

BANK OF MONTREAL /CAN/
Form 6-K
April 09, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16

of the Securities Exchange Act of 1934

For the month of: April, 2013

Commission File Number: 001-13354

BANK OF MONTREAL

(Name of Registrant)

**100 King Street West
1 First Canadian Place
Toronto, Ontario
Canada, M5X 1A1
(Executive Offices)**

**129 rue Saint-Jacques
Montreal, Quebec
Canada, H2Y 1L6
(Head Office)**

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:
Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- .

INCORPORATION BY REFERENCE

The information contained in this Form 6-K and any exhibits hereto shall be deemed filed with the Securities and Exchange Commission (SEC) solely for purposes of incorporation by reference into and as part of the following registration statement of the registrant on file with and declared effective by the SEC:

1. Registration Statement Form F-3 File No. 333-173924

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, thereunto duly authorized.

BANK OF MONTREAL

By: /s/ Barbara M. Muir
Name: Barbara M. Muir
Title: Senior Vice President, Deputy General Counsel, Corporate
Affairs & Corporate Secretary

By: /s/ Karen E. Eastburn
Name: Karen E. Eastburn
Title: Assistant Corporate Secretary

Date: April 9, 2013

EXHIBIT INDEX

| Exhibit | Description of Exhibit |
|----------------|--|
| 5.1 | Opinion of Sullivan & Cromwell LLP, U.S. counsel to the Bank. |
| 5.2 | Opinion of Osler, Hoskin & Harcourt LLP, Canadian counsel to the Bank. |
| 23.1 | Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1 above). |
| 23.2 | Consent of Osler, Hoskin & Harcourt LLP (included in Exhibit 5.2 above). |