

ZIONS BANCORPORATION /UT/  
Form 424B2  
April 27, 2012  
Table of Contents

Filed Pursuant to Rule 424(b)(2)

Registration No. 333-173299

**CALCULATION OF FEE TABLE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered</b>	<b>Maximum offering price per unit</b>	<b>Maximum aggregate offering price</b>	<b>Amount of registration fee(1)</b>
4.50% Notes due March 27, 2017	\$100,000,000	100.249372%	\$100,249,372	\$11,488.58

(1) Calculated pursuant to Rule 457(o) and (r) under the Securities Act of 1933, as amended.

**Table of Contents**

**Prospectus Supplement to Prospectus dated April 4, 2011.**

**\$100,000,000**

**Zions Bancorporation**

**4.50% Senior Notes due March 27, 2017**

This is a reopening of the series of notes we initially issued on March 27, 2012. As of April 23, 2012, there was \$300,000,000 in aggregate principal amount of the notes outstanding, not including the notes offered by this prospectus supplement. All of the notes being offered hereby are a part of the same series of, and have the same CUSIP as, the notes that initially settled on March 27, 2012. Upon settlement, the notes offered by this prospectus supplement will be fungible with the \$300,000,000 in aggregate principal amount of the notes that we have previously issued.

We will pay interest on the notes semi-annually on March 27 and September 27 of each year. The first such payment will be made on September 27, 2012. The notes will be issued only in denominations of \$1,000 and integral multiples of \$1,000.

We may not redeem the notes prior to maturity.

The notes will not be listed on any national securities exchange. Currently, there is no public market for the notes.

The public offering price and the allocation of the notes in this offering will be determined by an online auction process. During the auction period, potential bidders will be able to place bids at any price at or above the minimum bid price of 98.750000% of the principal amount (or conversely, a maximum yield to maturity of 4.788%) per note and up to and including the maximum bid price of 101.500000% of the principal amount (or conversely, a minimum yield to maturity of 4.158%) per note. Bids below the minimum bid price or above the maximum bid price will not be accepted. The minimum size for any bid is one note (\$1,000 principal amount). There is no maximum bid size. If we decide to sell the notes being offered, the public offering price of the notes will equal the market-clearing price. If the number of notes for which valid bids are received is equal to or greater than 100,000 notes (\$100,000,000 aggregate principal amount), or the auction amount, the market-clearing price will be equal to the highest price at which 100% of the offered notes can be sold in the auction. If the number of notes for which valid bids are received is 50% or more of the auction amount but less than 100% of the auction amount, the market-clearing price will be equal to the minimum bid price and we may (but are not required to) sell the number of notes subject to bids received in the auction. If the number of notes for which valid bids are received is less than 50% of the auction amount, then the offering will be cancelled and we will not issue any notes in this offering. Even if bids are received for the entire auction amount, we may decide not to sell any notes, regardless of the market-clearing price set in the auction process. The method for submitting bids and a more detailed description of this auction process are described in The Auction Process in this prospectus supplement.

**You must meet minimum suitability standards in order to purchase the notes.** You must be able to understand and bear the risk of an investment in the notes. You should reach an investment decision only after careful consideration, with your advisers, of the suitability of the notes in light of your particular financial circumstances and the information in this prospectus supplement.

**Investing in the notes involves certain risks. See Risk Factors beginning on page S-10 of this prospectus supplement to read about certain factors you should consider before buying the notes.**

**The notes are our unsecured obligations. The notes are not savings accounts, deposits or other obligations of any of our banks or non-bank subsidiaries and are not insured by the Federal Deposit Insurance Corporation, the Board of Governors of the Federal Reserve System or any other government agency.**

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	<b>Per Note</b>	<b>Total</b>
Public offering price	100.249372%	\$ 100,249,372
Underwriting discounts and commissions	0.75%	\$ 750,000
Proceeds, before expenses, to us(1)	99.499372%	\$ 99,499,372

(1) The underwriter has agreed to pay a fee of \$65,000 to our affiliate, Zions Direct, Inc., in its capacity as the auction agent in connection with this offering. See Underwriting (Conflicts of Interest) in this prospectus supplement.

The initial public offering price set forth above does not include accrued interest. Because these notes form a part of the same series of notes that were first issued on March 27, 2012, purchasers will be required to pay, in addition to the initial public offering price of the notes, an amount equal to the interest that has accrued on the notes from and including March 27, 2012 up to, but not including, the settlement date of these notes.

The underwriter expects to deliver the notes through the facilities of The Depository Trust Company ( DTC ) against payment in New York, New York on May 1, 2012.

*Sole Book-Running Manager*

## **Deutsche Bank Securities**

*Auction Agent*

## **Zions Direct, Inc.**

Prospectus Supplement dated April 26, 2012.

**Table of Contents**

**TABLE OF CONTENTS**

Prospectus Supplement

<u>About This Prospectus Supplement</u>	S-ii
<u>Disclosure Regarding Forward Looking Statements</u>	S-iii
<u>Incorporation by Reference</u>	S-v
<u>Summary</u>	S-1
<u>The Offering</u>	S-3
<u>Selected Consolidated Financial Data</u>	S-8
<u>Risk Factors</u>	S-10
<u>Use of Proceeds</u>	S-23
<u>Capitalization</u>	S-24
<u>Ratio of Earnings to Fixed Charges</u>	S-25
<u>Description of Notes</u>	S-26
<u>Supplemental Discussion of U.S. Federal Income Tax Consequences</u>	S-30
<u>The Auction Process</u>	S-32
<u>Underwriting (Conflicts of Interest)</u>	S-41
<u>Validity of Notes</u>	S-44
<u>Experts</u>	S-45
<u>Appendix</u>	A-1

Prospectus

<u>About This Prospectus</u>	1
<u>Where You Can Find More Information</u>	2
<u>Disclosure Regarding Forward-Looking Statements</u>	4
<u>Risk Factors</u>	6
<u>Use of Proceeds</u>	7
<u>Description of Debt Securities We May Offer</u>	8
<u>Description of Warrants or Other Rights We May Offer</u>	30
<u>Description of Stock Purchase Contracts We May Offer</u>	35
<u>Description of Units We May Offer</u>	36
<u>Description of Our Capital Stock</u>	40
<u>Description of Preferred Stock We May Offer</u>	51
<u>Description of Depositary Shares We May Offer</u>	54
<u>The Issuer Trusts</u>	58
<u>Description of Capital Securities and Related Instruments</u>	60
<u>Description of Junior Subordinated Debentures</u>	73
<u>Description of Guarantees</u>	86
<u>Relationship Among the Capital Securities and the Related Instruments</u>	90
<u>Legal Ownership and Book-Entry Issuance</u>	93
<u>Securities Issued in Bearer Form</u>	98
<u>Considerations Relating to Indexed Securities</u>	102
<u>United States Taxation</u>	105
<u>Plan of Distribution</u>	129
<u>Benefit Plan Investor Considerations</u>	133
<u>Validity of the Securities</u>	135
<u>Experts</u>	135

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No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus supplement and the accompanying prospectus. You must not rely on any unauthorized information or representations. This prospectus supplement and the accompanying prospectus are an offer to sell only the notes offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus supplement and the accompanying prospectus is current only as of the date of this prospectus supplement.

S-i

**Table of Contents**

**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first is this prospectus supplement, which describes the specific terms of this offering. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering. This prospectus supplement also adds to, updates and changes information contained in the accompanying prospectus. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. The accompanying prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, using a shelf registration statement. Under the shelf registration process, from time to time, we may offer and sell debt securities, warrants or other rights, stock purchase contracts, units, common stock, preferred stock or depositary shares, or any combination thereof, in one or more offerings.

It is important that you read and consider all of the information contained in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information in the documents to which we have referred you in [Incorporation by Reference](#) on page S-v of this prospectus supplement and [Where You Can Find More Information](#) on page 2 of the accompanying prospectus.

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. Persons into whose possession this prospectus supplement and the accompanying prospectus come should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation. See the [Underwriting \(Conflicts of Interest\)](#) section of this prospectus supplement beginning on page S-41.

References herein to \$ and dollars are to the currency of the United States. Unless otherwise mentioned or unless the context requires otherwise, all references in this prospectus supplement and the accompanying prospectus to the Company, Zions, we, us, our or similar references mean Zions Bancorporation and its subsidiaries.

Zions® and Zions Bank® are registered service marks of Zions Bancorporation. All other service marks, trademarks and trade names referred to in this prospectus supplement and the accompanying prospectus are the property of their respective owners.

**Table of Contents**

**DISCLOSURE REGARDING FORWARD LOOKING STATEMENTS**

Statements in this prospectus supplement that are based on other than historical data are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements provide current expectations or forecasts of future events and include, among others:

statements with respect to the beliefs, plans, objectives, goals, guidelines, expectations, anticipations and future financial condition, results of operations and performance of Zions Bancorporation and its subsidiaries; and

statements preceded by, followed by or that include the words may, could, should, would, believe, anticipate, estimate, expect, intend, plan, projects, or similar expressions.

These forward-looking statements are not guarantees of future performance, nor should they be relied upon as representing management's views as of any subsequent date. Forward-looking statements involve significant risks and uncertainties and actual results may differ materially from those presented, either expressed or implied, in this prospectus supplement. Factors that might cause such differences include, but are not limited to:

the Company's ability to successfully execute its business plans, manage its risks and achieve its objectives;

changes in local, national and international political and economic conditions, including without limitation the political and economic effects of the recent economic crisis, delay of recovery from that crisis, economic conditions and fiscal imbalances in the United States and other countries, potential or actual downgrades in rating of sovereign debt issued by the United States and other countries, and other major developments, including wars, military actions, and terrorist attacks;

changes in financial market conditions, either internationally, nationally or locally in areas in which the Company conducts its operations, including without limitation reduced rates of business formation and growth, commercial and residential real estate development and real estate prices;

fluctuations in markets for equity, fixed-income, commercial paper and other securities, including availability, market liquidity levels and pricing;

changes in interest rates, the quality and composition of the loan and securities portfolios, demand for loan products, deposit flows and competition;

acquisitions and integration of acquired businesses;

increases in the levels of losses, customer bankruptcies, bank failures, claims and assessments;

changes in fiscal, monetary, regulatory, trade and tax policies and laws and regulatory assessments and fees, including policies of the U.S. Department of Treasury (the "U.S. Treasury"), the Office of the Comptroller of the Currency (the "OCC"), the Board of Governors of the Federal Reserve Board System (the "Federal Reserve Board") and the Federal Deposit Insurance Corporation (the "FDIC");

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the Company's participation in and exit from governmental programs implemented under the Emergency Economic Stabilization Act of 2008, as amended ( EESA ), and the American Recovery and Reinvestment Act ( ARRA ), including the Troubled Asset Relief Program ( TARP ) and the Capital Purchase Program ( CPP ) and the impact of such programs and related regulations on the Company;

the Company's ability to achieve the elements of our capital plan, or the Capital Plan, described in this prospectus supplement;

the impact of executive compensation rules under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act ), the EESA and the ARRA, which may impact the ability of the Company and other American financial institutions to retain and recruit executives and other personnel necessary for their businesses and competitiveness;

S-iii



**Table of Contents**

the impact of the Dodd-Frank Act and of new international standards known as Basel III, and rules and regulations thereunder, many of which have not yet been promulgated, on our required regulatory capital and liquidity levels, governmental assessments on us, the scope of business activities in which we may engage, the manner in which we engage in such activities, the fees we may charge for certain products and services, and other matters affected by the Dodd-Frank Act and these international standards;

continuing consolidation in the financial services industry;

new legal claims against the Company, including litigation, arbitration and proceedings brought by governmental or self-regulatory agencies, or changes in existing legal matters;

success in gaining regulatory approvals, when required;

changes in consumer spending and savings habits;

increased competitive challenges and expanding product and pricing pressures among financial institutions;

inflation and deflation;

technological changes and the Company's implementation of new technologies;

the Company's ability to develop and maintain secure and reliable information technology systems;

legislation or regulatory changes which adversely affect the Company's operations or business;

the Company's ability to comply with applicable laws and regulations;

changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or regulatory agencies; and

increased costs of deposit insurance and changes with respect to FDIC insurance coverage levels.

