.53	%

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Total non-performing assets, as a percentage of total assets	0.47	%	0.52	%	0.56	%	0.63	%
Allowance for loan losses as a percentage of total non-performing loans	141.58	%	129.78	%	125.39	%	119.79	%

(1) As of the dates shown, no TDRs were past due greater than 90 days and still accruing interest.

(2) Non-accrual loans included TDRs totaling \$14.8 million, \$16.3 million, \$9.1 million and \$10.1 million as of September 30, 2016, June 30, 2016, December 31, 2015 and September 30, 2015 respectively.

Management is pursuing the resolution of all credits in this category. At this time, management believes reserves are appropriate to absorb inherent losses that are expected upon the ultimate resolution of these credits.

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Loan Portfolio Aging

The tables below show the aging of the Company's loan portfolio at September 30, 2016 and June 30, 2016:

As of September 30, 2016 (Dollars in thousands)	Nonaccrual	90+ days	60-89	30-59	Current	Total Loans						
		and still accruing	days past due	days past due								
Loan Balances:												
Commercial												
Commercial, industrial and other	\$ 15,809	\$ —	\$ 7,324	\$ 8,987	\$ 3,573,396	\$ 3,605,516						
Franchise	—	—	458	1,626	872,661	874,745						
Mortgage warehouse lines of credit	—	—	—	—	309,632	309,632						
Asset-based lending	234	—	3,772	3,741	837,972	845,719						
Leases	375	—	239	—	299,339	299,953						
PCI - commercial ⁽¹⁾	—	1,783	—	1,036	13,160	15,979						
Total commercial	16,418	1,783	11,793	15,390	5,906,160	5,951,544						
Commercial real estate												
Construction	400	—	—	3,775	447,302	451,477						
Land	1,208	—	787	300	105,406	107,701						
Office	3,609	—	6,457	8,062	865,954	884,082						
Industrial	9,967	—	940	2,961	753,636	767,504						
Retail	909	—	1,340	8,723	884,369	895,341						
Multi-family	90	—	3,051	2,169	789,645	794,955						
Mixed use and other	6,442	—	2,157	5,184	1,837,724	1,851,507						
PCI - commercial real estate ⁽¹⁾	—	21,433	1,509	4,066	129,109	156,117						
Total commercial real estate	22,625	21,433	16,241	35,240	5,813,145	5,908,684						
Home equity	9,309	—	1,728	3,842	727,989	742,868						
Residential real estate, including PCI	12,205	1,496	2,232	1,088	646,577	663,598						
Premium finance receivables												
Commercial insurance loans	14,214	7,754	6,968	10,291	2,391,006	2,430,233						
Life insurance loans	—	—	9,960	3,717	3,006,795	3,020,472						
PCI - life insurance loans ⁽¹⁾	—	—	—	—	262,887	262,887						
Consumer and other, including PCI	543	124	204	871	119,233	120,975						
Total loans, net of unearned income, excluding covered loans	\$ 75,314	\$ 32,590	\$ 49,126	\$ 70,439	\$ 18,873,792	\$ 19,101,261						
Covered loans	2,331	4,806	1,545	2,456	84,802	95,940						
Total loans, net of unearned income	\$ 77,645	\$ 37,396	\$ 50,671	\$ 72,895	\$ 18,958,594	\$ 19,197,201						
Aging as a % of Loan Balance:												
As of September 30, 2016	Nonaccrual	90+ days	60-89	30-59	Current	Total Loans						
		and still accruing	days past due	days past due								
Commercial												
Commercial, industrial and other	0.4	%	—	%	0.2	%	0.2	%	99.2	%	100.0	%
Franchise	—	—	—	0.1	0.2	99.7	100.0					
Mortgage warehouse lines of credit	—	—	—	—	100.0	100.0						
Asset-based lending	—	—	—	0.4	0.4	99.2	100.0					
Leases	0.1	—	—	0.1	—	99.8	100.0					
PCI - commercial ⁽¹⁾	—	—	11.2	—	6.5	82.3	100.0					
Total commercial	0.3	—	—	0.2	0.3	99.2	100.0					
Commercial real estate												
Construction	0.1	—	—	—	0.8	99.1	100.0					

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Land	1.1	—	0.7	0.3	97.9	100.0
Office	0.4	—	0.7	0.9	98.0	100.0
Industrial	1.3	—	0.1	0.4	98.2	100.0
Retail	0.1	—	0.1	1.0	98.8	100.0
Multi-family	—	—	0.4	0.3	99.3	100.0
Mixed use and other	0.3	—	0.1	0.3	99.3	100.0
PCI - commercial real estate ⁽¹⁾	—	13.7	1.0	2.6	82.7	100.0
Total commercial real estate	0.4	0.4	0.3	0.6	98.3	100.0
Home equity	1.3	—	0.2	0.5	98.0	100.0
Residential real estate, including PCI	1.8	0.2	0.3	0.2	97.5	100.0
Premium finance receivables						
Commercial insurance loans	0.6	0.3	0.3	0.4	98.4	100.0
Life insurance loans	—	—	0.3	0.1	99.6	100.0
PCI - life insurance loans ⁽¹⁾	—	—	—	—	100.0	100.0
Consumer and other, including PCI	0.4	0.1	0.2	0.7	98.6	100.0
Total loans, net of unearned income, excluding covered loans	0.4	% 0.2	% 0.3	% 0.4	% 98.7	% 100.0
Covered loans	2.4	5.0	1.6	2.6	88.4	100.0
Total loans, net of unearned income	0.4	% 0.2	% 0.3	% 0.4	% 98.7	% 100.0

⁽¹⁾ PCI loans represent loans acquired with evidence of credit quality deterioration since origination, in accordance with ASC 310-30. Loan agings are based upon contractually required payments.

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As of June 30, 2016 (Dollars in thousands)	Nonaccrual	90+ days	60-89	30-59	Current	Total Loans
		and still accruing	days past due	days past due		
Loan Balances:						
Commercial						
Commercial, industrial and other	\$ 16,414	\$ —	\$ 1,412	\$ 22,317	\$ 3,416,432	\$ 3,456,575
Franchise	—	—	560	87	289,258	289,905
Mortgage warehouse lines of credit	—	—	—	—	270,586	270,586
Asset-based lending	—	235	1,899	6,421	834,112	842,667
Leases	387	—	48	—	267,639	268,074
PCI - commercial ⁽¹⁾	—	1,956	630	1,426	12,714	16,726
Total commercial	16,801	2,191	4,549	30,251	5,090,741	5,144,533
Commercial real estate						
Construction	673	—	46	7,922	396,264	404,905
Land	1,725	—	—	340	103,816	105,881
Office	6,274	—	5,452	4,936	892,791	909,453
Industrial	10,295	—	1,108	719	754,647	766,769
Retail	916	—	535	6,450	889,945	897,846
Multi-family	90	—	2,077	1,275	775,075	778,517
Mixed use and other	4,442	—	4,285	8,007	1,795,931	1,812,665
PCI - commercial real estate ⁽¹⁾	—	27,228	1,663	2,608	140,799	172,298
Total commercial real estate	24,415	27,228	15,166	32,257	5,749,268	5,848,334
Home equity	8,562	—	380	4,709	747,253	760,904
Residential real estate, including PCI	12,413	1,479	1,367	299	638,106	653,664
Premium finance receivables						
Commercial insurance loans	14,497	10,558	6,966	9,456	2,436,803	2,478,280
Life insurance loans	—	—	46,651	11,953	2,811,356	2,869,960
PCI - life insurance loans ⁽¹⁾	—	—	—	—	291,602	291,602
Consumer and other, including PCI	475	226	610	1,451	124,616	127,378
Total loans, net of unearned income, excluding covered loans	\$ 77,163	\$ 41,682	\$ 75,689	\$ 90,376	\$ 17,889,745	\$ 18,174,655
Covered loans	2,651	6,810	697	1,610	93,480	105,248
Total loans, net of unearned income	\$ 79,814	\$ 48,492	\$ 76,386	\$ 91,986	\$ 17,983,225	\$ 18,279,903
Aging as a % of Loan Balance:						
As of June 30, 2016	Nonaccrual	90+ days	60-89	30-59	Current	Total Loans
		and still accruing	days past due	days past due		
Commercial						
Commercial, industrial and other	0.5 %	— %	— %	0.6 %	98.9 %	100.0 %
Franchise	—	—	0.2	—	99.8	100.0
Mortgage warehouse lines of credit	—	—	—	—	100.0	100.0
Asset-based lending	—	—	0.2	0.8	99.0	100.0
Leases	0.1	—	—	—	99.9	100.0
PCI - commercial ⁽¹⁾	—	11.7	3.8	8.5	76.0	100.0
Total commercial	0.3	—	0.1	0.6	99.0	100.0
Commercial real estate						
Construction	0.2	—	—	2.0	97.8	100.0
Land	1.6	—	—	0.3	98.1	100.0
Office	0.7	—	0.6	0.5	98.2	100.0
Industrial	1.3	—	0.1	0.1	98.5	100.0

