

ZIONS BANCORPORATION /UT/  
Form 8-K  
December 05, 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): November 29, 2012**

**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.)

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**One South Main, 15<sup>th</sup> 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 December 5, 2012, the United States Department of the Treasury (the Treasury ) closed an underwritten secondary public offering (the Warrant Offering ) of 5,789,909 warrants (the Warrants ), each representing the right to purchase one share of common stock, without par value, of Zions Bancorporation (the Company ). The Warrants have an exercise price of \$36.27 per share and expire on November 14, 2018. In connection with the Warrant Offering, the Company entered into an underwriting agreement, dated November 29, 2012 (the Underwriting Agreement ), among the Company, the Treasury and Deutsche Bank Securities Inc. as the underwriter. The Warrants have been approved for listing on the Nasdaq Global Select Market under the symbol ZIONZ.

The public offering price and the allocation of the Warrants in the Warrant Offering were determined by an auction process. The public offering price of the Warrants was equal to \$1.35 per warrant. The Company did not receive any of the proceeds of the Warrant Offering.

Also in connection with the Warrant Offering, the Company entered into a warrant agreement (the Warrant Agreement ), dated as of November 29, 2012, with Zions First National Bank, as warrant agent. Additionally, the Company and certain of its officers and directors have agreed to enter into 45-day lock-up agreements in substantially the form included in the Underwriting Agreement and subject to customary exceptions.

The Warrant Offering described in this Current Report on Form 8-K is more fully described in a prospectus supplement filed with the Securities and Exchange Commission (the Commission ) on November 29, 2012, supplementing the prospectus dated April 4, 2011, as filed with the Commission as part of the Company s Registration Statement on Form S-3 (File No. 333-173299). The foregoing descriptions of the Underwriting Agreement and the Warrant Agreement do not purport to be complete and are qualified in their entirety by reference to Exhibits 1.1 and 4.1, respectively.

The underwriter and its affiliates have, from time to time, provided, and may in the future provide, various investment banking and financial advisory services to the Company, for which it received or will receive customary fees and expenses.

Exhibits 1.1, 4.1, 4.2, 5.1 and 5.2 to this Current Report on Form 8-K are filed herewith in connection with the Company s Registration Statement on Form S-3 (File No. 333-173299) and are incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

The following exhibits are being filed as part of this Report on Form 8-K:

- 1.1 Underwriting Agreement for 5,789,909 Warrants, dated November 29, 2012, among Zions Bancorporation, United States Department of the Treasury, and Deutsche Bank Securities Inc.
- 4.1 Warrant Agreement for 5,789,909 Warrants, dated as of November 29, 2012, between Zions Bancorporation and Zions First National Bank (incorporated herein by reference to Exhibit 4.1 of Zions Bancorporation s Form 8-A for the Warrants filed on November 30, 2012).
- 4.2 Specimen Warrant for 5,789,909 Warrants (incorporated herein by reference to Exhibit 4.2 of Zions Bancorporation s Form 8-A for the Warrants filed on November 30, 2012).
- 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).

**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 hereunto duly authorized.

**Zions Bancorporation**

Date: December 5, 2012

By: /s/ W. David Hemingway  
W. David Hemingway  
Executive Vice President

**EXHIBIT INDEX**

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