We have identified some additional important factors that could cause future events to differ from our current expectations and they are described in this prospectus supplement under the caption "Risk Factors," as well as in our most recent Annual Report on Form 10-K for the year ended December 31, 2011, including without limitation under the captions "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Quantitative and Qualitative Disclosures About Market Risk" and in other documents that we may file with the SEC, all of which you should review carefully.

Except to the extent required by law, we specifically disclaim any obligation to update any factors or to publicly announce the result of revisions to any of the forward-looking statements included herein to reflect future events or developments.



**Table of Contents**

**INCORPORATION BY REFERENCE**

The SEC allows us to incorporate by reference information into this prospectus supplement and the accompanying prospectus. This means that we can disclose important information to you by referring you to another document that Zions Bancorporation has filed separately with the SEC that contains that information. The information incorporated by reference is considered to be part of this prospectus supplement and the accompanying prospectus. We incorporate by reference into this prospectus supplement:

our Annual Report on Form 10-K for the fiscal year ended December 31, 2011; and

our Current Reports on Form 8-K filed on January 23, 2012, February 16, 2012, March 5, 2012, March 27, 2012, March 29, 2012, April 19, 2012 and April 23, 2012 (except in each case, any information that has been deemed furnished and not filed, and any exhibits related thereto).

In addition, all reports and other documents we subsequently file pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), after the date of this prospectus supplement and the accompanying prospectus until we sell all of the notes offered by this prospectus supplement (other than any information furnished pursuant to Item 2.02 or Item 7.01 of any Current Report on Form 8-K unless we specifically state in such Current Report that such information is to be considered filed under the Exchange Act or we incorporate it by reference into a filing under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act) will be deemed to be incorporated by reference in this prospectus supplement and the accompanying prospectus and to be part of this prospectus supplement and the accompanying prospectus from the date of the filing of such reports and documents. Any statement contained in this prospectus supplement, the accompanying prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus supplement and the accompanying prospectus to the extent that a statement contained in any subsequently filed document which is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement and the accompanying prospectus.

You may request a copy of these filings, other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing, at no cost, by writing to or telephoning us at the following address:

Investor Relations

Zions Bancorporation

One South Main Street, 15th Floor

Salt Lake City, Utah 84133

(801) 524-4787

In addition, these filings are available on our web site at [www.zionsbancorporation.com](http://www.zionsbancorporation.com). For additional information concerning the offering, the web site [www.auctions.zionsdirect.com](http://www.auctions.zionsdirect.com), or the auction process, you may contact Zions Direct, Inc. ( Zions Direct ):

by telephone at (800) 524-8875; or

by e-mail at [auctions@zionsdirect.com](mailto:auctions@zionsdirect.com).

Please note that these web sites do not form a part of this prospectus supplement or the accompanying prospectus.



**Table of Contents**

**SUMMARY**

*The following summary should be read together with the information contained in other parts of this prospectus supplement and in the accompanying prospectus. It may not contain all the information that is important to you. You should carefully read this prospectus supplement and the accompanying prospectus in their entirety to understand fully the terms of the notes, as well as the other considerations that are important to you in making a decision about whether to invest in the notes.*

**Zions Bancorporation**

Zions Bancorporation is a financial holding company organized under the laws of the State of Utah in 1955, and registered under the Bank Holding Company Act of 1956, as amended. Zions Bancorporation and its subsidiaries own and operate eight commercial banks with a total of 486 domestic branches at year-end 2011. We provide a full range of banking and related services through our banking and other subsidiaries, primarily in Utah, California, Texas, Arizona, Nevada, Colorado, Idaho, Washington and Oregon. Full-time equivalent employees totaled 10,606 at year-end 2011.

We focus on providing community banking services by continuously strengthening our core business lines of 1) small and medium-sized business and corporate banking; 2) commercial and residential development, construction and term lending; 3) retail banking; 4) treasury cash management and related products and services; 5) residential mortgage; 6) trust and wealth management; and 7) investment activities. We operate eight different banks in ten Western and Southwestern states with each bank operating under a different name and each having its own board of directors, chief executive officer and management team. The banks provide a wide variety of commercial and retail banking and mortgage lending products and services. They also provide a wide range of personal banking services to individuals, including home mortgages, bankcard, other installment loans, home equity lines of credit, checking accounts, savings accounts, time certificates of deposits of various types and maturities, trust services, safe deposit facilities, direct deposit and 24-hour ATM access. In addition, certain banking subsidiaries provide services to key market segments through their Women's Financial, Private Client Services and Executive Banking Groups. We also offer wealth management services through various subsidiaries, including Contango Capital Advisors, Inc., Western National Trust Company, and online and traditional brokerage services through Zions Direct and Amegy Investments.

In addition to these core businesses, we have built specialized lines of business in capital markets and public finance, and we are also a leader in Small Business Administration (SBA) lending. Through our eight banking subsidiaries, we provide SBA 7(a) loans to small businesses throughout the United States and are also one of the largest providers of SBA 504 financing in the nation. We own an equity interest in the Federal Agricultural Mortgage Corporation (Farmer Mac) and are one of the nation's top originators of secondary market agricultural real estate mortgage loans through Farmer Mac. We are a leader in municipal finance advisory and underwriting services.

Our principal executive offices are located at One South Main, 15th Floor, Salt Lake City, Utah 84133, and our telephone number is (801) 524-4787. Our common stock is traded on Nasdaq under the symbol ZION. Our website address is [www.zionsbancorporation.com](http://www.zionsbancorporation.com). This website address is not intended to be an active link and information on our website is not incorporated in, and should not be construed to be part of, this prospectus supplement.

**Table of Contents**

**Recent Developments**

On March 13, 2012, the Federal Reserve Board formally notified us that it does not object to the capital actions contained in the Capital Plan, submitted pursuant to the Federal Reserve Board's 2012 Capital Plan and Review. Key capital actions included in that Capital Plan are as follows:

Redemption in 2012 in its entirety (\$1.4 billion) of our Series D Preferred Stock held by the U.S. Treasury. We redeemed 50% of the outstanding Series D Preferred Stock on March 28, 2012.

Total cumulative issuance of approximately \$600 million of senior debt, including any notes sold pursuant to this prospectus supplement.

Timely redemption upon their maturity of \$255 million of our senior floating rate notes due June 21, 2012, which are guaranteed under the FDIC's Temporary Liquidity Guarantee Program.

No change to the current common stock dividend of \$0.01/share per quarter through 2012.

The proposed capital actions did not include the issuance of any common or preferred equity or the redemption of our Series E Preferred Stock in 2012.

The Capital Plan submitted by the Company also included certain other provisions designed to assure that Zions Bancorporation (the parent entity) has adequate liquidity at all times, including:

Not making the first installment of the Series D Preferred Stock redemption unless at least \$250 million of senior debt had been issued, which condition was satisfied pursuant to our issuance of \$300 million of notes on March 27, 2012;

Not making the second installment of the Series D Preferred Stock redemption until a total of \$600 million of senior debt had been issued, including the \$250 million referred to above; and

Not making the second installment of the Series D Preferred Stock redemption unless at least \$500 million of capital and dividends had been returned to Zions Bancorporation (the parent entity) by its affiliate banks in 2012, which requires approval of the banks applicable primary regulators.

The Capital Plan submitted by the Company also included certain other provisions designed to assure that the Company's overall condition had not materially deteriorated, as measured by the Company's required semi-annual stress test in mid-2012 using the Company's stress scenario.

On April 24, 2012, we announced that our Board of Directors approved the issuance via an auction of up to \$150,000,000 of a new series of Tier 1 Capital qualifying perpetual preferred stock, the proceeds of which we expect to use to redeem all outstanding shares of our Series E Preferred Stock. The timing of an issuance of the new series of preferred stock is subject to market conditions.

**Table of Contents**

**THE OFFERING**

Issuer	Zions Bancorporation.
Securities Offered	\$100,000,000 aggregate principal amount of 4.50% Senior Notes due March 27, 2017.
Offering Price	100.249372% of the principal amount, plus accrued interest from March 27, 2012.
Maturity Date	March 27, 2017.
Interest	We will pay interest on the notes semi-annually on March 27 and September 27 of each year, commencing September 27, 2012 at a rate of 4.50% per year.
Ranking	The notes will be our senior unsecured obligations and will rank equally with all of our other senior and unsecured indebtedness from time to time outstanding. The notes will be structurally subordinated to all existing and future debt and all other liabilities of our subsidiaries.
Redemption	The notes are not redeemable prior to maturity.
Global Note; Book-Entry System	The notes will be issued only in fully registered form without interest coupons and in minimum denominations of \$1,000. The notes will be evidenced by a global note deposited with the trustee for the notes, as custodian for DTC. Beneficial interests in the global note will be shown on, and transfers of those beneficial interest can only be made through, records maintained by DTC and its participants. See Description of Notes Form, Denomination, Transfer, Exchange and Book-Entry Procedures.
Auction Process	The public offering price and the allocation of the notes in this offering will be determined through an online auction process conducted by Zions Direct, an affiliate of ours, in its capacity as the auction agent. The auction will entail a modified Dutch auction mechanism in which bids must be submitted online through an auction site operated by the auction agent. After submission of a bid, the auction site will indicate whether that bid is at that time (and at all subsequent times until the auction closes) a successful one, or in-the-money. For more information about the auction process, including bidding registration and qualification matters, and how to determine if a bid is successful as of the submission deadline, see The Auction Process in this prospectus supplement.
Minimum/Maximum Bid Price	This offering will be made using an auction process in which prospective purchasers are required to bid for the notes through an online auction site (or through bidders who can place bids on that site). During the auction period, bids may be placed by qualifying bidders at any price at or above the minimum bid price of





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**Table of Contents**

98.750000% of the principal amount (or conversely, the maximum yield to maturity of 4.788%) per note and up to and including the maximum bid price of 101.500000% of the principal amount (or conversely, the minimum yield to maturity of 4.158%) per note. Bids below the minimum bid price or above the maximum bid price will not be accepted.

Minimum Bid Size

One note (\$1,000 principal amount).

Maximum Number of Bids

Each bidder who submits a bid directly on the auction platform is allowed to place up to five separate, concurrent bids. A bidder who submits bids indirectly through the underwriter may only place one bid at any time.

Bid Submission Deadline

We will announce the auction at approximately 9:00 a.m., New York City time, on April 24, 2012 so that prospective holders will have time to take the necessary steps to become registered qualified bidders. The auction will then commence at 4:30 p.m., New York City time, on April 25, 2012 and will close at 3:00 p.m., New York City time, on April 26, 2012, subject to two-minute extensions not to exceed a total of fifteen minutes beyond 3:00 p.m., New York City time, on April 26, 2012, as described under "The Auction Process - Auction Bidding Process; Irrevocability of Bids (the submission deadline)". In the event that the market-clearing price reaches the maximum bid price prior to 3:00 p.m., New York City time, on April 26, 2012, then the auction will close immediately. Bidders who elect to submit bids indirectly through the underwriter rather than directly on the auction platform must submit their bids to the underwriter by 2:00 p.m., New York City time, on April 26, 2012. Zions and Deutsche Bank Securities Inc. may in their discretion determine to delay the commencement of the auction to a date after the date specified above at any time prior to the commencement of the auction. Any such delay will be announced by press release, and Zions will file a Form 8-K specifying the revised auction dates, if any. See "The Auction Process."

Irrevocability of Bids

Bids that have been submitted will constitute an irrevocable offer to purchase the notes on the terms provided for in the bid. See "The Auction Process."

Market-Clearing Price

The price at which the notes will be sold to the public will be the market-clearing price set by the auction process. The market-clearing price will be determined based on the valid bids at the time of the submission deadline as follows:

If the number of notes for which valid bids are received is equal to or greater than 100,000 notes (\$100,000,000 aggregate principal amount), which we refer to as the auction amount, the market-clearing price for the notes will be equal to the highest price at which the auction amount is sold. The auction agent will determine this price by moving down the list of accepted bids in descending

**Table of Contents**

order of bid price until the total quantity of notes bid for is greater than or equal to the auction amount. Bids made at such market-clearing price may experience allocation, with bids with an earlier time stamp receiving allocations in priority to bids with a later time stamp.

