

ZIONS BANCORPORATION /UT/  
Form 8-K  
September 08, 2008

**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): September 8, 2008**

**ZIONS BANCORPORATION**

(Exact Name of Registrant as Specified in its Charter)

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

**0-2610**  
(Commission File Number)

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

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**One South Main, 15<sup>th</sup> Floor**

**Salt Lake City, Utah**  
(Address of Principal Executive Office)

**84111**  
(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 September 8, 2008, Zions Bancorporation (the Company ) entered into an ATM Equity OfferingSM Sales Agreement (the Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated ( Merrill Lynch ), pursuant to which the Company may offer and sell through Merrill Lynch, from time to time, shares of the Company s Common Stock, without par value, with an aggregate sales price of up to \$250,000,000 (the Shares ). Sales of the Shares, if any, will be made by means of ordinary brokers transactions on the NASDAQ Global Select Market or otherwise at market prices.

The Shares will be issued pursuant to the Company s Registration Statement on Form S-3 (No. 333-132868) (the Registration Statement ) previously filed by the Company with the Securities and Exchange Commission.

The Agreement is filed as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference. The foregoing description of the material terms of the Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to such exhibit. Additional exhibits are filed herewith in connection with the Company s Registration Statement which are incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

- (d) Exhibits
- 5.1 Opinion of Callister Nebeker & McCullough.
- 23.1 Consent of Callister Nebeker & McCullough (included in Exhibit 5.1).
- 99.1 ATM Equity OfferingSM Sales Agreement, dated September 8, 2008 between Zions Bancorporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated.

**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: September 8, 2008

By: /s/ Doyle L. Arnold  
Doyle L. Arnold

Vice Chairman and Chief

Financial Officer

**EXHIBIT INDEX**

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