

ZIONS BANCORPORATION /UT/  
Form 8-K  
March 28, 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): March 28, 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.)

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**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 8.01. Other Events**

On March 28, 2013, Zions Bancorporation (the Company) entered into an amendment to its Distribution Agreement with Zions Direct, Inc. A copy of the amendment is attached as Exhibit 1.1.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

Zions Bancorporation (the Company) hereby incorporates the Exhibits to this Current Report on Form 8-K relating to the issuance and sale by the Company of the following debt securities by reference into the Company's Registration Statement on Form S-3 (No. 333-173299) as supplemented by the Prospectus Supplement dated March 18, 2013:

\$19,389,000 2.75% Senior Medium-Term Notes due May 16, 2016

- 1.1 Amendment No. 2 to the Distribution Agreement, dated March 28, 2013.
- 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: March 28, 2013

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

Executive Vice President and General Counsel

**EXHIBIT INDEX**

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