If valid bids are received for 50% or more of the auction amount but less than 100% of the auction amount, the market-clearing price will be equal to the minimum bid price of 98.750000% of the principal amount per note.

If at the time of the submission deadline, the number of notes subject to bids is less than 50% of the auction amount, then the offering will be cancelled and we will not issue any notes in this offering.

If we decide to sell notes in the auction process, after we confirm acceptance of the market-clearing price, the auction agent will notify successful bidders, directly or through their brokers, that the auction has closed and that their bids have been accepted (subject in some cases to the allocation method described below). The market-clearing price and number of notes being sold are also expected to be announced by press release soon after the allocation of notes by the auction agent, but in any event, prior to the opening of the equity markets on the business day following the end of the auction. See The Auction Process.

See Appendix A for illustrative price and yield calculations.

**Number of Notes to be Sold**

We may decide not to sell any notes in the auction process, regardless of the market-clearing price, even if bids are received for the entire auction amount. If bids are received for 100% of the auction amount and we elect to sell notes in the auction process, the entire auction amount will be allocated to the winning bidders. If the number of notes for which valid bids are received is 50% or more of the auction amount but less than 100% of the auction amount, the market-clearing price will be equal to the minimum bid price and we may (but are not required to) sell the number of notes subject to bids received in the auction. If at the time of the submission deadline, the number of notes subject to bids is less than 50% of the auction amount, then the offering will be cancelled and we will not issue any notes in this offering. See The Auction Process.

**Allocation**

If bids for all the notes offered in this offering are received, then any bids submitted in the auction above the market-clearing price will receive allocations in full, while bids made at the market-clearing price with an earlier time stamp will receive allocations in priority to bids with a later time stamp. Thus, if your bid price equals the market-clearing price, you will be allocated notes only to the extent that notes have not been allocated to bidders with higher bid prices or to other bidders who bid at the market-clearing price with an earlier time stamp. See The Auction Process Allocation.

**Table of Contents**

Use of Proceeds	We intend to use the net cash proceeds from this offering for general corporate purposes, which may include the partial redemption of the remaining Series D Preferred Stock held by the U.S. Treasury or the redemption of senior floating rate notes due June 21, 2012. See Use of Proceeds.
Listing	The notes will not be listed on any national securities exchange.
U.S. Federal Income Tax Consequences	The notes offered hereby should be treated as issued in a qualified reopening for United States federal income tax purposes and we will therefore treat the notes as issued with the same amount of original issue discount, or OID, as the notes issued by us on March 27, 2012. See Supplemental Discussion of U.S. Federal Income Tax Consequences in this prospectus supplement for a discussion of the United States federal income tax consequences of owning the notes. You should also carefully review the section United States Taxation Taxation of Debt Securities in the accompanying prospectus and discuss the tax consequences of your particular situation with your tax advisor.
Note Agent	Zions First National Bank, an affiliate of ours.
Auction Agent	Zions Direct, Inc., an affiliate of ours.
Auction Agent Fee	\$65,000.
Reopening	This is a reopening of the series of notes we initially issued on March 27, 2012. As of April 23, 2012, there was \$300,000,000 in aggregate principal amount of the notes outstanding, not including the notes offered by this prospectus supplement. All of the notes being offered hereby are a part of the same series of, and have the same CUSIP as, the notes that initially settled on March 27, 2012. Upon settlement, the notes offered by this prospectus supplement will be fungible with the \$300,000,000 in aggregate principal amount of the notes that we have previously issued. We have the right to issue additional notes of this series in the future. Any such additional notes will have the same terms as the notes being offered by this prospectus supplement, but may be offered at a different public offering price. If issued, any such additional notes will also become part of the same series as the notes offered hereby.
Interest Accrual	Because these notes form a part of the same series of notes that were first issued on March 27, 2012, successful bidders will be required to pay, in addition to the market-clearing price of the notes, an amount equal to the interest that has accrued on the notes from and including March 27, 2012 up to, but not including, the settlement date of these notes.

**Table of Contents**

Conflict of Interest

Zions Direct is the auction agent in connection with this offering and an affiliate of Zions Bancorporation. As such, Zions Direct has a conflict of interest in this offering within the meaning of Rule 5121 of the Conduct Rules of the Financial Industry Regulatory Authority, Inc. ( FINRA ). Consequently, the offering is being conducted in compliance with the provisions of Rule 5121. The sole book-running manager for this offering, Deutsche Bank Securities Inc., does not have a conflict of interest and meets the requirements of Rule 5121(f)(12)(E). Zions Direct is not permitted to place bids in this offering with respect to an account over which it exercises discretionary authority without the prior specific written approval of the account holder.

Purchases for Customer Accounts

Other affiliates of ours, including Zions First National Bank's Liquid Asset Management Department, Zions First National Bank's Trust Department and/or Contango Capital Advisors, Inc., may make purchases of (or submit bids for) the notes for the accounts of certain customers who have provided to such affiliate or department of such affiliate specific written instructions authorizing them to do so. If any affiliate of ours submits bids for the notes, the market-clearing price may be higher due to the participation of such affiliate in the auction, which may benefit us.

**Table of Contents****SELECTED CONSOLIDATED FINANCIAL DATA**

The selected consolidated financial data for each of the years in the five-year period ended December 31, 2011 and indicated in the table below are derived from and qualified by reference to our consolidated financial statements. You should read this data in conjunction with the financial statements, related notes and other financial information incorporated by reference in this prospectus supplement. See Incorporation by Reference.

(In millions, except per share amounts)	Year Ended December 31,				
	2011	2010	2009	2008	2007
<b>Consolidated Statement of Income Data</b>					
Net interest income	\$ 1,772.5	\$ 1,727.4	\$ 1,897.5	\$ 1,971.6	\$ 1,882.0
Net impairment and valuation losses on securities	(33.7)	(85.4)	(492.6)	(317.1)	(158.2)
Gains on subordinated debt modification			508.9		
Other noninterest income	515.5	525.9	787.8	507.8	570.5
Total revenue	2,254.3	2,167.9	2,701.6	2,162.3	2,294.3
Provision for loan losses	74.4	852.1	2,016.9	648.3	152.2
Noninterest expense	1,658.7	1,718.9	1,671.5	1,475.0	1,404.6
Impairment loss on goodwill			636.2	353.8	
Income (loss) before income taxes	521.2	(403.1)	(1,623.0)	(314.8)	737.5
Income taxes (benefit)	198.5	(106.8)	(401.3)	(43.4)	235.8
Net income (loss)	322.7	(296.3)	(1,221.7)	(271.4)	501.7
Net income (loss) applicable to noncontrolling interests	(1.1)	(3.6)	(5.6)	(5.1)	8.0
Net income (loss) applicable to controlling interest	323.8	(292.7)	(1,216.1)	(266.3)	493.7
Preferred stock dividends	(170.4)	(122.9)	(102.9)	(24.4)	(14.3)
Preferred stock redemption		3.1	84.6		
Net earnings (loss) applicable to common shareholders	153.4	(412.5)	(1,234.4)	(290.7)	479.4
<b>Per Common Share</b>					
Net earnings (loss) diluted	\$ 0.83	\$ (2.48)	\$ (9.92)	\$ (2.68)	\$ 4.40
Net earnings (loss) basic	0.83	(2.48)	(9.92)	(2.68)	4.45
Common dividends declared	0.04	0.04	0.10	1.61	1.68
Book value per common share <sup>(1)</sup>	25.02	25.12	27.85	42.65	47.17
Weighted average common and common equivalent shares outstanding during the period (in thousands)	182,605	166,054	124,443	108,908	108,408
<b>Consolidated Balance Sheet Data<sup>(1)</sup></b>					
Assets	\$ 53,149	\$ 51,035	\$ 51,123	\$ 55,093	\$ 52,947
Net loans and leases	37,145	36,747	40,189	41,659	38,880
Deposits	42,876	40,935	41,841	41,316	36,923
Long-term debt	1,954	1,943	2,033	2,622	2,591
Shareholders' equity:					
Preferred equity	2,377	2,057	1,503	1,582	240
Common equity	4,608	4,591	4,190	4,920	5,053
Noncontrolling interests	(2)	(1)	17	27	31
Total shareholders' equity	6,983	6,647	5,710	6,529	5,324
<b>Performance Ratios<sup>(1)</sup></b>					
Return on average assets	0.63%	(0.57)%	(2.25)%	(0.50)%	1.01%
Return on average common equity	3.32%	(9.26)%	(28.35)%	(5.69)%	9.57%
Efficiency ratio	72.92%	78.50%	61.34%	67.47%	60.53%
Net interest margin	3.81%	3.73%	3.94%	4.18%	4.43%
<b>Capital Ratios<sup>(1)</sup></b>					
Total equity to assets	13.14%	13.02%	11.17%	11.85%	10.06%
Tier 1 leverage	13.40%	12.56%	10.38%	9.99%	7.37%
Tier 1 risk-based capital	16.13%	14.78%	10.53%	10.22%	7.57%
Total risk-based capital	18.06%	17.15%	13.28%	14.32%	11.68%
Tangible common equity	6.77%	6.99%	6.12%	5.89%	5.70%
Tangible equity <sup>(2)</sup>	11.33%	11.10%	9.16%	8.91%	6.23%
<b>Ratio of Earnings to Fixed Charges<sup>(3)</sup></b>					
Excluding interest on deposits	2.60	(a)	(a)	(a)	2.99
Including interest on deposits	2.14	(a)	(a)	(a)	1.54

(1) At period end.



**Table of Contents**

- (2) Below is a reconciliation of total shareholders' equity (GAAP) to both tangible equity (non-GAAP) and tangible common equity (non-GAAP):

**TANGIBLE EQUITY (NON-GAAP) AND  
TANGIBLE COMMON EQUITY (NON-GAAP)**

(In millions)	December 31,				
	2011	2010	2009	2008	2007
Total shareholders' equity (GAAP)	\$ 6,983	\$ 6,647	\$ 5,710	\$ 6,529	\$ 5,324
Goodwill	(1,015)	(1,015)	(1,015)	(1,651)	(2,010)
Core deposit and other intangibles	(68)	(88)	(114)	(126)	(149)
Tangible equity (non-GAAP) (a)	5,900	5,544	4,581	4,752	3,165
Preferred stock	(2,377)	(2,057)	(1,503)	(1,582)	(240)
Noncontrolling interests	2	1	(17)	(27)	(31)
Tangible common equity (non-GAAP) (b)	\$ 3,525	\$ 3,488	\$ 3,061	\$ 3,143	\$ 2,894
Total assets (GAAP)	\$ 53,149	\$ 51,035	\$ 51,123	\$ 55,093	\$ 52,947
Goodwill	(1,015)	(1,015)	(1,015)	(1,651)	(2,010)
Core deposit and other intangibles	(68)	(88)	(114)	(126)	(149)
Tangible assets (non-GAAP) (c)	\$ 52,066	\$ 49,932	\$ 49,994	\$ 53,316	\$ 50,788
Tangible equity ratio (a/c)	11.33%	11.10%	9.16%	8.91%	6.23%
Tangible common equity ratio (b/c)	6.77%	6.99%	6.12%	5.89%	5.70%

The identified adjustments to reconcile from the applicable GAAP financial measures to the non-GAAP financial measures are included where applicable in financial results or in the balance sheet presented in accordance with GAAP. We consider these adjustments to be relevant to ongoing operating results and financial position.

We believe that excluding the amounts associated with these adjustments to present the non-GAAP financial measures provides a meaningful base for period-to-period and company-to-company comparisons, which will assist regulators, investors and analysts in analyzing the operating results or financial position of the Company and in predicting future performance. These non-GAAP financial measures are used by management and the Board of Directors to assess the performance of the Company's business or its financial position for evaluating bank reporting segment performance, for presentations of Company performance to investors, and for other reasons as may be requested by investors and analysts. We further believe that presenting these non-GAAP financial measures will permit investors and analysts to assess the performance of the Company on the same basis as that applied by management and the Board of Directors.

Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied, and are not audited. Although these non-GAAP financial measures are frequently used by stakeholders to evaluate a company, they have limitations as an analytical tool, and should not be considered in isolation or as a substitute for analyses of results as reported under GAAP.

- (3) For information on how these ratios are calculated, see explanation under "Ratio of Earnings to Fixed Charges" on page S-25.

- (a) See explanation under "Ratio of Earnings to Fixed Charges" on page S-25.

## **Table of Contents**

### **RISK FACTORS**

*An investment in the notes involves certain risks. You should carefully consider the risks described below and the risk factors incorporated by reference, as well as the other information included or incorporated by reference, in this prospectus supplement and the accompanying prospectus, before making an investment decision. In particular, you should carefully consider, among other things, the matters discussed below and under "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. The trading price of our notes could decline due to any of these risks, and you may lose all or part of your investment. This prospectus supplement also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described below and elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein.*

#### **Risks Related to the Notes**

*Our indebtedness could adversely affect our financial results and prevent us from fulfilling our obligations under the notes.*

In addition to our currently outstanding indebtedness and any additional indebtedness we may incur pursuant to this offering, we may be able to borrow substantial additional unsecured indebtedness in the future. If new indebtedness is incurred in addition to our current debt levels, the related risks that we now face could increase.

Our indebtedness, including the indebtedness we may incur in the future, could have important consequences for the holders of the notes, including:

limiting our ability to satisfy our obligations with respect to the notes;

increasing our vulnerability to general adverse economic and industry conditions;

limiting our ability to obtain additional financing to fund future working capital, capital expenditures and other general corporate requirements;

requiring a substantial portion of our cash flow from operations for the payment of principal of, and interest on, our indebtedness and thereby reducing our ability to use our cash flow to fund working capital, capital expenditures and general corporate requirements;

limiting our flexibility in planning for, or reacting to, changes in our business and the industry; and

putting us at a disadvantage compared to competitors with less indebtedness.

*Our business operations may not generate the cash needed to service our indebtedness.*

Our ability to make payments on our indebtedness, including the notes, and to fund planned capital expenditures will depend on our ability to generate cash in the future. We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to enable us to pay interest on and principal of our indebtedness, including the notes, or to fund our other liquidity needs.

*Although the notes are referred to as "senior notes," they will be effectively subordinated to our secured indebtedness and all liabilities of our subsidiaries.*



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The notes are unsecured and therefore will be effectively subordinated to any secured indebtedness we may incur to the extent of the value of the assets securing such indebtedness. In the event of a bankruptcy or similar

S-10

## **Table of Contents**

proceeding involving us, any of our assets which serve as collateral for any secured indebtedness will be available to satisfy the obligations under such secured indebtedness before any payments are made on the notes or our other unsecured indebtedness.

In addition, the notes will be structurally subordinated to all indebtedness and other liabilities, including trade payables and lease obligations, of each of our subsidiaries, except to the extent we may be a creditor of that subsidiary with recognized senior claims. This occurs because our rights to receive any assets of our subsidiaries upon their liquidation or reorganization, and thus the right of the holders of the notes to participate in those assets, will be effectively subordinated to the claims of those subsidiaries' creditors, including trade creditors. Claims on our subsidiary banks by creditors other than us include long-term debt, including subordinated and junior subordinated debt issued by our subsidiary, Amegy Corporation, and substantial obligations with respect to deposit liabilities and federal funds purchased, securities sold under repurchase agreements, other short-term borrowings and various other financial obligations.

### ***An active trading market may not develop for the notes.***

Prior to this offering, there is no existing active trading market for the notes. Although the underwriter has informed us that it currently intends to make a market in the notes after we complete the offering, it has no obligation to do so and may discontinue making a market at any time without notice.

The notes will not be listed on any national securities exchange, and we do not intend to apply for listing of the notes on any securities exchange or for quotation on any quotation system. The liquidity of any market for the notes will depend on a number of factors, including but not limited to:

the number of holders of the notes;

our performance;

the market for similar securities;

the interest of securities dealers in making a market in the notes; and

prevailing interest rates.

We cannot assure you that an active market for the notes will develop or will continue, if developed.

### ***Our results of operations depend upon the results of operations of our subsidiaries.***

We are a holding company that conducts substantially all of our operations through our banking and other subsidiaries. As a result, our ability to make interest payments in respect of the notes will depend primarily upon the receipt of dividends and other distributions from our subsidiaries. We and certain of our subsidiaries have been unprofitable during two of the last three annual reporting periods. During the last three years, the noncash accelerated discount amortization expense caused by subordinated debt holders converting their debt to preferred stock has contributed to our lack of profitability. Future conversions of subordinated debt into preferred stock may continue to hurt our profitability. The ability of the Company and our subsidiary banks to pay dividends is restricted by regulatory requirements, including profitability and the need to maintain required levels of capital. Lack of profitability exposes us to the risk that regulators could restrict the ability of our subsidiary banks to pay dividends and, accordingly, our ability to make payments in respect of the notes. It also increases the risk that the Company may have to establish a valuation allowance against its net deferred tax asset. Some of the Company's subsidiary banks have disallowed a portion of their deferred tax asset for regulatory capital purposes.

The ability of our banking subsidiaries to pay dividends or make other payments to us is also limited by their obligations to maintain sufficient capital and by other general regulatory restrictions on their dividends. If they do not satisfy these regulatory requirements, we may be unable to pay interest on our indebtedness, including with respect to the notes. The OCC, the primary regulator for certain of our subsidiary banks, has



## **Table of Contents**

issued policy statements generally requiring insured banks only to pay dividends out of current operations earnings. In addition, if, in the opinion of the applicable regulatory authority, a bank under its jurisdiction is engaged in or is about to engage in an unsafe or unsound practice, which could include the payment of dividends under certain circumstances, such authority may take actions requiring that such bank refrain from the practice. Payment of dividends could also be subject to regulatory limitations if a subsidiary bank were to become under-capitalized for purposes of the applicable federal regulatory prompt corrective action regulations. Under-capitalized is currently defined as having a total risk-based capital ratio of less than 8.0%, a Tier 1 risk-based capital ratio of less than 4.0%, or a core capital, or leverage, ratio of less than 4.0%.

***We and/or the holders of the notes could be adversely affected by unfavorable rating actions from rating agencies.***

Our ability to access the capital markets is important to our overall funding profile. This access is affected by the ratings assigned by rating agencies to us, certain of our affiliates and particular classes of securities that we and our affiliates issue. The interest rates that we pay on our securities are also influenced by, among other things, the credit ratings that we, our affiliates, and/or our securities receive from recognized rating agencies. In the past, rating agencies have downgraded our credit ratings. Further downgrades to us, our affiliates, or our securities could increase our costs or otherwise have a negative effect on our results of operations or financial condition or the market price of the notes.

In general, rating agencies base their ratings on many quantitative and qualitative factors, including capital adequacy, liquidity, asset quality, business mix and level and quality of earnings, and there can be no assurance that we will maintain current credit ratings. In addition, ratings agencies have themselves been subject to scrutiny arising from the financial crisis and there is no assurance that rating agencies will not make or be required to make substantial changes to their ratings policies and practices or that such changes would not affect ratings of our securities or of securities in which we have an economic interest. Any decrease, or potential decrease, in credit ratings could impact our ability to access the capital markets and/or increase the cost of our debt, and thereby adversely affect our liquidity and financial condition.

***We will treat the notes offered hereby as issued, for United States federal income tax purposes, with the same amount of original issue discount as the notes issued by us on March 27, 2012 and therefore subsequent purchasers of the notes may be required to accrue original issue discount in respect of their notes.***

The notes offered hereby should be treated as issued in a qualified reopening for United States federal income tax purposes and we will therefore treat the notes as issued with the same amount of OID as the notes issued by us on March 27, 2012. Accordingly, for United States federal income tax purposes, notes purchased in an offering related to this prospectus supplement will have an adjusted issue price equal to the adjusted issue price of the Original Notes (as defined below in Supplemental Discussion of U.S. Federal Income Tax Consequences ) at such time. As a result, secondary purchasers that acquire the notes offered in an offering related to this prospectus supplement in the secondary market at a price that is less than the principal amount of the notes may be adversely affected by effectively having what would otherwise be market discount essentially converted into OID, which would result in a current inclusion of OID instead of the recognition of market discount at the time of sale or maturity of the notes. This timing difference may affect the amount a secondary purchaser would be willing to pay for the notes and you should consult your tax advisor about this possibility. See Supplemental Discussion of U.S. Federal Income Tax Consequences below for a discussion of the United States federal income tax consequences of owning the notes.

## **Table of Contents**

### **Risks Related to the Auction Process**

We are distributing the notes through an auction conducted by Zions Direct, our auction agent. A participant in this auction is subject to certain risks, which include the following.

***The price of the notes could decline rapidly and significantly following this offering.***

The public offering price of the notes offered hereby, which will be the market-clearing price, will be determined through an auction process conducted by the auction agent. The public offering price may bear no relation to market demand for the notes after the conclusion of the auction. If there is little or no demand for the notes at or above the public offering price after the conclusion of the auction, the price of the notes offered hereby would likely decline following this offering. Limited or less-than-expected liquidity in the notes, including less-than-expected liquidity due to a sale of less than all of the notes being offered by us in the auction, if any, could also cause the trading price of the notes to decline. In addition, the auction process may lead to more volatility in, or a decline in, the trading price of the notes after the initial sales of the notes in this offering. You should not assume you will be able to make a short-term profit by selling the notes you purchase in the offering shortly after completion of the offering.

***The minimum bid price and maximum bid price for the notes in this offering may bear no relation to the price of the notes after the offering.***

We cannot assure you that the price at which the notes will trade after completion of this offering will exceed the minimum bid price, or that we will succeed in selling any or all of the notes at a price equal to or in excess of the minimum bid price. In addition, the maximum bid price does not constitute, and should not be taken as, a prediction that the note price should, or ever will, trade that high.

***The auction process for this offering may result in a phenomenon known as the winner's curse, and, as a result, investors may experience significant losses.***

The auction process for this offering may result in a phenomenon known as the winner's curse. At the conclusion of the auction process, successful bidders that receive allocations of notes in this offering may infer that there is little incremental demand for the notes above or equal to the public offering price. As a result, successful bidders may conclude that they paid too much for the notes and could seek to immediately sell their notes to limit their losses should the price of the notes decline in trading after the auction is completed. In this situation, other investors that did not submit successful bids may wait for this selling to be completed, resulting in reduced demand for the notes in the public market and a significant decline in the price of the notes. Therefore, we caution investors that submitting successful bids and receiving allocations may be followed by a significant decline in the value of their investment in the notes shortly after this offering.

***The auction process for this offering may result in less price-sensitive investors playing a larger role in the determination of the public offering price and constituting a larger portion of the investors in this offering, and, as a result, the public offering price may not be sustainable following the completion of this offering.***

In a typical public offering of securities, a majority of the securities sold to the public are purchased by professional investors that have significant experience in determining valuations for companies in connection with such offerings. These professional investors typically have access to, or conduct their own, independent research and analysis regarding investments in such offerings. Other investors typically have less access to this level of research and analysis, and as a result, may be less sensitive to price when participating in the auction process. Because of the auction process, these less price-sensitive investors may have a greater influence in setting the public offering price (because a larger number of higher bids may cause the market-clearing price in the auction to be higher than it would otherwise have been absent such bids) and may represent a higher level of participation in this offering than is normal for other public offerings. This, in turn, could cause the auction to

## **Table of Contents**

result in a public offering price that is higher than the price professional investors are willing to pay for the notes. As a result, the price of the notes may decrease after the completion of this offering. Also, because professional investors may have a substantial degree of influence on the trading price of the notes over time, the price of the notes may decline and not recover after this offering. In addition, if the public offering price of the notes is above the level that investors determine is reasonable for the notes, some investors may attempt to short sell the notes after trading begins, which would create additional downward pressure on the trading price of the notes.