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Retail	0.1	—	0.1	0.7	99.1	100.0
Multi-family	—	—	0.3	0.2	99.5	100.0
Mixed use and other	0.2	—	0.2	0.4	99.2	100.0
PCI - commercial real estate ⁽¹⁾	—	15.8	1.0	1.5	81.7	100.0
Total commercial real estate	0.4	0.5	0.3	0.6	98.2	100.0
Home equity	1.1	—	—	0.6	98.3	100.0
Residential real estate, including PCI	1.9	0.2	0.2	—	97.7	100.0
Premium finance receivables						
Commercial insurance loans	0.6	0.4	0.3	0.4	98.3	100.0
Life insurance loans	—	—	1.6	0.4	98.0	100.0
PCI - life insurance loans ⁽¹⁾	—	—	—	—	100.0	100.0
Consumer and other, including PCI	0.4	0.2	0.5	1.1	97.8	100.0
Total loans, net of unearned income, excluding covered loans	0.4	% 0.2	% 0.4	% 0.5	% 98.5	% 100.0
Covered loans	2.5	6.5	0.7	1.5	88.8	100.0
Total loans, net of unearned income	0.4	% 0.3	% 0.4	% 0.5	% 98.4	% 100.0

⁽¹⁾ PCI loans represent loans acquired with evidence of credit quality deterioration since origination, in accordance with ASC 310-30. Loan agings are based upon contractually required payments.

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As of September 30, 2016, \$49.1 million of all loans, excluding covered loans, or 0.3%, were 60 to 89 days past due and \$70.4 million or 0.4%, were 30 to 59 days (or one payment) past due. As of June 30, 2016, \$75.7 million of all loans, excluding covered loans, or 0.4%, were 60 to 89 days past due and \$90.4 million, or 0.5%, were 30 to 59 days (or one payment) past due. Many of the commercial and commercial real estate loans shown as 60 to 89 days and 30 to 59 days past due are included on the Company's internal problem loan reporting system. Loans on this system are closely monitored by management on a monthly basis.

The Company's home equity and residential loan portfolios continue to exhibit low delinquency ratios. Home equity loans at September 30, 2016 that were current with regard to the contractual terms of the loan agreement represent 98.0% of the total home equity portfolio. Residential real estate loans at September 30, 2016 that were current with regards to the contractual terms of the loan agreements comprise 97.5% of total residential real estate loans outstanding.

Nonperforming Loans Rollforward

The table below presents a summary of non-performing loans, excluding covered loans and PCI loans, for the periods presented:

	Three Months Ended		Nine Months Ended	
	September	September	September	September
	30,	30,	30,	30,
(Dollars in thousands)	2016	2015	2016	2015
Balance at beginning of period	\$88,119	\$76,554	\$84,057	\$78,677
Additions, net	9,522	24,333	32,039	42,141
Return to performing status	(231)	(1,028)	(3,110)	(2,591)
Payments received	(5,235)	(5,468)	(13,353)	(16,417)
Transfer to OREO and other repossessed assets	(2,270)	(1,773)	(6,168)	(8,678)
Charge-offs	(3,353)	(4,081)	(6,829)	(8,637)
Net change for niche loans ⁽¹⁾	(3,424)	(2,561)	(3,508)	1,481
Balance at end of period	\$83,128	\$85,976	\$83,128	\$85,976

(1) This includes activity for premium finance receivables and indirect consumer loans.

PCI loans are excluded from non-performing loans as they continue to earn interest income from the related accretable yield, independent of performance with contractual terms of the loan. See Note 7 of the Consolidated Financial Statements in Item 1 for further discussion of non-performing loans and the loan aging during the respective periods.

Allowance for Loan Losses

The allowance for loan losses represents management's estimate of the probable and reasonably estimable loan losses that our loan portfolio is expected to incur. The allowance for loan losses is determined quarterly using a methodology that incorporates important risk characteristics of each loan, as described below under "How We Determine the Allowance for Credit Losses" in this Item 2. This process is subject to review at each of our bank subsidiaries by the applicable regulatory authority, including the FRB of Chicago, the OCC, the State of Illinois and the State of Wisconsin.

Management determined that the allowance for loan losses was appropriate at September 30, 2016, and that the loan portfolio is well diversified and well secured, without undue concentration in any specific risk area. While this process involves a high degree of management judgment, the allowance for credit losses is based on a comprehensive, well documented, and consistently applied analysis of the Company's loan portfolio. This analysis takes into consideration all available information existing as of the financial statement date, including environmental factors such as economic,

industry, geographical and political factors. The relative level of allowance for credit losses is reviewed and compared to industry peers. This review encompasses levels of total nonperforming loans, portfolio mix, portfolio concentrations, current geographic risks and overall levels of net charge-offs. Historical trending of both the Company's results and the industry peers is also reviewed to analyze comparative significance.

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Allowance for Credit Losses, excluding covered loans

The following table summarizes the activity in our allowance for credit losses during the periods indicated.

(Dollars in thousands)	Three Months Ended		Nine Months Ended		
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015	
Allowance for loan losses at beginning of period	\$ 114,356	\$ 100,204	\$ 105,400	\$ 91,705	
Provision for credit losses	9,741	8,665	27,433	24,551	
Other adjustments	(112)	(153)	(324)	(494))
Reclassification (to) from allowance for unfunded lending-related commitments	(579)	(42)	(700)	(151))
Charge-offs:					
Commercial	3,469	964	4,861	2,884	
Commercial real estate	382	1,948	1,555	3,809	
Home equity	574	1,116	3,672	3,547	
Residential real estate	134	1,138	1,320	2,692	
Premium finance receivables—commercial	1,959	1,595	6,350	4,384	
Premium finance receivables—life insurance	—	—	—	—	
Consumer and other	389	116	720	342	
Total charge-offs	6,907	6,877	18,478	17,658	
Recoveries:					
Commercial	176	462	926	1,117	
Commercial real estate	364	213	1,029	2,349	
Home equity	65	42	184	129	
Residential real estate	61	136	204	228	
Premium finance receivables—commercial	456	278	1,876	1,065	
Premium finance receivables—life insurance	—	16	—	16	
Consumer and other	72	52	143	139	
Total recoveries	1,194	1,199	4,362	5,043	
Net charge-offs	(5,713)	(5,678)	(14,116)	(12,615))
Allowance for loan losses at period end	\$ 117,693	\$ 102,996	\$ 117,693	\$ 102,996	
Allowance for unfunded lending-related commitments at period end	1,648	926	1,648	926	
Allowance for credit losses at period end	\$ 119,341	\$ 103,922	\$ 119,341	\$ 103,922	
Annualized net charge-offs by category as a percentage of its own respective category's average:					
Commercial	0.24	% 0.05	% 0.10	% 0.06	%
Commercial real estate	0.00	0.13	0.01	0.04	
Home equity	0.27	0.55	0.61	0.62	
Residential real estate	0.03	0.42	0.14	0.37	
Premium finance receivables—commercial	0.24	0.21	0.25	0.18	
Premium finance receivables—life insurance	0.00	0.00	0.00	0.00	
Consumer and other	0.92	0.17	0.56	0.17	
Total loans, net of unearned income, excluding covered loans	0.12	% 0.14	% 0.10	% 0.11	%
Net charge-offs as a percentage of the provision for credit losses	58.65	% 65.53	% 51.46	% 51.39	%
Loans at period-end, excluding covered loans	\$ 19,101,261	\$ 16,316,211			

Allowance for loan losses as a percentage of loans at period end	0.62	%	0.63	%
Allowance for credit losses as a percentage of loans at period end	0.62	%	0.64	%

The allowance for credit losses, excluding the allowance for covered loan losses, is comprised of an allowance for loan losses, which is determined with respect to loans that we have originated, and an allowance for lending-related commitments. Our allowance for lending-related commitments is determined with respect to funds that we have committed to lend but for which funds have not yet been disbursed and is computed using a methodology similar to that used to determine the allowance for loan losses. The allowance for unfunded lending-related commitments totaled \$1.6 million and \$926,000 as of September 30, 2016 and September 30, 2015, respectively.

