

ZIONS BANCORPORATION /UT/  
Form 8-K  
November 05, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

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

**Date of Report (Date of earliest event reported): October 31, 2013**

**ZIONS BANCORPORATION**

**(Exact Name of Registrant as Specified in its Charter)**

**Utah**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**001-12307**  
**(Commission**  
**File Number)**

**87-0227400**  
**(IRS Employer**  
**Identification No.)**

**One South Main, 15th Floor,**  
**Salt Lake City, Utah**

**84111**

Edgar Filing: ZIONS BANCORPORATION /UT/ - Form 8-K

(Address of Principal Executive Office)

(Zip Code)

(801) 524-4787

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 8.01.OTHER EVENTS**

On October 31, 2013, Zions Bancorporation issued a press release, a copy of which is attached hereto as Exhibit 99.1.

**ITEM 9.01.FINANCIAL STATEMENTS AND EXHIBITS**

Zions Bancorporation hereby incorporates Exhibits 5.1, 5.2, 23.1, 23.2 and 99.2 into the Company's Registration Statement on Form S-3 (No. 333-173299) previously filed by the Company with the Securities and Exchange Commission.

- 1.1 Underwriting Agreement, dated October 31, 2013, between Zions Bancorporation and Deutsche Bank Securities Inc., Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated.
- 4.1 Form of Notes.
- 4.2 Second Supplemental Indenture, dated November 5, 2013, between Zions Bancorporation and The Bank of New York Mellon Trust Company, N.A. as successor to J.P. Morgan Trust Company, N.A., as trustee, with respect to subordinated debt securities of Zions Bancorporation.
- 5.1 Opinion of Sullivan & Cromwell LLP.
- 5.2 Opinion of Callister Nebeker & McCullough.
- 23.1 Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).
- 23.2 Consent of Callister Nebeker & McCullough (included in Exhibit 5.2).
- 99.1 Zions Bancorporation Press Release dated October 31, 2013.
- 99.2 Information relating to Item 14 of the Registration Statement on Form S-3 (No. 333-173299).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Zions Bancorporation**

Date: November 5, 2013

By: /s/ Thomas E. Laursen  
Thomas E. Laursen

Executive Vice President, General Counsel and  
Secretary

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated October 31, 2013 between Zions Bancorporation and Deutsche Bank Securities Inc., Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated.
4.1	Form of Notes.
4.2	Second Supplemental Indenture, dated November 5, 2013, between Zions Bancorporation and The Bank of New York Mellon Trust Company, N.A. as successor to J.P. Morgan Trust Company, N.A., as trustee, with respect to subordinated debt securities of Zions Bancorporation.
5.1	Opinion of Sullivan & Cromwell LLP.
5.2	Opinion of Callister Nebeker & McCullough.
23.1	Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).
23.2	Consent of Callister Nebeker & McCullough (included in Exhibit 5.2).
99.1	Zions Bancorporation Press Release dated October 31, 2013.
99.2	Information relating to Item 14 of the Registration Statement on Form S-3 (No. 333-173299).