***Successful bidders may receive the full number of notes subject to their bids, so potential investors should not make bids for more notes than they are prepared to purchase.***

Each bidder (other than bidders who submit bids indirectly through the underwriter) may submit multiple concurrent bids. However, as bids are independent, each bid may result in an allocation of the notes. Allocation of the notes will be determined by, first, allocating notes to any bids made above the market-clearing price, and second, allocating notes among bids made at the market-clearing price to the bid with the earliest time stamp, then to the bid with the next earliest time stamp and so on until all of the notes being offered are allocated to bidders. If bids for all the notes offered in this offering are received, the bids of successful bidders that are above the market-clearing price will be allocated all of the notes represented by such bids, and only bids submitted at the market-clearing price will experience any allocation. Bids that have been submitted are final and irrevocable, and bidders who submit successful bids will be obligated to purchase the notes allocated to them. Accordingly, the sum of a bidder's bid sizes should be no more than the total number of notes the bidder is willing to purchase, and we caution investors against submitting a bid that does not accurately represent the number of notes that they are willing and prepared to purchase. For more information on the allocation of notes, see *The Auction Process Allocation*.

***Even if you submit a bid that is equal to the market-clearing price, you may not be allocated any or all of the notes for which you bid.***

We will determine the offering price for the notes sold pursuant to this prospectus supplement through an auction conducted by Zions Direct, our auction agent. The auction process will determine a market-clearing price for such notes. The market-clearing price will be the highest offering price at which all of the notes offered in the auction would be sold to bidders. For an explanation of the meaning of market-clearing price, see *The Auction Process* beginning on page S-32 of this prospectus supplement. If your bid price equals the market-clearing price, you will be allocated notes only to the extent that notes have not been allocated to bidders with higher bid prices or to other bidders who bid at the market-clearing price with an earlier time stamp. If bids for the entire auction amount are received, each bid submitted at the market-clearing price with an earlier time stamp will receive an allocation in priority to bids with a later time stamp. Moreover, if at the time of the submission deadline, the number of notes subject to a bid is less than 50% of the auction amount, then the offering will be cancelled and we will not sell any notes in this offering. We could also decide, in our sole discretion, not to sell any notes in this offering after the market-clearing price has been determined. As a result of these factors, you may not receive an allocation for all the notes for which you submit a bid.

***The auction agent and the underwriter reserve the right to reject any bid and we may choose to reject all bids.***

The auction agent reserves the right, in its sole discretion (subject to consultation with the underwriter as necessary), to reject any bid by bidders without brokerage accounts with the underwriter that it deems to be manipulative, mistaken or made due to a misunderstanding of the notes on the part of the bidder or for any other reason it may determine. Bids submitted (i) directly by bidders with brokerage accounts with Deutsche Bank Securities Inc. (the *Underwriter Bidders*) may be similarly rejected by the underwriter in consultation with the auction agent and (ii) by *Underwriter Bidders* indirectly through the underwriter may be similarly rejected by the auction agent upon request of the underwriter. The auction agent and the underwriter reserve this right in order to preserve the integrity of the auction process. Other conditions for valid bids, including eligibility and account funding requirements of participating dealers and individuals, may vary. As a result of these varying

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**Table of Contents**

requirements, the auction agent and the underwriter may reject a bidder's bid, even while it accepts another bidder's identical bid. See the section of this prospectus supplement entitled "The Auction Process - Allocation." In addition, although neither Zions nor Zions Direct is required to do so, if the market-clearing price decreases during the course of the auction, you may be requested to reconfirm your bid; if you are requested to reconfirm your bid and fail to do so in a timely manner, your bid may, in our sole discretion, be deemed to be withdrawn or accepted. We further reserve the right to, but are not obligated to, reject all bids even if we are able to sell the entire auction amount for any other reason. You will not be entitled to an allocation of notes, even if your bid is "in-the-money" at the time the auction closes, until our auction agent has reviewed the results of the auction and informed you that your bid or bids have been accepted.

***We cannot assure you that the auction will be successful or that the full number of offered notes will be sold.***

We may decide not to sell any notes in this offering, regardless of the market-clearing price, even if bids are received for the entire auction amount. If bids are received for 100% of the auction amount and we elect to sell notes in the auction process, the entire auction amount will be allocated to the winning bidders. If the number of notes for which valid bids are received is 50% or more of the auction amount but less than 100% of the auction amount, the market-clearing price will be equal to the minimum bid price and we may (but are not required to) sell the number of notes subject to bids received in the auction. If at the time of the submission deadline, the number of notes subject to a bid is less than 50% of the auction amount, then the offering will be cancelled and we will not issue any notes in this offering. The liquidity of the notes may be adversely affected if less than all of the offered notes are sold by us.

***The auction will take place and end while debt and equity markets in the United States are still open, and, as a result, factors that you may take into account in determining the price for the notes may change after you submit a bid.***

The auction will commence at 4:30 p.m., New York City time, on April 25, 2012 and will close at 3:00 p.m., New York City time, on April 26, 2012, subject to two-minute extensions not to exceed a total of fifteen minutes beyond 3:00 p.m., New York City time, on April 26, 2012. In the event that the market-clearing price reaches the maximum bid price prior to 3:00 p.m., New York City time, on April 26, 2012, then the auction will close immediately. Debt and equity markets in the United States will be open during the auction and after the submission deadline. As a result, factors which you may have used to determine the price at which you bid for the notes—for example, the yield to maturity of U.S. Treasury securities or securities of other banks or bank holding companies with similar maturities—may change after you submit a bid.

***Once you submit a bid, you may generally not revoke it.***

Once you have submitted a bid, you may not subsequently lower your bid price or the number of notes bid for in that bid while that bid is "in-the-money." Therefore, even if circumstances arise after you have submitted a bid that make you want to decrease your original bid price or the number of notes originally bid for, you will nonetheless be bound by that bid so long as it remains "in-the-money."

***In the event that the market-clearing price reaches the maximum bid price prior to 3:00 p.m., New York City time, on April 26, 2012, then the auction will close immediately.***

In the event that the market-clearing price reaches the maximum bid price prior to 3:00 p.m., New York City time, on April 26, 2012, then the auction will close immediately. Accordingly, there can be no assurance that the auction will remain open for the full scheduled time and you should carefully monitor your bids and the market-clearing price throughout the auction process.

***You should not expect to sell your notes after the conclusion of the offering.***

As we mentioned above, we will use the auction process to determine a market-clearing price for the notes offered pursuant to this prospectus supplement. However, this market-clearing price may bear little or no

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**Table of Contents**

relationship to market demand for our notes following such an offering, or the price at which the notes may be sold. If there is little or no market demand for the notes following the closing of the auction, the price of the notes may decline. If your objective is to make a short-term profit by selling your notes after the conclusion of the auction, you should not submit a bid in the auction.

***Submitting bids through the underwriter, rather than directly on the Zions Direct website, or through brokers that are not the underwriter, will require that bidders comply with earlier deadlines to submit or modify their bids. In addition, bidders that submit bids indirectly through the underwriter will not be able to preserve the time stamp of earlier bids if such bidders modify their bids.***

In order to participate in the auction, bidders must have an account with Deutsche Bank Securities Inc. or Zions Direct, Inc. Other brokers will need to submit their bids, either for their own account or on behalf of their customers, through Deutsche Bank Securities Inc. or Zions Direct, Inc. Potential investors and brokers that wish to submit bids in the auction and do not have an account with Deutsche Bank Securities Inc. or Zions Direct, Inc. must either establish such an account prior to bidding in the auction or cause a broker that has such an account to submit a bid through that account. Bidders who elect to submit bids indirectly through the underwriter rather than directly on the auction platform must submit their bids to the underwriter by 2:00 p.m., New York City time, on April 26, 2012, and any such bids may not be modified after such time. Brokers will also impose earlier submission or modification deadlines than that applicable to bidders bidding directly on the auction platform in order to have sufficient time to aggregate bids received from their respective customers and to transmit the aggregate bid to the auction agent or underwriter before the auction closes. As a result of such earlier submission or modification deadlines, potential investors who submit bids indirectly through the underwriter or through a broker will need to submit or modify their bids earlier than other bidders, and it may in some circumstances be more difficult for such bids to be submitted or modified. Bids that are submitted indirectly through other persons rather than directly on the auction platform may be subject to additional systematic or operational risks arising from such other persons' systems or operations.

In addition, a bidder who submits bids indirectly through the underwriter may only place one bid at any time. Such bidder may increase the total number of notes the bidder is bidding for and/or increase the bid price (or equivalently, decrease the yield to maturity) per note represented by such bid, but can only do so by submitting a new bid for the total amount for which such bidder is bidding. As a result, bidders who submit bids indirectly through the underwriter, unlike bidders that submit bids directly on the Zions Direct website, will not be able to preserve the time stamp of earlier bids.

***While you may submit bids based on either a percentage of principal amount or yield to maturity, winning bids will be determined by bids based on the percentage of principal amount. Accordingly, even if you submit a bid based on yield to maturity at the market-clearing price, it is possible that you may not be allocated any notes.***

You may submit bids based on either price as a percentage of the principal amount per note (at up to six decimal places) or yield to maturity (at up to three decimal places). If you submit a bid based on price as a percentage of the principal amount of the note, the auction screen will also display the equivalent yield; and if you submit a bid based on the yield to maturity, the auction screen will also display the equivalent price as a percentage of the principal amount. However, as a result of rounding, different purchase prices as a percentage of principal amount that vary by only a small amount may be displayed as the same yield to maturity. Zions Direct will determine the market-clearing price, and thus the allocation of notes, based on purchase price as a percentage of principal amount per note, not yield to maturity. As a result, if you place a bid based on yield to maturity at the market-clearing price, you may not be allocated any notes in the auction. For example, assume that the auction results in a market-clearing price of 99.000000. Rounded to three decimal places, this market-clearing price converts into a yield to maturity of 4.730%. If you submit a bid based on yield to maturity at 4.730%, this would convert to a purchase price as a percentage of principal amount per note of 98.999468, and thus, you would not be allocated any notes in the offering. See Appendix A for illustrative price and yield calculations.



## **Table of Contents**

*The auction agent may experience difficulties with the auction platform, which may disrupt the ability of bidders to place bids, particularly during periods of expected high volume such as those at the end of the auction.*

While the auction platform has been subjected to stress testing to confirm its functionality and ability to handle numerous bidders, we cannot predict the response of the potential investors to the issuance of the notes. Bidders should be aware that if enough bidders try to access the platform and submit bids simultaneously, there may be a delay in receiving and/or processing their bids. Bidders should be aware that auction website capacity limits may prevent last-minute bids from being received by the auction website and should plan their bidding strategy accordingly. We cannot guarantee that any submitted bid will be received, processed and accepted during the auction process.

### **Risks Related to the Company**

*We have been and could continue to be negatively affected by adverse economic conditions.*

The United States and many other countries recently faced a severe economic crisis, including a major recession. These adverse economic conditions have negatively affected, and are likely to continue for some time to adversely affect, our assets, including our loans and securities portfolios, capital levels, results of operations, and financial condition. In response to the economic crisis, the United States and other governments established a variety of programs and policies designed to mitigate the effects of the crisis. These programs and policies appear to have stabilized in the United States the severe financial crisis that occurred in the second half of 2008, but adverse economic conditions continue to exist in the United States and globally. Concerns about the European Union's sovereign debt crisis have continued to cause uncertainty for financial markets globally. It is possible economic conditions may again become more severe or that adverse economic conditions may continue for a substantial period of time. In addition, economic uncertainty resulting from possible changes in the ratings of sovereign debt issued by the United States and other nations, and fiscal imbalances in the United States, at federal, state and municipal levels, in the European Union and in other countries, combined with political difficulties in resolving these imbalances, may directly or indirectly adversely impact economic conditions faced by us and our customers. Any increase in the severity or duration of adverse economic conditions, including a double-dip recession or delay in a full economic recovery, would adversely affect us.

*Our ability to maintain required capital levels and adequate sources of funding and liquidity has been and may continue to be adversely affected by market conditions.*

We are required to maintain certain capital levels in accordance with banking regulations and any capital requirements imposed by our regulators. We must also maintain adequate funding sources in the normal course of business to support our operations and fund outstanding liabilities. Our ability to maintain capital levels, sources of funding, and liquidity has been and could continue to be impacted by changes in the capital markets in which we operate and deteriorating economic and market conditions.