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Additions to the allowance for loan losses are charged to earnings through the provision for credit losses. Charge-offs represent the amount of loans that have been determined to be uncollectible during a given period, and are deducted from the allowance for loan losses, and recoveries represent the amount of collections received from loans that had previously been charged off, and are credited to the allowance for loan losses. See Note 7 of the Consolidated Financial Statements presented under Item 1 of this report for further discussion of activity within the allowance for loan losses during the period and the relationship with respective loan balances for each loan category and the total loan portfolio, excluding covered loans.

How We Determine the Allowance for Credit Losses

The allowance for loan losses includes an element for estimated probable but undetected losses and for imprecision in the credit risk models used to calculate the allowance. If the loan is impaired, the Company analyzes the loan for purposes of calculating our specific impairment reserves as part of the Problem Loan Reporting system review. A general reserve is separately determined for loans not considered impaired. See Note 7 of the Consolidated Financial Statements presented under Item 1 of this report for further discussion of the specific impairment reserve and general reserve as it relates to the allowance for credit losses for each loan category and the total loan portfolio, excluding covered loans.

Specific Impairment Reserves:

Loans with a credit risk rating of a 6 through 9 are reviewed on a monthly basis to determine if (a) an amount is deemed uncollectible (a charge-off) or (b) it is probable that the Company will be unable to collect amounts due in accordance with the original contractual terms of the loan (impaired loan). If a loan is impaired, the carrying amount of the loan is compared to the expected payments to be reserved, discounted at the loan's original rate, or for collateral dependent loans, to the fair value of the collateral less the estimated cost to sell. Any shortfall is recorded as a specific impairment reserve.

At September 30, 2016, the Company had \$90.5 million of impaired loans with \$39.0 million of this balance requiring \$6.8 million of specific impairment reserves. At June 30, 2016, the Company had \$96.0 million of impaired loans with \$43.0 million of this balance requiring \$6.6 million of specific impairment reserves. The most significant fluctuations in the recorded investment of impaired loans with specific impairment from June 30, 2016 to September 30, 2016 occurred within the commercial, industrial and other portfolio. The recorded investment and specific impairment reserves in this portfolio decreased \$4.8 million and \$1.4 million, respectively, which was primarily the result of three loans being charged off in the amount of \$2.0 million during the third quarter of 2016. See Note 7 of the Consolidated Financial Statements presented under Item 1 of this report for further discussion of impaired loans and the related specific impairment reserve.

General Reserves:

For loans with a credit risk rating of 1 through 7 that are not considered impaired loans, reserves are established based on the type of loan collateral, if any, and the assigned credit risk rating. Determination of the allowance is inherently subjective as it requires significant estimates, including the amounts and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on the average historical loss experience over a six-year period, and consideration of current environmental factors and economic trends, all of which may be susceptible to significant change.

We determine this component of the allowance for loan losses by classifying each loan into (i) categories based on the type of collateral that secures the loan (if any), and (ii) one of ten categories based on the credit risk rating of the loan, as described above under "Past Due Loans and Non-Performing Assets" in this Item 2. Each combination of collateral

and credit risk rating is then assigned a specific loss factor that incorporates the following factors:

• historical loss experience;

- changes in lending policies and procedures, including changes in underwriting standards and collection, charge-off, and recovery practices not considered elsewhere in estimating credit losses;

• changes in national, regional, and local economic and business conditions and developments that affect the collectibility of the portfolio;

• changes in the nature and volume of the portfolio and in the terms of the loans;

• changes in the experience, ability, and depth of lending management and other relevant staff;

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• changes in the volume and severity of past due loans, the volume of non-accrual loans, and the volume and severity of adversely classified or graded loans;

• changes in the quality of the bank's loan review system;

• changes in the underlying collateral for collateral dependent loans;

• the existence and effect of any concentrations of credit, and changes in the level of such concentrations; and

• the effect of other external factors such as competition and legal and regulatory requirements on the level of estimated credit losses in the bank's existing portfolio.

In the second quarter of 2012, the Company modified its historical loss experience analysis from incorporating five-year average loss rate assumptions to incorporating three-year average loss rate assumptions. The reason for the migration at that time was charge-off rates from earlier years in the five-year period were no longer relevant as that period was characterized by historically low credit losses which then built up to a peak in credit losses as a result of the stressed economic environment and depressed real estate valuations that affected both the U.S. economy, generally, and the Company's local markets.

In the third quarter of 2015 and 2016, the Company modified its historical loss experience analysis by incorporating five-year and six-year average loss rate assumptions, respectively, for its historical loss experience to capture an extended credit cycle. The current six-year average loss rate assumption analysis is computed for each of the Company's collateral codes. The historical loss experience is combined with the specific loss factor for each combination of collateral and credit risk rating which is then applied to each individual loan balance to determine an appropriate general reserve. The historical loss rates are updated on a quarterly basis and are driven by the performance of the portfolio and any changes to the specific loss factors are driven by management judgment and analysis of the factors described above. The Company also analyzes the three-, four- and five-year average historical loss rates on a quarterly basis as a comparison.

Home Equity and Residential Real Estate Loans:

The determination of the appropriate allowance for loan losses for residential real estate and home equity loans differs slightly from the process used for commercial and commercial real estate loans. The same credit risk rating system, Problem Loan Reporting system, collateral coding methodology and loss factor assignment are used. The only significant difference is in how the credit risk ratings are assigned to these loans.

The home equity loan portfolio is reviewed on a loan by loan basis by analyzing current FICO scores of the borrowers, line availability, recent line usage, an approaching maturity and the aging status of the loan. Certain of these factors, or combination of these factors, may cause a portion of the credit risk ratings of home equity loans across all banks to be downgraded. Similar to commercial and commercial real estate loans, once a home equity loan's credit risk rating is downgraded to a 6 through 9, the Company's Managed Asset Division reviews and advises the subsidiary banks as to collateral valuations and as to the ultimate resolution of the credits that deteriorate to a non-accrual status to minimize losses.

Residential real estate loans that are downgraded to a credit risk rating of 6 through 9 also enter the problem loan reporting system and have the underlying collateral evaluated by the Managed Assets Division.

Premium Finance Receivables:

The determination of the appropriate allowance for loan losses for premium finance receivables is based on the assigned credit risk rating of loans in the portfolio. Loss factors are assigned to each risk rating in order to calculate an allowance for credit losses. The allowance for loan losses for these categories is entirely a general reserve.

Methodology in Assessing Impairment and Charge-off Amounts

In determining the amount of impairment or charge-offs associated with collateral dependent loans, the Company values the loan generally by starting with a valuation obtained from an appraisal of the underlying collateral and then deducting estimated selling costs to arrive at a net appraised value. We obtain the appraisals of the underlying collateral typically on an annual basis from one of a pre-approved list of independent, third party appraisal firms. Types of appraisal valuations include “as-is,” “as-complete,” “as-stabilized,” bulk, fair market, liquidation and “retail sellout” values.

