

ZIONS BANCORPORATION /UT/  
Form 8-K  
April 19, 2011

**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): April 19, 2011**

**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.)

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

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

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

**84133**  
(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 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

The Company hereby incorporates the Exhibits to this Current Report on Form 8-K relating to the issuance and sale of the Company's Senior Medium-Term Notes, Series A (the "Notes") by reference into the Company's Registration Statement on Form S-3 (No. 333-173299) (the "Registration Statement") as supplemented by the Prospectus Supplement dated April 19, 2011.

- 1.1 Distribution Agent Agreement, dated March 31, 2008, incorporated by reference to Exhibit 1.1 of Form 8-K filed April 21, 2009.
- 4.1 Form of Senior Medium-Term Floating Rate Note, incorporated by reference to Exhibit 4.1 of Form 8-K filed April 21, 2009.
- 4.2 Form of Senior Medium-Term Fixed Rate Note, incorporated by reference to Exhibit 4.2 of Form 8-K filed April 21, 2009.
- 5.1 Opinion of Sullivan & Cromwell LLP.
- 5.2 Opinion of Callister Nebeker & McCullough.
- 8.1 Opinion of Sullivan & Cromwell LLP regarding certain tax matters.
- 23.1 Consent of Sullivan & Cromwell LLP (included in Exhibits 5.1 and 8.1).
- 23.2 Consent of Callister Nebeker & McCullough (included in Exhibit 5.2).
- 99.1 Auction Agent Agreement, dated March 6, 2008, incorporated by reference to Exhibit 99.1 of Form 8-K filed April 21, 2009.
- 99.2 Amendment #1 to the Auction Agent Agreement, dated April 30, 2008, incorporated by reference to Exhibit 99.2 of Form 8-K filed April 21, 2009.
- 99.3 Information relating to Item 14 of the Registration Statement.

**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: April 19, 2011

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

Executive Vice President and

General Counsel

**EXHIBIT INDEX**

Exhibit No.	Description
1.1	Distribution Agent Agreement, dated March 31, 2008, incorporated by reference to Exhibit 1.1 of Form 8-K filed April 21, 2009.
4.1	Form of Senior Medium-Term Floating Rate Note, incorporated by reference to Exhibit 4.1 of Form 8-K filed April 21, 2009.
4.2	Form of Senior Medium-Term Fixed Rate Note, incorporated by reference to Exhibit 4.2 of Form 8-K filed April 21, 2009.
5.1	Opinion of Sullivan & Cromwell LLP.
5.2	Opinion of Callister Nebeker & McCullough.
8.1	Opinion of Sullivan & Cromwell LLP regarding certain tax matters.
23.1	Consent of Sullivan & Cromwell LLP (included in Exhibits 5.1 and 8.1).
23.2	Consent of Callister Nebeker & McCullough (included in Exhibit 5.2).
99.1	Auction Agent Agreement, dated March 6, 2008, incorporated by reference to Exhibit 99.1 of Form 8-K filed April 21, 2009.
99.2	Amendment #1 to the Auction Agent Agreement, dated April 30, 2008, incorporated by reference to Exhibit 99.2 of Form 8-K filed April 21, 2009.
99.3	Information relating to Item 14 of the Registration Statement.