Each of our subsidiary banks must remain well-capitalized and meet certain other requirements for us to retain our status as a financial holding company. Failure to comply with those requirements could result in a loss of our financial holding company status if such conditions are not corrected within 180 days or such longer period as may be permitted by the Federal Reserve Board, although we do not believe that the loss of such status would have an appreciable effect on our operations or financial results. In addition, failure by our bank subsidiaries to meet applicable capital guidelines or to satisfy certain other regulatory requirements can result in certain activity restrictions or a variety of enforcement remedies available to the federal regulatory authorities that include limitations on the ability to pay dividends, the issuance by the regulatory authority of a capital directive to increase capital and the termination of deposit insurance by the FDIC.

## **Table of Contents**

### ***Failure to effectively manage our interest rate risk, and prolonged periods of low interest rates, could adversely affect us.***

Net interest income is the largest component of our revenue. The management of interest rate risk for us and our bank subsidiaries is centralized and overseen by an Asset Liability Management Committee appointed by our board. We have been successful in our interest rate risk management as evidenced by achieving a relatively stable net interest margin over the last several years when interest rates have been volatile and the rate environment challenging; however, a failure to effectively manage our interest rate risk could adversely affect us. Factors beyond our control can significantly influence the interest rate environment and increase our risk. These factors include competitive pricing pressures for our loans and deposits, adverse shifts in the mix of deposits and other funding sources, and volatile market interest rates subject to general economic conditions and the policies of governmental and regulatory agencies, in particular the Federal Reserve Board.

The Federal Reserve Board has stated its expectations that short-term interest rates may remain low through late 2014. Such a scenario may continue to create or exacerbate margin compression for us as a result of repricing of longer-term loans.

### ***As a regulated entity, we are subject to capital requirements that may limit our operations and potential growth.***

We are a bank holding company and a financial holding company. As such, we and our subsidiary banks are subject to the comprehensive, consolidated supervision and regulation of the Federal Reserve Board, the OCC (in the case of our national bank subsidiaries) and the FDIC, including risk-based and leverage capital ratio requirements. Capital needs may rise above normal levels when we experience deteriorating earnings and credit quality, and our banking regulators may increase our capital requirements based on general economic conditions and our particular condition, risk profile and growth plans. Compliance with the capital requirements, including leverage ratios, may limit operations that require the intensive use of capital and could adversely affect our ability to expand or maintain present business levels.

### ***Weakness in the economy and in the real estate market, including specific weakness within the markets where our subsidiary banks do business and within certain of our loan products, has adversely affected us and may continue to adversely affect us.***

Credit exposure is one of our most significant risks. The Company's level of problem credits remained relatively high as of December 31, 2011. The deterioration in credit quality that started in the latter half of 2007 has most significantly affected the construction and land development segment of our portfolio. Although virtually all of our markets and lending segments have been adversely affected by the economic recession, the distress has been mostly concentrated in construction and land development loans in the Southwest states (generally, Arizona, California, and Nevada), which markets have been particularly adversely affected by job losses, declines in residential and commercial sale volumes and real estate values, and declines in new construction activity.

If the strength of the U.S. economy in general and the strength of the local economies in which we and our subsidiary banks conduct operations decline further, this could result in, among other things, further deterioration in credit quality and/or continued reduced demand for credit, including a resultant adverse effect on the income from our loan portfolio, an increase in charge-offs and an increase in the allowance for loan and lease losses; if such developments occur, we may be required to raise additional capital.

### ***Economic and other circumstances, including pressure to repay CPP preferred stock, may require us to raise capital at times or in amounts that are unfavorable to the Company.***

The Company's subsidiary banks must maintain certain risk-based and leverage capital ratios as required by their banking regulators which can change depending upon general economic conditions and their particular condition, risk profile and growth plans. Compliance with capital requirements may limit the Company's ability

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**Table of Contents**

to expand and have required, and may require, capital investment from Zions Bancorporation. In 2008, we issued shares of preferred stock for \$1.4 billion and a warrant to purchase shares of the Company's common stock to the U.S. Treasury under the CPP. Notwithstanding that the Federal Reserve Board did not object to the capital actions contained in our Capital Plan, there may still be market, regulatory or political pressure on the Company to raise capital to enable it to redeem the remaining 50% of the Series D Preferred Stock issued to the U.S. Treasury under the CPP at a time or in amounts that may be unfavorable to the Company's shareholders, particularly if we were not to meet any conditions to either installment of the Series D Preferred Stock redemption. These uncertainties and risks created by the legislative and regulatory uncertainties discussed above may themselves increase the Company's cost of capital and other financing costs.

***Negative perceptions associated with our continued participation in the U.S. Treasury's CPP may adversely affect our ability to retain customers, attract investors, and compete for new business opportunities.***

As mentioned above, on November 14, 2008, we issued and sold 1.4 million shares of our Series D Preferred Stock for \$1.4 billion and a warrant to purchase up to 5,789,909 shares of our common stock exercisable over a ten-year period at a price per share of \$36.27 to the U.S. Treasury as part of the CPP. Many financial institutions that also participated in the CPP have repurchased their TARP preferred stock. Although the capital actions contained in our Capital Plan provide for us to repurchase our Series D Preferred Stock from the U.S. Treasury in 2012, and although we repurchased 50% of the Series D Preferred Stock from the U.S. Treasury on March 28, 2012, there is no assurance that we will have the funds or liquidity necessary to repurchase the remainder of such Series D Preferred Stock. Our customers, employees and counterparties in our current and future business relationships could draw negative implications regarding the strength of the Company as a financial institution based on our continued participation in the CPP. Any such negative perceptions could impair our ability to effectively compete with other financial institutions for business or to retain high performing employees. If this were to occur, our business, financial condition, and results of operations may be adversely affected.

***Credit quality has adversely affected us and may continue to adversely affect us.***

Credit risk is one of our most significant risks. Although most credit quality indicators continued to improve during 2011, our credit quality may continue to show weakness in some loan types and markets in which we operate in 2012 as the economic recovery progresses.

***Failure to effectively manage our credit concentration or counterparty risk could adversely affect us.***

Increases in concentration or counterparty risk could adversely affect us. Concentration risk across our loan and investment portfolios could pose significant additional credit risk to us due to exposures which perform in a similar fashion. The management of concentration risk is centralized and overseen by the Corporate Concentration Risk Committee, which routinely analyzes aggregate exposure, industries, and correlations. Counterparty risk could also pose additional credit risk, but it is routinely monitored and analyzed.

***The regulation of incentive compensation under the Dodd-Frank Act, the EESA and the ARRA may adversely affect our ability to retain our highest performing employees.***

The bank regulatory agencies have published guidance and proposed regulations which limit the manner and amount of compensation that banking organizations provide to employees. These regulations and guidance may adversely affect our ability to retain key personnel. In addition, because we have not yet repurchased the U.S. Treasury's CPP investment, we remain subject to the strict restrictions on incentive compensation contained in the ARRA. Financial institutions which have repurchased the U.S. Treasury's CPP investment are relieved of the restrictions imposed by the ARRA. Due to these restrictions, we may not be able to successfully compete with financial institutions that have repurchased the U.S. Treasury's investment to attract, retain and appropriately incentivize high performing employees. In addition, bank regulatory agencies have published guidance and

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**Table of Contents**

proposed regulations which limit the manner and amount of compensation that banking organizations provide to employees. If we were to suffer such adverse effects with respect to our employees, our business, financial condition and results of operations could be adversely affected, perhaps materially.

***Stress testing and capital management under the Dodd-Frank Act, as well as the terms of the U.S. Treasury's CPP investment, limit our ability to increase dividends, repurchase shares of our stock, access the capital markets and impose restrictions and obligations on us.***

Unless we are able to redeem the remaining Series D Preferred Stock prior to November 15, 2013, the dividends on the Series D Preferred Stock will increase substantially, from 5% to 9%. Depending on market conditions at the time, this increase in dividends could significantly impact our liquidity.

Under the stress testing and capital management standards being developed and implemented by bank regulatory agencies under the Dodd-Frank Act, as well as the terms of the U.S. Treasury's CPP investment in us, the bank regulatory agencies have additional authority and processes to require us to limit our dividends, repurchases of common stock, and access to capital markets for certain types of capital. Among other things, any increase in quarterly dividends not contemplated in our annual capital plan will require Federal Reserve Board approval. These limitations may adversely impact the Company's ability to attract nongovernmental capital.

***Increases in FDIC insurance premiums may adversely affect our earnings.***

During 2008 and 2009, higher levels of bank failures dramatically increased resolution costs of the FDIC and depleted the deposit insurance fund. In addition, the FDIC instituted two temporary programs to further insure customer deposits at FDIC insured banks. These programs, which were later extended by the Dodd-Frank Act, have placed additional stress on the deposit insurance fund. In order to maintain a strong funding position and restore reserve ratios of the deposit insurance fund, the FDIC has increased assessment rates of insured institutions. In addition, on November 12, 2009, the FDIC adopted a rule requiring banks to prepay three years' worth of premiums to replenish the depleted insurance fund. Further, on January 12, 2010, the FDIC requested comments on a proposed rule tying assessment rates of FDIC-insured institutions to the institution's employee compensation programs. The exact requirements of such a rule are not yet known, but such a rule could increase the amount of premiums we must pay for FDIC insurance. Further, as described below, under the Dodd-Frank Act, the FDIC must undertake several initiatives that will result in higher deposit insurance fees being paid to the FDIC. For example, an FDIC final rule issued on February 7, 2011 revises the assessment system applicable to large banks and implements the use of assets as the base for deposit insurance assessments instead of domestic deposits. We are generally unable to control the amount of premiums that we are required to pay for FDIC insurance. These announced increases and any future increases or required prepayments of FDIC insurance premiums may adversely impact our earnings.

***The Dodd-Frank Act imposes significant new limitations on our business activities and subjects us to increased regulation and additional costs.***

The Dodd-Frank Act has material implications for the Company and the entire financial services industry. The Dodd-Frank Act places significant additional regulatory oversight and requirements on financial institutions, including the Company, with more than \$50 billion of assets. In addition, among other things, the Dodd-Frank Act will or potentially could:

Affect the levels of capital and liquidity with which the Company must operate and how it plans capital and liquidity levels (including a phased-in elimination of the Company's existing trust preferred securities as Tier 1 capital);

Subject the Company to new and/or higher fees paid to various regulatory entities, including but not limited to deposit insurance fees to the FDIC;

Impact the Company's ability to invest in certain types of entities or engage in certain activities;

## **Table of Contents**

Impact a number of the Company's business and risk management strategies;

Regulate the pricing of certain of our products and services and restrict the revenue that the Company generates from certain businesses;

Subject the Company to new capital planning actions, including stress testing or similar actions and timing expectations for capital-raising;

Subject the Company to regulation by the Consumer Financial Protection Bureau, with very broad rule-making and enforcement authorities;

Grant authority to state agencies to enforce state and federal laws against national banks;

Subject the Company to new and different litigation and regulatory enforcement risks; and

Limit the amount and manner of compensation paid to executive officers and employees generally.

Because the responsible agencies are still in the process of proposing and finalizing regulations required under the Dodd-Frank Act, the full impact of this legislation on the Company, its business strategies, and financial performance cannot be known at this time, and may not be known for some time. Individually and collectively, these proposed regulations resulting from the Dodd-Frank Act may materially adversely affect the Company's business, financial condition, and results of operations.

***U.S. regulatory agencies, in response to the adoption of Basel III and Title I of the Dodd-Frank Act, will require us to raise our capital and liquidity to levels that may exceed those that the market considers to be optimal.***

Basel III was adopted in December 2010 by the Basel Committee on Banking Supervision, and provides an international framework for the establishment of bank capital standards. Title I of the Dodd-Frank Act requires that banking organizations of our size undergo regular stress testing of their capital, assets and profitability and authorizes bank regulatory agencies to promulgate new capital and liquidity standards. New capital and liquidity requirements are being developed by U.S. regulatory agencies in response to Basel III and the Dodd-Frank Act which are higher than previous levels. Maintaining higher capital and liquidity levels may reduce our profitability and performance measures.