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In many cases, the Company simultaneously values the underlying collateral by marketing the property to market participants interested in purchasing properties of the same type. If the Company receives offers or indications of interest, we will analyze the price and review market conditions to assess whether in light of such information the appraised value overstates the likely price and that a lower price would be a better assessment of the market value of the property and would enable us to liquidate the collateral. Additionally, the Company takes into account the strength of any guarantees and the ability of the borrower to provide value related to those guarantees in determining the ultimate charge-off or reserve associated with any impaired loans. Accordingly, the Company may charge-off a loan to a value below the net appraised value if it believes that an expeditious liquidation is desirable in the circumstance and it has legitimate offers or other indications of interest to support a value that is less than the net appraised value. Alternatively, the Company may carry a loan at a value that is in excess of the appraised value if the Company has a guarantee from a borrower that the Company believes has realizable value. In evaluating the strength of any guarantee, the Company evaluates the financial wherewithal of the guarantor, the guarantor's reputation, and the guarantor's willingness and desire to work with the Company. The Company then conducts a review of the strength of a guarantee on a frequency established as the circumstances and conditions of the borrower warrant.

In circumstances where the Company has received an appraisal but has no third party offers or indications of interest, the Company may enlist the input of realtors in the local market as to the highest valuation that the realtor believes would result in a liquidation of the property given a reasonable marketing period of approximately 90 days. To the extent that the realtors' indication of market clearing price under such scenario is less than the net appraised valuation, the Company may take a charge-off on the loan to a valuation that is less than the net appraised valuation.

The Company may also charge-off a loan below the net appraised valuation if the Company holds a junior mortgage position in a piece of collateral whereby the risk to acquiring control of the property through the purchase of the senior mortgage position is deemed to potentially increase the risk of loss upon liquidation due to the amount of time to ultimately market the property and the volatile market conditions. In such cases, the Company may abandon its junior mortgage and charge-off the loan balance in full.

In other cases, the Company may allow the borrower to conduct a "short sale," which is a sale where the Company allows the borrower to sell the property at a value less than the amount of the loan. Many times, it is possible for the current owner to receive a better price than if the property is marketed by a financial institution which the market place perceives to have a greater desire to liquidate the property at a lower price. To the extent that we allow a short sale at a price below the value indicated by an appraisal, we may take a charge-off beyond the value that an appraisal would have indicated.

Other market conditions may require a reserve to bring the carrying value of the loan below the net appraised valuation such as litigation surrounding the borrower and/or property securing our loan or other market conditions impacting the value of the collateral.

Having determined the net value based on the factors such as those noted above and compared that value to the book value of the loan, the Company arrives at a charge-off amount or a specific reserve included in the allowance for loan losses. In summary, for collateral dependent loans, appraisals are used as the fair value starting point in the estimate of net value. Estimated costs to sell are deducted from the appraised value to arrive at the net appraised value. Although an external appraisal is the primary source of valuation utilized for charge-offs on collateral dependent loans, alternative sources of valuation may become available between appraisal dates. As a result, we may utilize values obtained through these alternating sources, which include purchase and sale agreements, legitimate indications of interest, negotiated short sales, realtor price opinions, sale of the note or support from guarantors, as the basis for charge-offs. These alternative sources of value are used only if deemed to be more representative of value based on updated information regarding collateral resolution. In addition, if an appraisal is not deemed current, a discount to

appraised value may be utilized. Any adjustments from appraised value to net value are detailed and justified in an impairment analysis, which is reviewed and approved by the Company's Managed Assets Division.

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TDRs

At September 30, 2016, the Company had \$44.3 million in loans modified in TDRs. The \$44.3 million in TDRs represents 89 credits in which economic concessions were granted to certain borrowers to better align the terms of their loans with their current ability to pay. The balance decreased from \$49.6 million representing 97 credits at June 30, 2016 and decreased from \$59.3 million representing 114 credits at September 30, 2015.

Concessions were granted on a case-by-case basis working with these borrowers to find modified terms that would assist them in retaining their businesses or their homes and attempt to keep these loans in an accruing status for the Company. Typical concessions include reduction of the interest rate on the loan to a rate considered lower than market and other modification of terms including forgiveness of a portion of the loan balance, extension of the maturity date, and/or modifications from principal and interest payments to interest-only payments for a certain period. See Note 7 of the Consolidated Financial Statements in Item 1 of this report for further discussion regarding the effectiveness of these modifications in keeping the modified loans current based upon contractual terms.

Subsequent to its restructuring, any TDR that becomes nonaccrual or more than 90 days past-due and still accruing interest will be included in the Company's nonperforming loans. Each TDR was reviewed for impairment at September 30, 2016 and approximately \$2.8 million of impairment was present and appropriately reserved for through the Company's normal reserving methodology in the Company's allowance for loan losses. Additionally, at September 30, 2016, the Company was not committed to lend additional funds to borrowers under the contractual terms of TDRs.

The table below presents a summary of restructured loans for the respective periods, presented by loan category and accrual status:

(Dollars in thousands)	September 30, 2016	June 30, 2016	September 30, 2015
Accruing TDRs:			
Commercial	\$2,285	\$3,931	\$5,717
Commercial real estate	22,261	24,450	39,867
Residential real estate and other	4,894	4,929	3,589
Total accruing TDRs	\$29,440	\$33,310	\$49,173
Non-accrual TDRs: ⁽¹⁾			
Commercial	\$2,134	\$1,477	\$147
Commercial real estate	10,610	12,240	5,778
Residential real estate and other	2,092	2,608	4,222
Total non-accrual TDRs	\$14,836	\$16,325	\$10,147
Total TDRs:			
Commercial	\$4,419	\$5,408	\$5,864
Commercial real estate	32,871	36,690	45,645
Residential real estate and other	6,986	7,537	7,811
Total TDRs	\$44,276	\$49,635	\$59,320
Weighted-average contractual interest rate of TDRs	4.33	% 4.31	% 4.04

(1) Included in total non-performing loans.

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TDR Rollforward

The tables below present a summary of TDRs as of September 30, 2016 and September 30, 2015, and shows the changes in the balance during those periods:

Three Months Ended September 30, 2016 (Dollars in thousands)	Commercial	Commercial Real Estate	Residential Real Estate and Other	Total
Balance at beginning of period	\$ 5,408	\$ 36,690	\$ 7,537	\$ 49,635
Additions during the period	28	—	43	71
Reductions:				
Charge-offs	(761)	(204)	—	(965)
Transferred to OREO and other repossessed assets	—	(681)	(535)	(1,216)
Removal of TDR loan status ⁽¹⁾	—	(1,323)	—	(1,323)
Payments received	(256)	(1,611)	(59)	(1,926)
Balance at period end	\$ 4,419	\$ 32,871	\$ 6,986	\$ 44,276
Three Months Ended September 30, 2015 (Dollars in thousands)	Commercial	Commercial Real Estate	Residential Real Estate and Other	Total
Balance at beginning of period	\$ 6,204	\$ 48,450	\$ 8,122	\$ 62,776
Additions during the period	—	—	222	222
Reductions:				
Charge-offs	—	(267)	(52)	(319)
Transferred to OREO and other repossessed assets	—	—	(175)	(175)
Removal of TDR loan status ⁽¹⁾	(234)	(1,581)	-	(1,815)
Payments received	(106)	(957)	(306)	(1,369)
Balance at period end	\$ 5,864	\$ 45,645	\$ 7,811	\$ 59,320
Nine Months Ended September 30, 2016 (Dollars in thousands)	Commercial	Commercial Real Estate	Residential Real Estate and Other	Total
Balance at beginning of period	\$ 5,747	\$ 38,707	\$ 7,399	\$ 51,853
Additions during the period	345	8,521	583	9,449
Reductions:				
Charge-offs	(781)	(1,038)	(212)	(2,031)
Transferred to OREO and other repossessed assets	—	(1,365)	(535)	(1,900)
Removal of TDR loan status ⁽¹⁾	—	(6,479)	—	(6,479)
Payments received	(892)	(5,475)	(249)	(6,616)
Balance at period end	\$ 4,419	\$ 32,871	\$ 6,986	\$ 44,276
Nine Months Ended September 30, 2015 (Dollars in thousands)	Commercial	Commercial Real Estate	Residential Real Estate and Other	Total
Balance at beginning of period	\$ 7,576	\$ 67,623	\$ 7,076	\$ 82,275
Additions during the period	—	169	1,664	1,833
Reductions:				
Charge-offs	(397)	(268)	(92)	(757)
Transferred to OREO and other repossessed assets	(562)	(2,290)	(279)	(3,131)
Removal of TDR loan status (1)	(471)	(10,151)	—	(10,622)
Payments received	(282)	(9,438)	(558)	(10,278)
Balance at period end	\$ 5,864	\$ 45,645	\$ 7,811	\$ 59,320

(1)

Loan was previously classified as a TDR and subsequently performed in compliance with the loan's modified terms for a period of six months (including over a calendar year-end) at a modified interest rate which represented a market rate at the time of restructuring. Per our TDR policy, the TDR classification is removed.

