

ZIONS BANCORPORATION /UT/  
Form 8-K  
June 20, 2012

**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): June 13, 2012**

**ZIONS BANCORPORATION**

(Exact Name of Registrant as Specified in its Charter)

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

**001-12370**  
(Commission  
File Number)

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

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**One South Main, 15th Floor,**

**Salt Lake City, Utah**  
(Address of Principal Executive Office)  
**(801) 524-4787**

**84133**  
(Zip Code)

(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 June 13, 2012, 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 June 13, 2012, between Zions Bancorporation and Deutsche Bank Securities Inc.
- 4.1 Form of Notes.
- 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 June 13, 2012.
- 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: June 20, 2012

By: /s/ Thomas E. Laursen  
Thomas E. Laursen  
Executive Vice President, General Counsel and Secretary

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| 1.1                    | Underwriting Agreement, dated June 13, 2012 between Zions Bancorporation and Deutsche Bank Securities Inc. |
| 4.1                    | Form of Notes.   |
| 5.1                    | Opinion of Sullivan & Cromwell LLP.  |
| 5.2                    | Opinion of Callister Nebeker & McCullough.   |
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| 99.1                   | Zions Bancorporation Press Release dated June 13, 2012.  |
| 99.2                   | Information relating to Item 14 of the Registration Statement on Form S-3 (No. 333-173299).                |