***We could be adversely affected by accounting, financial reporting, and regulatory and compliance risk.***

The Company is exposed to accounting, financial reporting and regulatory and compliance risk. For example, the Company provides to its customers, and uses for its own capital, funding and risk management needs, a number of complex financial products and services, which require estimates, judgments and interpretations of complex and changing accounting and regulatory policies in order to provide and account for these products and services. Identification, interpretation and implementation of complex and changing accounting standards as well as compliance with regulatory requirements pose an ongoing risk.

***Problems encountered by other financial institutions could adversely affect financial markets generally and have indirect adverse effects on us.***

The commercial soundness of many financial institutions may be closely interrelated as a result of credit, trading, clearing or other relationships between the institutions. As a result, concerns about, or a default or threatened default by, one institution could lead to significant market-wide liquidity and credit problems, losses or defaults by other institutions. This is sometimes referred to as systemic risk and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which we interact on a daily basis, and therefore could adversely affect us.



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**Table of Contents**

***The quality and liquidity of our asset-backed investment securities portfolio has adversely affected us and may continue to adversely affect us.***

The Company's asset-backed investment securities portfolio includes collateralized debt obligations ( CDOs ) collateralized by trust preferred securities issued by bank holding companies, insurance companies, and REITs that may have some exposure to construction loan, commercial real estate, and the subprime markets and/or to other categories of distressed assets. In addition, asset-backed securities also include structured asset-backed CDOs (also known as diversified structured finance CDOs) which have exposure to subprime and home equity mortgage securitizations. Factors beyond the Company's control can significantly influence the fair value and impairment status of these securities. These factors include, but are not limited to, defaults, deferrals, and restructurings by debt issuers, rating agency downgrades of securities, lack of market pricing of securities, or the return of market pricing that varies from the Company's current model valuations, and changes in prepayment rates and future interest rates.

***The Company may not be able to utilize the significant deferred tax asset recorded on our balance sheet.***

The Company's balance sheet includes a significant deferred tax asset. The largest components of this asset result from additions to our allowance for loan and lease losses for purposes of generally accepted accounting principles in excess of loan losses actually taken for tax purposes and other than temporary impairment losses taken on our securities portfolio that have not yet been realized for tax purposes by selling the securities. Our ability to continue to record this deferred tax asset is dependent on the Company's ability to realize its value through net operating loss carry-backs or future projected earnings. Loss of part or all of this asset would adversely impact tangible capital. In addition, inclusion of this asset in determining regulatory capital is subject to certain limitations. A portion of the deferred tax asset of Zions and some of its subsidiary banks has been disallowed for regulatory purposes.

***Our information systems may experience an interruption or security breach.***

We rely heavily on communications and information systems to conduct our business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer relationship management, general ledger, deposit, loan and other systems. While we have policies and procedures designed to prevent or limit the effect of the possible failure, interruption or security breach of our information systems, there can be no assurance that any such failure, interruption or security breach will not occur or, if they do occur, that they will be adequately addressed. The occurrence of any failure, interruption or security breach of our information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability.

***We could be adversely affected by legal and governmental proceedings.***

We are subject to risks associated with legal claims, fines, litigation, and regulatory proceedings. Our exposure to these proceedings has increased and may further increase as a result of stresses on customers, counterparties and others arising from the current economic environment; new regulations promulgated under recently adopted statutes; and the creation of new examination and enforcement bodies.

***We could be adversely affected by failure in our internal controls.***

A failure in our internal controls could have a significant negative impact not only on our earnings, but also on the perception that customers, regulators and investors may have of us. We continue to devote a significant amount of effort, time and resources to improving our controls and ensuring compliance with complex accounting standards and regulations.

**Table of Contents**

*We could be adversely affected as a result of acquisitions.*

From time to time, we make acquisitions including the acquisition of assets and liabilities of failed banks from the FDIC acting as a receiver. The FDIC-supported transactions are subject to loan loss sharing agreements. Failure to comply with the terms of the agreements could result in the loss of indemnification from the FDIC. The success of any acquisition depends, in part, on our ability to realize the projected cost savings from the acquisition and on the continued growth and profitability of the acquisition target. We have been successful with most prior acquisitions, but it is possible that the merger integration process with an acquired company could result in the loss of key employees, disruptions in controls, procedures and policies, or other factors that could affect our ability to realize the projected savings and successfully retain and grow the target's customer base.

**USE OF PROCEEDS**

The cash proceeds to us from the sale of the notes will be approximately \$99.5 million (after deducting estimated underwriting discounts and commissions and estimated offering expenses but including payment for interest that has accrued on the notes from and including March 27, 2012 up to, but not including, the settlement date of these notes). We intend to use the net cash proceeds from this offering for general corporate purposes, which may include the partial redemption of the remaining Series D Preferred Stock held by the U.S. Treasury or the redemption of senior floating rate notes due June 21, 2012. The principal amount of the outstanding senior floating rate notes is \$254,771,000 and the notes bear interest for each quarterly interest period at a floating rate equal to three-month LIBOR plus a spread of 0.37%. Pending use of the net proceeds of this offering, we intend to invest the net proceeds in interest-bearing, investment grade securities.



**Table of Contents****CAPITALIZATION**

The following table sets forth our consolidated capitalization as of December 31, 2011:

on an actual basis, and

as adjusted to give effect to (i) the sale of \$300 million aggregate principal amount of notes on March 27, 2012, (ii) the redemption of 700,000 shares of our Series D Preferred Stock from the U.S Treasury on March 28, 2012 and (iii) the sale of \$100 million aggregate principal amount of notes in this offering but without giving effect to the use of the cash proceeds from such sale as described in Use of Proceeds.

You should read this table in conjunction with the more detailed information, including our consolidated financial statements and related notes, incorporated by reference in this prospectus supplement.

	<b>As of December 31, 2011</b>	
	<b>Actual</b>	<b>As Adjusted</b>
	<b>(unaudited) (in thousands, except share data)</b>	
Federal Home Loan Bank advances and other borrowings over one year	\$ 23,840	\$ 23,840
Long-term debt:		
Notes offered hereby <sup>(1)</sup>		100,249
Notes initially issued in this series on March 27, 2012 <sup>(2)</sup>		282,750
Other long-term debt	1,930,622	1,930,422
Total long-term debt	1,954,462	2,337,461
Shareholders' equity:		
Preferred stock, without par value; authorized 4,400,000 shares: Series A (liquidation preference \$1,000 per share), issued and outstanding 59,683 shares; Series C (liquidation preference \$1,000 per share), issued and outstanding 709,103 shares; Series D (liquidation preference \$1,000 per share); issued and outstanding 1,400,000 actual; issued and outstanding 700,000 shares as adjusted; Series E (liquidation preference \$1,000 per share); issued and outstanding 142,500 shares	2,377,560	1,699,908 <sup>(3)</sup>
Common stock, without par value; authorized 350,000,000 shares; issued and outstanding 184,135,388	4,163,242	4,163,242
Retained earnings	1,036,590	1,036,590
Accumulated other comprehensive loss	(592,084)	(592,084)
Controlling interest shareholders' equity	6,985,308	6,307,656
Noncontrolling interests	(2,080)	(2,080)
Total shareholders' equity	6,983,228	6,305,576
Total capitalization	\$ 8,937,690	\$ 8,643,037

(1) Amount presented in the as adjusted column represents the initial principal amount of the notes plus the offering premium of \$249.

(2) Amount presented in the as adjusted column represents the initial principal amount of the notes less the offering discount of \$17,250.

(3) Reflects the redemption on March 28, 2012 of 700,000 shares of Series D Preferred Stock, which had a carrying value of \$677,652 as of December 31, 2011.

**Table of Contents****RATIO OF EARNINGS TO FIXED CHARGES**

The following table sets forth certain information concerning our consolidated ratio of earnings to fixed charges. For the purpose of computing the consolidated ratio of earnings to fixed charges, earnings consist of consolidated income from continuing operations before provision for income taxes and fixed charges, and fixed charges consist of interest expense, a portion of rent expense representative of interest, trust-preferred securities related expense, and amortization of debt issuance costs.

	Year Ended December 31,				
	2011	2010	2009	2008	2007
Ratio of earnings to fixed charges:					
Excluding interest on deposits	2.60	(a)	(a)	(a)	2.99
Including interest on deposits	2.14	(a)	(a)	(a)	1.54

(a) Ratio is less than one; earnings are inadequate to cover fixed charges. The dollar amount of the coverage deficiency for the affected periods is presented below. The amount is the same whether including or excluding interest on deposits:

(In thousands)	Year Ended December 31,				
	2011	2010	2009	2008	2007
Coverage deficiency earnings to fixed charges:		\$ (409,925)	\$ (1,629,805)	\$ (324,803)	

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**Table of Contents**

**DESCRIPTION OF NOTES**

*We will issue the notes under the indenture dated September 10, 2002 between Zions Bancorporation and The Bank of New York Mellon Trust Company, N.A., as successor trustee to J.P. Morgan Trust Company, National Association, as trustee. The indenture and the notes are governed by New York law. The following description of the terms of the notes offered hereby (referred to in the accompanying prospectus as the "debt securities") supplements the description of the debt securities set forth in the accompanying prospectus, to which description reference is hereby made. We summarize various terms that apply generally to our debt securities, including the notes offered hereby, in the accompanying prospectus under the caption "Description of Debt Securities We May Offer." The following description of the notes supplements that description of the debt securities. Consequently, you should read this prospectus supplement together with the accompanying prospectus, in order to fully understand the terms of notes offered hereby. However, if this prospectus supplement is inconsistent with the accompanying prospectus, this prospectus supplement controls with regard to the notes offered hereby. Because this description is a summary, it does not describe every aspect of the notes. This summary is subject to and qualified in its entirety by reference to all the provisions of the indenture. In this section, references to Zions, we, us and our refer solely to Zions Bancorporation and not its subsidiaries.*

**General**

The notes will be our senior unsecured obligations and will rank equally with all of our other senior and unsecured indebtedness from time to time outstanding.

This is a reopening of the notes we initially issued on March 27, 2012. The notes are part of a series limited to \$400 million aggregate principal amount. However, the indenture allows us to further reopen this series of notes and issue additional notes of this series without your consent and without notifying you, including prior to the settlement of the notes sold pursuant to this prospectus supplement (although any such additional notes issued prior to such settlement will be issued at the market-clearing price).

Payment of the full principal amount of the notes will be due on March 27, 2017.

The notes will be structurally subordinated to all indebtedness and other liabilities, including trade payables and lease obligations, of each of our subsidiaries, except to the extent we may be a creditor of that subsidiary with recognized senior claims. This occurs because our rights to receive any assets of our subsidiaries upon their liquidation or reorganization, and thus the right of the holders of the notes to participate in those assets, will be effectively subordinated to the claims of those subsidiaries' creditors, including trade creditors. Claims on our subsidiary banks by creditors other than us include long-term debt, including subordinated and junior subordinated debt issued by our subsidiary, Amegy Corporation, and substantial obligations with respect to deposit liabilities and federal funds purchased, securities sold under repurchase agreements, other short-term borrowings and various other financial obligations.

The notes will bear interest at the rate of 4.50% per year from March 27, 2012. We will pay interest semi-annually on March and September of each year, beginning September 27, 2012, until the principal is paid or made available for payment. Interest will be paid to the person in whose name the note is registered at the close of business on the preceding March 12 or September 12, as the case may be. Interest will be calculated on a pro-rata basis using a 30-day month and a 360-day year.

Except as described below for the first interest period, on each interest payment date, we will pay interest for the period commencing on and including the immediately preceding interest payment date and ending on and including the next day preceding that interest payment date. We refer to this period as an "interest period." The first interest period began on and included March 27, 2012 and will end on and include September 27, 2012.

## **Table of Contents**

In the event that an interest payment date is not a business day, we will pay interest on the next day that is a business day, with the same force and effect as if made on the interest payment date, and without any interest or other payment with respect to the delay. If the date of maturity falls on a day that is not a business day, the payment of principal and interest, if any, will be made on the next succeeding business day and no interest will accrue for the period from and after such date of maturity. For purposes of this prospectus, a business day is a day other than a Saturday, a Sunday or any other day on which banking institutions in Salt Lake City, Utah, or New York City generally are authorized or required by law or executive order to close.