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Other Real Estate Owned

In certain circumstances, the Company is required to take action against the real estate collateral of specific loans. The Company uses foreclosure only as a last resort for dealing with borrowers experiencing financial hardships. The Company employs extensive contact and restructuring procedures to attempt to find other solutions for our borrowers. The tables below present a summary of other real estate owned, excluding covered other real estate owned, and shows the activity for the respective periods and the balance for each property type:

(Dollars in thousands)	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Balance at beginning of period	\$38,063	\$ 42,080	\$43,945	\$ 45,642
Disposal/resolved	(5,967)	(7,611)	(19,324)	(20,532)
Transfers in at fair value, less costs to sell	3,958	6,159	8,558	16,402
Transfers in from covered OREO subsequent to loss share expiration	—	7,316	3,300	7,316
Additions from acquisition	—	4,617	1,064	5,378
Fair value adjustments	(1,004)	(681)	(2,493)	(2,326)
Balance at end of period	\$35,050	\$ 51,880	\$35,050	\$ 51,880

(Dollars in thousands)	Period End		
	September 30, 2016	June 30, 2016	September 30, 2015
Residential real estate	\$9,602	\$9,153	\$ 12,577
Residential real estate development	2,114	2,133	3,147
Commercial real estate	23,334	26,777	36,156
Total	\$35,050	\$38,063	\$ 51,880

Deposits

Total deposits at September 30, 2016 were \$21.1 billion, an increase of \$2.9 billion, or 16%, compared to total deposits at September 30, 2015. See Note 9 to the Consolidated Financial Statements in Item 1 of this report for a summary of period end deposit balances.

The following table sets forth, by category, the maturity of time certificates of deposit as of September 30, 2016:

Time Certificates of Deposit Maturity/Re-ricing Analysis As of September 30, 2016	CDARs & Brokered Certificates of Deposit ⁽¹⁾	MaxSafe Certificates of Deposit ⁽¹⁾	Variable Rate Certificates of Deposit ⁽²⁾	Other Fixed Rate Certificates of Deposit ⁽¹⁾	Total Time Certificates of Deposits	Weighted-Average Rate of Maturing Time Certificates of Deposit ⁽³⁾
(Dollars in thousands)						
1-3 months	\$ —	\$ 53,575	\$ 138,228	\$ 697,340	\$ 889,143	0.62 %
4-6 months	—	33,497	—	655,169	688,666	0.72 %
7-9 months	43,570	24,529	—	503,267	571,366	0.75 %
10-12 months	531	21,464	—	530,905	552,900	0.81 %
13-18 months	2,744	16,479	—	1,016,558	1,035,781	1.10 %
19-24 months	3,021	8,259	—	162,251	173,531	0.91 %
24+ months	1,249	13,232	—	275,609	290,090	1.29 %
Total	\$ 51,115	\$ 171,035	\$ 138,228	\$ 3,841,099	\$ 4,201,477	0.86 %

- (1) This category of certificates of deposit is shown by contractual maturity date.
- (2) This category includes variable rate certificates of deposit and savings certificates with the majority repricing on at least a monthly basis.
- (3) Weighted-average rate excludes the impact of purchase accounting fair value adjustments.

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The following table sets forth, by category, the composition of average deposit balances and the relative percentage of total average deposits for the periods presented:

(Dollars in thousands)	Three Months Ended					
	September 30, 2016		June 30, 2016		September 30, 2015	
	Balance	Percent	Balance	Percent	Balance	Percent
Non-interest bearing	\$5,566,983	27 %	\$5,223,384	28 %	\$4,473,632	25 %
NOW and interest bearing demand deposits	2,502,388	12	2,383,125	12	2,219,654	12
Wealth management deposits	2,092,115	10	1,585,607	8	1,532,766	9
Money market	4,471,399	22	4,308,657	22	3,955,568	22
Savings	1,914,408	9	1,803,421	9	1,676,084	9
Time certificates of deposit	4,136,792	20	3,985,185	21	4,105,579	23
Total average deposits	\$20,684,085	100 %	\$19,289,379	100 %	\$17,963,283	100 %

Total average deposits for the third quarter of 2016 were \$20.7 billion, an increase of \$2.7 billion, or 15%, from the third quarter of 2015. The increase in average deposits is primarily attributable to additional deposits associated with the Company's bank acquisitions as well as increased commercial lending relationships. The Company continues to see a beneficial shift in its deposit mix as average non-interest bearing deposits increased \$1.1 billion, or 24%, in the third quarter of 2016 compared to the third quarter of 2015.

Wealth management deposits are funds from the brokerage customers of WHI, the trust and asset management customers of the Company and brokerage customers from unaffiliated companies which have been placed into deposit accounts of the banks ("wealth management deposits" in the table above). Wealth Management deposits consist primarily of money market accounts. Consistent with reasonable interest rate risk parameters, these funds have generally been invested in loan production of the banks as well as other investments suitable for banks.

Brokered Deposits

While the Company obtains a portion of its total deposits through brokered deposits, the Company does so primarily as an asset-liability management tool to assist in the management of interest rate risk. The Company does not consider brokered deposits to be a vital component of its current liquidity resources. Historically, brokered deposits have represented a small component of the Company's total deposits outstanding, as set forth in the table below:

(Dollars in thousands)	September 30,		December 31,			
	2016	2015	2015	2014	2013	
Total deposits	\$21,147,655	\$18,228,469	\$18,639,634	\$16,281,844	\$14,668,789	
Brokered deposits	1,142,679	763,110	862,026	718,986	476,139	
Brokered deposits as a percentage of total deposits	5.4	% 4.2	% 4.6	% 4.4	% 3.2	%

Brokered deposits include certificates of deposit obtained through deposit brokers, deposits received through the Certificate of Deposit Account Registry Program ("CDARS"), and wealth management deposits of brokerage customers from unaffiliated companies which have been placed into deposit accounts of the banks.

Other Funding Sources

Although deposits are the Company's primary source of funding its interest-earning assets, the Company's ability to manage the types and terms of deposits is somewhat limited by customer preferences and market competition. As a result, in addition to deposits and the issuance of equity securities and the retention of earnings, the Company uses several other funding sources to support its growth. These sources include short-term borrowings, notes payable, FHLB advances, subordinated debt, secured borrowings and junior subordinated debentures. The Company evaluates

the terms and unique characteristics of each source, as well as its asset-liability management position, in determining the use of such funding sources.

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The following table sets forth, by category, the composition of the average balances of other funding sources for the quarterly periods presented:

	Three Months Ended		
	September 30, 2016	June 30, 2016	September 30, 2015
(Dollars in thousands)			
FHLB advances	\$459,198	\$946,081	\$394,666
Other borrowings:			
Notes payable	59,896	63,642	74,959
Short-term borrowings	36,615	41,597	63,111
Secured borrowings	134,331	124,317	116,136
Other	18,465	18,677	18,343
Total other borrowings	\$249,307	\$248,233	\$272,549
Subordinated notes	138,925	138,898	138,825
Junior subordinated debentures	253,566	253,566	264,974
Total other funding sources	\$1,100,996	\$1,586,778	\$1,071,014

FHLB advances provide the banks with access to fixed rate funds which are useful in mitigating interest rate risk and achieving an acceptable interest rate spread on fixed rate loans or securities. Additionally, the banks have the ability to borrow shorter-term, overnight funding from the FHLB for other general purposes. FHLB advances to the banks totaled \$419.6 million at September 30, 2016, compared to \$588.1 million at June 30, 2016 and \$444.0 million at September 30, 2015.

