

ZIONS BANCORPORATION /UT/  
Form 8-K  
July 31, 2014

**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): July 28, 2014**

**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.)**

**One South Main, 15th Floor,**

**84111**

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

**(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 July 28, 2014, Zions Bancorporation (the Company ) issued a press release, a copy of which is attached hereto as Exhibit 99.1. Additional exhibits are filed herewith in connection with the offering, issuance and sale of 17,617,450 shares of Common Stock, without par value, of the Company under the Company s Registration Statement on Form S-3 (No. 333-195408) (the Registration Statement ) previously filed with the Securities and Exchange Commission (the SEC ).

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

Zions Bancorporation hereby incorporates Exhibits 5.1, 23.1, and 99.2 into the Company s Registration Statement previously filed by the Company with the SEC.

- 1.1 Underwriting Agreement, dated July 28, 2014, between Zions Bancorporation and Deutsche Bank Securities Inc. and Goldman, Sachs & Co, as representatives of the several underwriters.
  
- 5.1 Opinion of Callister Nebeker & McCullough.
  
- 23.1 Consent of Callister Nebeker & McCullough (included in Exhibit 5.1).
  
- 99.1 Zions Bancorporation Pricing Press Release dated July 28, 2014.
  
- 99.2 Information relating to Item 14 of the Registration Statement on Form S-3 (No. 333-195408).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Zions Bancorporation**

Date: July 31, 2014

By: /s/ Thomas E. Laursen  
Thomas E. Laursen  
Executive Vice President, General Counsel and  
Secretary

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated July 28, 2014, between Zions Bancorporation and Deutsche Bank Securities Inc. and Goldman, Sachs & Co, as representatives of the several underwriters.
5.1	Opinion of Callister Nebeker & McCullough.
23.1	Consent of Callister Nebeker & McCullough (included in Exhibit 5.1).
99.1	Zions Bancorporation Pricing Press Release dated July 28, 2014.
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