

ZIONS BANCORPORATION /UT/
Form 8-K
June 04, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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) May 30, 2014

ZIONS BANCORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|--------------------------|--------------------------|-----------------------------------|
| UTAH | 001-12307 | 87-0227400 |
| (State of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| ONE SOUTH MAIN, 15th FLOOR | 84133 |
| SALT LAKE CITY, UTAH | (Zip Code) |
| (Address of principal executive offices) | |

Registrant's telephone number, including area code 801-844-7638
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 obligations 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 240.13a-4(c))

ITEM 5.07 Submission of Matters to a Vote of Security Holders

Zions Bancorporation (the “Company”) held its Annual Meeting of Shareholders on May 30, 2014. At the meeting, shareholders elected 9 directors for a term of one year; ratified the appointment of Ernst & Young LLP as the Company’s independent auditor; approved, on a nonbinding advisory basis, the compensation paid to the Company’s executive officers with respect to the fiscal year ended December 31, 2013; and voted to reject a shareholder proposal requesting the Company’s Board of Directors to establish a policy requiring that the Board’s chairman be an “independent director”.

The results were as follows:

1. Shareholders elected 9 director nominees for a one-year term

| DIRECTOR | VOTES FOR | VOTES AGAINST | ABSTENTIONS |
|-------------------------|-------------|---------------|-------------|
| Jerry C. Atkin | 129,324,403 | 10,484,837 | 262,041 |
| Patricia Frobes | 138,187,042 | 1,634,245 | 249,994 |
| J. David Heaney | 139,052,978 | 748,069 | 270,234 |
| Roger Porter | 134,469,959 | 5,335,279 | 266,043 |
| Stephen D. Quinn | 137,437,094 | 2,372,561 | 261,626 |
| Harris H. Simmons | 134,547,775 | 4,838,188 | 685,318 |
| L. E. Simmons | 134,218,242 | 5,622,327 | 230,712 |
| Shelley Thomas Williams | 134,708,304 | 5,112,579 | 250,398 |
| Steven C. Wheelwright | 138,971,604 | 841,214 | 258,463 |

2. Shareholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm to audit the Company’s financial statements for the current fiscal year

| | | |
|-------------|---------------|-------------|
| Votes For | Votes Against | Abstentions |
| 153,893,142 | 3,069,660 | 190,652 |

3. Shareholders approved, on a nonbinding advisory basis, the compensation paid to the Company’s named executive officers with respect to the fiscal year ended December 31, 2013

| | | |
|-------------|---------------|-------------|
| Votes For | Votes Against | Abstentions |
| 134,660,658 | 4,632,603 | 776,143 |

4. Shareholders rejected a shareholder proposal requesting the Board of Directors to establish a policy and amend the by-laws and other corporate documents as necessary, to require the chairman of the board to be an "independent" member of the Board.

| | | |
|------------|---------------|-------------|
| Votes For | Votes Against | Abstentions |
| 31,625,348 | 107,459,246 | 986,444 |

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: June 4, 2014

By: /s/ THOMAS E. LAURSEN

Name: Thomas E. Laursen

Title: Executive Vice President and
General Counsel