Notes payable balances represent the balances on a \$150 million loan agreement with unaffiliated banks consisting of a \$75.0 million revolving credit facility and a \$75.0 million term facility. Both loan facilities are available for corporate purposes such as to provide capital to fund continued growth at existing bank subsidiaries, possible future acquisitions and for other general corporate matters. At September 30, 2016, the Company had a balance under the term facility of \$56.2 million compared to \$59.9 million at June 30, 2016 and \$71.3 million at September 30, 2015. The Company was contractually required to borrow the entire amount of the term facility on June 15, 2015 and all such borrowings must be repaid by June 15, 2020. At September 30, 2016, June 30, 2016 and September 30, 2015, the Company had no outstanding balance on the \$75.0 million revolving credit facility.

Short-term borrowings include securities sold under repurchase agreements and federal funds purchased. These borrowings totaled \$33.2 million at September 30, 2016 compared to \$38.8 million at June 30, 2016 and \$57.6 million at September 30, 2015. Securities sold under repurchase agreements represent sweep accounts for certain customers in connection with master repurchase agreements at the banks. This funding category typically fluctuates based on customer preferences and daily liquidity needs of the banks, their customers and the banks' operating subsidiaries.

The average balance of secured borrowings primarily represents a third party Canadian transaction ("Canadian Secured Borrowing"). Under the Canadian Secured Borrowing, in December 2014, the Company, through its subsidiary, FIFC Canada, sold an undivided co-ownership interest in all receivables owed to FIFC Canada to an unrelated third party in exchange for a cash payment of approximately C\$150 million pursuant to a receivables purchase agreement ("Receivables Purchase Agreement"). The Receivables Purchase Agreement was amended in December 2015, effectively extending the maturity date from December 15, 2015 to December 15, 2017. Additionally, at that time, the unrelated third party paid an additional C\$10 million, which increased the total payments to C\$160 million. The proceeds received from these transactions are reflected on the Company's Consolidated Statements of Condition as a secured borrowing owed to the unrelated third party and translated to the Company's reporting currency as of the respective date. The translated balance of the Canadian Secured Borrowing under the Receivables Purchase Agreement totaled \$121.9 million at September 30, 2016 compared to \$123.7 million at June 30, 2016 and \$112.6 million at September 30, 2015. At September 30, 2016, the interest rate of the Canadian

Secured Borrowing was 1.6121%.

Other borrowings include a fixed-rate promissory note entered into in August 2012 related to an office building complex owned by the Company and non-recourse notes issued by the Company to other banks related to certain capital leases. At September 30, 2016, the fixed-rate promissory note had a balance of \$17.8 million compared to \$18.0 million at June 30, 2016 and \$18.3 million at September 30, 2015.

At September 30, 2016, the Company had outstanding subordinated notes totaling \$138.9 million compared to \$138.9 million and \$138.8 million outstanding at June 30, 2016 and September 30, 2015, respectively. The notes have a stated interest rate of 5.00% and mature in June 2024. These notes are stated at par adjusted for unamortized costs paid related to the issuance of this debt.

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The Company had \$253.6 million of junior subordinated debentures outstanding as of September 30, 2016 compared to \$253.6 million outstanding at June 30, 2016 and \$268.6 million outstanding at September 30, 2015. The amounts reflected on the balance sheet represent the junior subordinated debentures issued to eleven trusts by the Company and equal the amount of the preferred and common securities issued by the trusts. The balance increased \$19.1 million in 2015 as a result of the addition of the Suburban Illinois Capital Trust II and Community Financial Shares Statutory Trust II acquired as a part of the acquisitions of Suburban and CFIS, respectively. Additionally, in January 2016, the Company acquired \$15.0 million of the \$40.0 million of trust preferred securities issued by Wintrust Capital Trust VIII from a third-party investor. The purchase effectively extinguished \$15.0 million of junior subordinated debentures related to Wintrust Capital Trust VIII and resulted in a \$4.3 million gain from the early extinguishment of debt. Prior to January 1, 2015, the junior subordinated debentures, subject to certain limitations, qualified as Tier 1 regulatory capital of the Company and the amount in excess of those certain limitations could, subject to other restrictions, be included in Tier 2 capital. Starting in 2015, a portion of these junior subordinated debentures qualified as Tier 1 regulatory capital of the Company and the amount in excess of those certain limitations, subject to certain restrictions, was included in Tier 2 capital. At September 30, 2015, \$65.1 million and \$195.4 million of the junior subordinated debentures, net of common securities, were included in the Company's Tier 1 and Tier 2 regulatory capital, respectively. Starting in 2016, none of the junior subordinated debentures qualified as Tier 1 regulatory capital of the Company resulting in \$245.5 million of the junior subordinated debentures, net of common securities, being included in the Company's Tier 2 regulatory capital.

See Notes 10 and 11 of the Consolidated Financial Statements presented under Item 1 of this report for details of period end balances and other information for these various funding sources.

Shareholders' Equity

The following tables reflect various consolidated measures of capital as of the dates presented and the capital guidelines established by the FRB for a bank holding company:

	September 30, 2016		June 30, 2016		September 30, 2015	
Leverage ratio	9.0	%	9.2	%	9.2	%
Tier 1 capital to risk-weighted assets	9.8		10.1		10.3	
Common equity Tier 1 capital to risk-weighted assets	8.7		8.9		8.6	
Total capital to risk-weighted assets	12.1		12.4		12.6	
Total average equity-to-total average assets ⁽¹⁾	10.7		10.4		10.7	

(1) Based on quarterly average balances.

	Minimum Capital Requirements		Well Capitalized	
Leverage ratio	4.0	%	5.0	%
Tier 1 capital to risk-weighted assets	6.0		8.0	
Common equity Tier 1 capital to risk-weighted assets	4.5		6.5	
Total capital to risk-weighted assets	8.0		10.0	

The Company's principal sources of funds at the holding company level are dividends from its subsidiaries, borrowings under its loan agreement with unaffiliated banks and proceeds from the issuances of subordinated debt and additional equity. Refer to Notes 10, 11 and 16 of the Consolidated Financial Statements in Item 1 for further information on these various funding sources. Management is committed to maintaining the Company's capital levels above the "Well Capitalized" levels established by the FRB for bank holding companies.

The Company's Board of Directors approves dividends from time to time, however, the ability to declare a dividend is limited by the Company's financial condition, the terms of the Company's 5.00% non-cumulative perpetual convertible preferred stock, Series C, the terms of the Company's fixed-to-floating rate non-cumulative perpetual preferred stock, Series D, the terms of the Company's Trust Preferred Securities offerings and under certain financial covenants in the Company's revolving and term facilities. In January, April and July of 2016, the Company declared a quarterly cash dividend of \$0.12 per common share. In January, April, July and October of 2015, the Company declared a quarterly cash dividend of \$0.11 per common share.

See Note 16 of the Consolidated Financial Statements presented under Item 1 of this report for details on the Company's issuance of Series D and Series C preferred stock in June 2015 and March 2012, respectively, as well as details on the Company's offering

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of common stock in June 2016. The Company hereby incorporates by reference Note 16 of the Consolidated Financial Statements presented under Item 1 of this report in its entirety.

LIQUIDITY

Wintrust manages the liquidity position of its banking operations to ensure that sufficient funds are available to meet customers' needs for loans and deposit withdrawals. The liquidity to meet these demands is provided by maturing assets, liquid assets that can be converted to cash and the ability to attract funds from external sources. Liquid assets refer to money market assets such as Federal funds sold and interest bearing deposits with banks, as well as available-for-sale debt securities which are not pledged to secure public funds.

The Company believes that it has sufficient funds and access to funds to meet its working capital and other needs. Please refer to Management's Discussion and Analysis of Financial Condition and Results of Operation - Interest-Earning Assets, -Deposits, -Other Funding Sources and -Shareholders' Equity sections of this report for additional information regarding the Company's liquidity position.

INFLATION

A banking organization's assets and liabilities are primarily monetary. Changes in the rate of inflation do not have as great an impact on the financial condition of a bank as do changes in interest rates. Moreover, interest rates do not necessarily change at the same percentage as inflation. Accordingly, changes in inflation are not expected to have a material impact on the Company. An analysis of the Company's asset and liability structure provides the best indication of how the organization is positioned to respond to changing interest rates. See "Quantitative and Qualitative Disclosures About Market Risks" section of this report for additional information.

FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements within the meaning of federal securities laws. Forward-looking information can be identified through the use of words such as "intend," "plan," "project," "expect," "anticipate," "believe," "estimate," "contemplate," "possible," "point," "will," "may," "should," "would" and "could." Forward-looking statements and information are not historical facts, are premised on many factors and assumptions, and represent only management's expectations, estimates and projections regarding future events. Similarly, these statements are not guarantees of future performance and involve certain risks and uncertainties that are difficult to predict, which may include, but are not limited to, those listed below and the Risk Factors discussed under Item 1A of the Company's 2015 Annual Report on Form 10-K and in any of the Company's subsequent SEC filings. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and is including this statement for purposes of invoking these safe harbor provisions. Such forward-looking statements may be deemed to include, among other things, statements relating to the Company's future financial performance, the performance of its loan portfolio, the expected amount of future credit reserves and charge-offs, delinquency trends, growth plans, regulatory developments, securities that the Company may offer from time to time, and management's long-term performance goals, as well as statements relating to the anticipated effects on financial condition and results of operations from expected developments or events, the Company's business and growth strategies, including future acquisitions of banks, specialty finance or wealth management businesses, internal growth and plans to form additional de novo banks or branch offices. Actual results could differ materially from those addressed in the forward-looking statements as a result of numerous factors, including the following:

• Difficult economic conditions have adversely affected our company and the financial services industry in general and further deterioration in economic conditions may materially adversely affect our business, financial condition, results

of operations and cash flows;

since our business is concentrated in the Chicago metropolitan and southern Wisconsin market areas, further declines in the economy of this region could adversely affect our business;

if our allowance for loan losses is not sufficient to absorb losses that may occur in our loan portfolio, our financial condition and liquidity could suffer;

a significant portion of our loan portfolio is comprised of commercial loans, the repayment of which is largely dependent upon the financial success and economic viability of the borrower;

a substantial portion of our loan portfolio is secured by real estate, in particular commercial real estate. Deterioration in the real estate markets could lead to additional losses, which could have a material adverse effect on our financial condition and results of operations;

any inaccurate assumptions in our analytical and forecasting models could cause us to miscalculate our projected revenue or losses, which could adversely affect our financial condition;

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unanticipated changes in prevailing interest rates and the effects of changing regulation could adversely affect our net interest income, which is our largest source of income;

our liquidity position may be negatively impacted if economic conditions continue to suffer;

the financial services industry is very competitive, and if we are not able to compete effectively, we may lose market share and our business could suffer;

if we are unable to compete effectively, we will lose market share and income from deposits, loans and other products may be reduced. This could adversely affect our profitability and have a material adverse effect on our business, financial condition and results of operations;

if we are unable to continue to identify favorable acquisitions or successfully integrate our acquisitions, our growth may be limited and our results of operations could suffer;

our participation in FDIC-assisted acquisitions may present additional risks to our financial condition and results of operations;

an actual or perceived reduction in our financial strength may cause others to reduce or cease doing business with us, which could result in a decrease in our net interest income and fee revenues;

if our growth requires us to raise additional capital, that capital may not be available when it is needed or the cost of that capital may be very high;

disruption in the financial markets could result in lower fair values for our investment securities portfolio;

our controls and procedures may fail or be circumvented;

new lines of business and new products and services are essential to our ability to compete but may subject us to additional risks;

failures of our information technology systems may adversely affect our operations;

failures by or of our vendors may adversely affect our operations;

we issue debit cards, and debit card transactions pose a particular cybersecurity risk that is outside of our control;

we depend on the accuracy and completeness of information we receive about our customers and counterparties to make credit decisions;

if we are unable to attract and retain experienced and qualified personnel, our ability to provide high quality service will be diminished, we may lose key customer relationships, and our results of operations may suffer;

we are subject to environmental liability risk associated with lending activities;

we are subject to claims and legal actions which could negatively affect our results of operations or financial condition;

losses incurred in connection with actual or projected repurchases and indemnification payments related to mortgages that we have sold into the secondary market may exceed our financial statement reserves and we may be required to increase such reserves in the future. Increases to our reserves and losses incurred in connection with actual loan repurchases and indemnification payments could have a material adverse effect on our business, financial condition, results of operations or cash flows;

consumers may decide not to use banks to complete their financial transactions, which could adversely affect our business and results of operations;

we may be adversely impacted by the soundness of other financial institutions;

de novo operations often involve significant expenses and delayed returns and may negatively impact Wintrust's profitability;

we are subject to examinations and challenges by tax authorities, and changes in federal and state tax laws and changes in interpretation of existing laws can impact our financial results;

changes in accounting policies or accounting standards could materially adversely affect how we report our financial results and financial condition;

we are a bank holding company, and our sources of funds, including to pay dividends, are limited;

anti-takeover provisions could negatively impact our shareholders;

if we fail to meet our regulatory capital ratios, we may be forced to raise capital or sell assets;

if our credit rating is lowered, our financing costs could increase;

changes in the United States' monetary policy may restrict our ability to conduct our business in a profitable manner;

legislative and regulatory actions taken now or in the future regarding the financial services industry may significantly increase our costs or limit our ability to conduct our business in a profitable manner;

financial reform legislation and increased regulatory rigor around mortgage-related issues may reduce our ability to market our products to consumers and may limit our ability to profitably operate our mortgage business;

federal, state and local consumer lending laws may restrict our ability to originate certain mortgage loans or increase our risk of liability with respect to such loans and could increase our cost of doing business;

regulatory initiatives regarding bank capital requirements may require heightened capital;

our FDIC insurance premiums may increase, which could negatively impact our results of operations;

non-compliance with the USA PATRIOT Act, Bank Secrecy Act or other laws and regulations could result in fines or sanctions;

our premium finance business may involve a higher risk of delinquency or collection than our other lending operations, and could expose us to losses;

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widespread financial difficulties or credit downgrades among commercial and life insurance providers could lessen the value of the collateral securing our premium finance loans and impair the financial condition and liquidity of FIFC and FIFC Canada;

- regulatory changes could significantly reduce loan volume and impair the financial condition of FIFC; and
- our wealth management business in general, and WHI's brokerage operation, in particular, exposes us to certain risks associated with the securities industry.

Therefore, there can be no assurances that future actual results will correspond to these forward-looking statements. The reader is cautioned not to place undue reliance on any forward-looking statement made by the Company. Any such statement speaks only as of the date the statement was made or as of such date that may be referenced within the statement. The Company undertakes no obligation to update any forward-looking statement to reflect the impact of circumstances or events that arise after the date the forward-looking statement was made. Persons are advised, however, to consult further disclosures management makes on related subjects in its reports filed with the Securities and Exchange Commission and in its press releases.

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ITEM 3

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

As an ongoing part of its financial strategy, the Company attempts to manage the impact of fluctuations in market interest rates on net interest income. This effort entails providing a reasonable balance between interest rate risk, credit risk, liquidity risk and maintenance of yield. Asset-liability management policies are established and monitored by management in conjunction with the boards of directors of the banks, subject to general oversight by the Risk Management Committee of the Company's Board of Directors. The policies establish guidelines for acceptable limits on the sensitivity of the market value of assets and liabilities to changes in interest rates.

Interest rate risk arises when the maturity or re-pricing periods and interest rate indices of the interest earning assets, interest bearing liabilities, and derivative financial instruments are different. It is the risk that changes in the level of market interest rates will result in disproportionate changes in the value of, and the net earnings generated from, the Company's interest earning assets, interest bearing liabilities and derivative financial instruments. The Company continuously monitors not only the organization's current net interest margin, but also the historical trends of these margins. In addition, management attempts to identify potential adverse changes in net interest income in future years as a result of interest rate fluctuations by performing simulation analysis of various interest rate environments. If a potential adverse change in net interest margin and/or net income is identified, management would take appropriate actions with its asset-liability structure to mitigate these potentially adverse situations.

Since the Company's primary source of interest bearing liabilities is from customer deposits, the Company's ability to manage the types and terms of such deposits is somewhat limited by customer preferences and local competition in the market areas in which the banks operate. The rates, terms and interest rate indices of the Company's interest earning assets result primarily from the Company's strategy of investing in loans and securities that permit the Company to limit its exposure to interest rate risk, together with credit risk, while at the same time achieving an acceptable interest rate spread.

The Company's exposure to interest rate risk is reviewed on a regular basis by management and the Risk Management Committees of the boards of directors of the banks and the Company. The objective of the review is to measure the effect on net income and to adjust balance sheet and derivative financial instruments to minimize the inherent risk while at the same time maximize net interest income.

The following interest rate scenarios display the percentage change in net interest income over a one-year time horizon assuming increases of 100 and 200 basis points and decreases of 100 basis points. The Static Shock Scenario results incorporate actual cash flows and repricing characteristics for balance sheet instruments following an instantaneous, parallel change in market rates based upon a static (i.e. no growth or constant) balance sheet. Conversely, the Ramp Scenario results incorporate management's projections of future volume and pricing of each of the product lines following a gradual, parallel change in market rates over twelve months. Actual results may differ from these simulated results due to timing, magnitude, and frequency of interest rate changes as well as changes in market conditions and management strategies. The interest rate sensitivity for both the Static Shock and Ramp Scenarios at September 30, 2016, June 30, 2016 and September 30, 2015 is as follows:

	+200 Basis Points	+100 Basis Points	-100 Basis Points
Static Shock Scenarios			
September 30, 2016	19.6%	10.1%	(10.4)%
June 30, 2016	16.9%	8.9%	(8.9)%
September 30, 2015	15.6%	8.0%	(11.1)%

Ramp Scenarios

	+200	+100	-100
	Basis	Basis	Basis
	Points	Points	Points
September 30, 2016	7.8 %	3.9 %	(4.1)%
June 30, 2016	7.0 %	3.5 %	(3.7)%
September 30, 2015	6.7 %	3.6 %	(4.0)%

One method utilized by financial institutions, including the Company, to manage interest rate risk is to enter into derivative financial instruments. Derivative financial instruments include interest rate swaps, interest rate caps and floors, futures, forwards, option contracts and other financial instruments with similar characteristics. Additionally, the Company enters into commitments to fund certain mortgage loans (interest rate locks) to be sold into the secondary market and forward commitments for the future delivery

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of mortgage loans to third party investors. See Note 13 of the Consolidated Financial Statements in Item 1 of this report for further information on the Company's derivative financial instruments.

During the first nine months of 2016 and 2015, the Company entered into certain covered call option transactions related to certain securities held by the Company. The Company uses these option transactions (rather than entering into other derivative interest rate contracts, such as interest rate floors) to economically hedge positions and compensate for net interest margin compression by increasing the total return associated with the related securities through fees generated from these options. Although the revenue received from these options is recorded as non-interest income rather than interest income, the increased return attributable to the related securities from these options contributes to the Company's overall profitability. The Company's exposure to interest rate risk may be impacted by these transactions. To mitigate this risk, the Company may acquire fixed rate term debt or use financial derivative instruments. There were no covered call options outstanding as of September 30, 2016.

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ITEM 4

CONTROLS AND PROCEDURES

As of the end of the period covered by this report, the Company's Chief Executive Officer and Chief Financial Officer carried out an evaluation under their supervision, with the participation of other members of management as they deemed appropriate, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as contemplated by Exchange Act Rule 13a-15. Based upon, and as of the date of that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective, in all material respects, in timely alerting them to material information relating to the Company (and its consolidated subsidiaries) required to be included in the periodic reports the Company is required to file and submit to the SEC under the Exchange Act.

There were no changes in the Company's internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) during the period that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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PART II —

Item 1: Legal Proceedings

The Company and its subsidiaries, from time to time, are subject to pending and threatened legal action and proceedings arising in the ordinary course of business.

In accordance with applicable accounting principles, the Company establishes an accrued liability for litigation and threatened litigation actions and proceedings when those actions present loss contingencies which are both probable and estimable. In actions for which a loss is reasonably possible in future periods, the Company determines whether it can estimate a loss or range of possible loss. To determine whether a possible loss is estimable, the Company reviews and evaluates its material litigation on an ongoing basis, in conjunction with any outside counsel handling the matter, in light of potentially relevant factual and legal developments. This review may include information learned through the discovery process, rulings on substantive or dispositive motions, and settlement discussions.

On January 15, 2015, Lehman Brothers Holdings, Inc. ("Lehman Holdings") sent a demand letter asserting that Wintrust Mortgage must indemnify it for losses arising from loans sold by Wintrust Mortgage to Lehman Brothers Bank, FSB under a Loan Purchase Agreement between Wintrust Mortgage, as successor to SGB Corporation, and Lehman Brothers Bank. The demand was the precursor for triggering the alternative dispute resolution process mandated by the U.S. Bankruptcy Court for the Southern District of New York. Lehman Holdings triggered the mandatory alternative dispute resolution process on October 16, 2015. On February 3, 2016, following a ruling by the federal Court of Appeals for the Tenth Circuit that was adverse to Lehman Holdings on the statute of limitations that is applicable to similar loan purchase claims, Lehman Holdings filed a complaint against Wintrust Mortgage and 150 other entities from which it had purchased loans in the U.S. Bankruptcy Court for the Southern District of New York. The mandatory mediation was held on March 16, 2016, but did not result in a consensual resolution of the dispute. Wintrust Mortgage will be required to respond to the complaint after the Court's entry of a scheduling order, which has not yet occurred.

The Company has reserved an amount for the Lehman Holdings action that is immaterial to its results of operations or financial condition. Such litigation and threatened litigation actions necessarily involve substantial uncertainty and it is not possible at this time to predict the ultimate resolution or to determine whether, or to what extent, any loss with respect to these legal proceedings may exceed the amounts reserved by the Company.

On August 28, 2015, Wintrust Mortgage received a demand from RFC Liquidating Trust asserting that Wintrust Mortgage is liable to it for losses arising from loans sold by Wintrust Mortgage or its predecessors to Residential Funding Company LLC and/or related entities. No litigation has been initiated and the range of liability is not reasonably estimable at this time and it is not foreseeable when sufficient information will become available to provide a basis for recording a reserve, should a reserve ultimately be required.

On August 13, 2015, BMO Harris Financial Advisors ("BHFA") filed an arbitration demand with the FINRA seeking damages and a permanent injunction and a complaint with the Circuit Court for Cook County, Illinois seeking a temporary restraining order against one of its former financial advisors and a current financial advisor with WHI. A narrow and limited temporary injunction was entered and the matter was referred to FINRA for arbitration. In November 2015, BHFA added WHI as a co-defendant in the arbitration action, alleging that WHI tortiously interfered with BHFA's contract with its former financial advisor. A hearing on the merits was held on September 12 - 15, 2016. On October 11, 2016, the FINRA panel issued a damages award against WHI for \$1,537,500.

Based on information currently available and upon consultation with counsel, management believes that the eventual outcome of any pending or threatened legal actions and proceedings will not have a material adverse effect on the

operations or financial condition of the Company. However, it is possible that the ultimate resolution of these matters, if unfavorable, may be material to the results of operations or financial condition for a particular period.

Item 1A: Risk Factors

There were no material changes from the risk factors set forth under Part I, Item 1A “Risk Factors” in the Company’s Form 10-K for the fiscal year ended December 31, 2015.

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Item 2: Unregistered Sales of Equity Securities and Use of Proceeds

No purchases of the Company's common shares were made by or on behalf of the Company or any "affiliated purchaser" as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934, as amended, during the three months ended September 30, 2016. There is currently no authorization to repurchase shares of outstanding common stock.

Item 6: Exhibits:

(a) Exhibits

31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS XBRL Instance Document *

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

Includes the following financial information included in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Statements of Condition, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Shareholders' Equity, (v) the Consolidated Statements of Cash Flows, and (vi) Notes to Consolidated Financial Statements

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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
FINANCIAL
CORPORATION
(Registrant)

Date: November 8, 2016

/s/ DAVID L.
STOEHR
David L. Stoehr
Executive Vice
President and
Chief Financial
Officer
(Principal
Financial and
Accounting
Officer)