We will not have the option to redeem the notes. There are no sinking funds for the notes.

### **Form, Denomination, Transfer, Exchange and Book-Entry Procedures**

The notes will be issued:

only in fully registered form;

without interest coupons; and

in denominations of \$1,000 and integral multiples of \$1,000.

The notes will be evidenced by a global note which will be deposited with the trustee as custodian for DTC, and registered in the name of Cede & Co., or Cede, as nominee of DTC. Except as set forth below, record ownership of the global note may be transferred, in whole or in part, only to another nominee of DTC or to a successor of DTC or its nominee.

The global note will not be registered in the name of any person, or exchanged for notes that are registered in the name of any person, other than DTC or its nominee, unless one of the following occurs:

DTC notifies us that it is unwilling or unable to continue acting as the depository for the global note, or DTC has ceased to be a clearing agency registered under the Exchange Act, and in either case we fail to appoint a successor depository;

we order in our sole discretion that such note will be transferable, registrable and exchangeable; or

an event of default with respect to the notes represented by the global note has occurred and is continuing.

In those circumstances, DTC will determine in whose names any securities issued in exchange for the global note will be registered.

DTC or its nominee will be considered the sole owner and holder of the global note for all purposes, and as a result:

you cannot get notes registered in your name if they are represented by the global note;

you cannot receive certificated (physical) notes in exchange for your beneficial interest in the global note;

you will not be considered to be the owner or holder of the global note or any note it represents for any purpose; and

all payments on the global note will be made to DTC or its nominee.

The laws of some jurisdictions require that certain kinds of purchasers (for example, certain insurance companies) can only own securities in definitive (certificated) form. These laws may limit your ability to transfer your beneficial interests in the global note to these types of purchasers.

S-27

## Table of Contents

Only institutions (such as a securities broker or dealer) that have accounts with the DTC or its nominee (called participants) and persons that may hold beneficial interests through participants (including through Euroclear Bank SA/NV or Clearstream Banking, *société anonyme*, as DTC participants) can own a beneficial interest in the global note. The only place where the ownership of beneficial interests in the global note will appear and the only way the transfer of those interests can be made will be on the records kept by DTC (for their participants' interests) and the records kept by those participants (for interests participants hold on behalf of other persons).

Secondary trading in bonds and notes of corporate issuers is generally settled in clearing-house (that is, next-day) funds. In contrast, beneficial interests in a global note usually trade in DTC's same-day funds settlement system, and settle in immediately available funds. We make no representations as to the effect that settlement in immediately available funds will have on trading activity in those beneficial interests.

We will make cash payments of interest on and principal of the global note to Cede, the nominee for DTC, as the registered owner of the global note. We will make these payments by wire transfer of immediately available funds on each payment date.

We have been informed that, with respect to any cash payment of interest on or principal of the global note, DTC's practice is to credit participants' accounts on the payment date with payments in amounts proportionate to their respective beneficial interests in the notes represented by the global note as shown on DTC's records, unless DTC has reason to believe that it will not receive payment on that payment date. Payments by participants to owners of beneficial interests in notes represented by the global note held through participants will be the responsibility of those participants, as is now the case with securities held for the accounts of customers registered in street name.

We also understand that neither DTC nor Cede will consent or vote with respect to the notes. We have been advised that under its usual procedures, DTC will mail an omnibus proxy to us as soon as possible after the record date. The omnibus proxy assigns Cede's consenting or voting rights to those participants to whose accounts the notes are credited on the record date identified in a listing attached to the omnibus proxy.

Because DTC can only act on behalf of participants, who in turn act on behalf of indirect participants, the ability of a person having a beneficial interest in the principal amount represented by the global note to pledge the interest to persons or entities that do not participate in the DTC book-entry system, or otherwise take actions in respect of that interest, may be affected by the lack of a physical certificate evidencing its interest.

DTC has advised us that it will take any action permitted to be taken by a holder of notes (including the presentation of notes for exchange) only at the direction of one or more participants to whose account with DTC interests in the global note are credited and only in respect of such portion of the principal amount of the notes represented by the global note as to which such participant has, or participants have, given such direction.

DTC has also advised us as follows: DTC is a limited purpose trust company organized under the laws of the State of New York, a banking organization within the meaning of the New York Banking Law, a member of the Federal Reserve System, a clearing corporation within the meaning of the Uniform Commercial Code, as amended, and a clearing agency registered pursuant to the provisions of Section 17A of the Exchange Act. DTC was created to hold securities for its participants and facilitate the clearance and settlement of securities transactions between participants through electronic book-entry changes in accounts of its participants. Participants include securities brokers and dealers, banks, trust companies and clearing corporations and may include certain other organizations. Certain of such participants (or their representatives), together with other entities, own DTC. Indirect access to the DTC system is available to other entities such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a participant, either directly or indirectly. The rules applicable to DTC and its direct and indirect participants are on file with the SEC.

## **Table of Contents**

The policies and procedures of DTC, which may change periodically, will apply to payments, transfers, exchanges and other matters relating to beneficial interests in the global note. We and the trustee have no responsibility or liability for any aspect of DTC's or any participants' records relating to beneficial interests in the global note, including for payments made on the global note, and we and the trustee are not responsible for maintaining, supervising or reviewing any of those records.

### **The Trustee**

The trustee for the holders of notes issued under the indenture will be The Bank of New York Mellon Trust Company, N.A., as successor to J.P. Morgan Trust Company, National Association. If an event of default with respect to the notes occurs, and is not cured, the trustee will be required to use the degree of care of a prudent person in the conduct of his or her own affairs in the exercise of its powers. Subject to these provisions, the trustee will be under no obligation to exercise any of its rights or powers under the indenture at the request of any holders of notes, unless they have offered to the trustee reasonable security or indemnity.

The Bank of New York Mellon Trust Company, N.A. is the trustee under other indentures pursuant to which we issue debt. Pursuant to the Trust Indenture Act of 1939, if a default occurs with respect to the securities of any series, the trustee will be required to eliminate any conflicting interest as defined in the Trust Indenture Act or resign as trustee with respect to the securities of that series within 90 days of such default, unless such default were cured, duly waived or otherwise eliminated.

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**Table of Contents**

**SUPPLEMENTAL DISCUSSION OF U.S. FEDERAL INCOME TAX CONSEQUENCES**

The following is a discussion of United States federal income tax considerations that may be relevant to the purchase, ownership and disposition of the notes offered hereby and this discussion supplements the discussion of United States federal income taxation in the accompanying prospectus under United States Taxation Taxation of Debt Securities . Unless otherwise indicated, the term notes in the following discussion shall mean notes issued in this offering and does not refer to the notes issued by us on March 27, 2012 (the Original Notes ). This discussion deals only with holders that acquire the notes in this offering and that will hold the notes as capital assets and it does not address tax considerations applicable to investors that are members of a class of holders that are subject to special rules or otherwise excluded from the discussion in the prospectus. In addition, this discussion does not consider the effect of any estate, gift or other tax laws.

This section is based on the U.S. Internal Revenue Code of 1986, as amended (the Code ), its legislative history, existing and proposed regulations under the Internal Revenue Code, published rulings and court decisions, all as currently in effect. These laws are subject to change, possibly on a retroactive basis.

**United States Holders**

*Stated Interest.* A United States holder (as defined in the accompanying prospectus) will be required to include in gross income the stated interest on a note at the time that such interest accrues or is received (except for amounts paid on the first stated interest payment date in respect of interest that accrued prior to the issuance of the notes (the pre-issuance accrued interest )), in accordance with the United States holder's regular method of accounting for federal income tax purposes.

The pre-issuance accrued interest should be excluded from income and should not affect a United States holder's initial basis in its notes.

*Original Issue Discount and Qualified Reopening.* The notes offered hereby should be treated as being issued in a qualified reopening for United States federal income tax purposes and we will therefore treat the notes as part of the same issue and as having the same adjusted issue price as the Original Notes.

The Original Notes were issued with OID for United States federal income tax purposes of \$57.50 (i.e., the excess of the notes' stated principal amount over the Original Notes' issue price) per note and with a yield to maturity of 5.843%. Accordingly, we will treat each note issued in an offering related to this prospectus supplement as (i) being issued with OID equal to the excess of the stated principal amount of a note over its adjusted issue price (calculated as described below), (ii) having a yield to maturity for U.S. federal income tax purposes equal to that of the Original Notes and (iii) having the same adjusted issue price as the Original Notes even though the amount paid for each note will be in excess of such adjusted issue price.

Except as described below under Amortizable Bond Premium , a United States holder must include in ordinary income for U.S. federal income tax purposes, for each note, the remaining amount of OID as it accrues using a constant yield method, in advance of the receipt of cash payments attributable to that OID, regardless of the United States holder's regular method of accounting for United States federal income tax purposes. In general, the amount of OID a United States holder must include in income for a taxable year is the sum of the daily portions of OID with respect to a note for each day during the taxable year (or portion of the taxable year) on which the United States holder holds the note. The daily portion is determined by allocating to each day in an accrual period (generally, the period between interest payments or compounding dates) a pro rata portion of the OID allocable to the accrual period. The amount of OID allocable to the accrual period is generally the product of the adjusted issue price of the note at the beginning of the accrual period multiplied by its yield to maturity, less the amount of any stated interest allocable to that accrual period. The adjusted issue price of a note at the beginning of an accrual period is equal to its issue price (or adjusted issue price, as applicable), increased by the aggregate amount of OID that has accrued on the note in all prior accrual periods. OID allocable to the final



## **Table of Contents**

accrual period is the difference between the amount payable at maturity of the note (other than stated interest) and the note's adjusted issue price at the beginning of the final accrual period. For a more detailed and comprehensive discussion of the tax rules governing notes that are issued with OID, investors should consult *United States Taxation Taxation of Debt Securities United States Holders Original Issue Discount* in the accompanying prospectus.

*Amortizable Bond Premium.* United States holders purchasing the notes for an amount (excluding amounts paid in respect of pre-issuance accrued interest) in excess of their principal amount will be treated as having amortizable bond premium to the extent of such excess. In such case, a United States holder will not be required to include any OID in income, and generally may elect to deduct against its interest income the portion of amortizable bond premium allocable to such year, determined in accordance with a constant yield method over the remaining term of the notes. The United States holder's tax basis in the notes will be decreased by the amount of bond premium used to offset its interest income. An election to deduct amortizable bond premium applies to all taxable bonds held during or after the taxable year for which the election is made and can be revoked only with the consent of the IRS.

*Sale or Exchange of the Notes.* A United States holder's tax basis in a note at the time it purchases the note will generally be its cost (excluding amounts paid in respect of pre-issuance accrued interest). A United States holder generally will recognize gain or loss on the sale, exchange or retirement of a note in an amount equal to the difference between the amount of cash plus the fair market value of any property received (except to the extent attributable to accrued interest which is taxable as ordinary income), and the United States holder's tax basis in the note. A United States holder's tax basis in the note is generally the cost of the note (excluding amounts paid in respect of the pre-issuance accrued interest) increased by accrued OID previously included in income on the note and reduced by any acquisition premium. Gain or loss recognized on the sale, exchange or retirement of a note generally will be a capital gain or loss. Capital gain of a non-corporate United States Holder is generally taxed at preferential rates where the property is held more than one year. The deductibility of capital losses is subject to limitations.

## **Withholdable Payments to Foreign Financial Entities and Other Foreign Entities**

As described in *United States Taxation Taxation of Debt Securities Withholdable Payments to Foreign Financial Entities and Other Foreign Entities* in the accompanying prospectus, under recently enacted legislation, a 30% withholding tax would be imposed on certain payments that are made after December 31, 2012 to certain foreign financial institutions, investment funds and other United States alien holders (as defined in the accompanying prospectus) that fail to comply with information reporting requirements in respect of their direct and indirect United States shareholders and/or United States account holders. Such payments would include United States-source interest on notes issued after March 18, 2012 and the gross proceeds from the sale or other disposition of notes issued after March 18, 2012 that can produce United States-source interest. However, under recently proposed regulations, such payments would only include interest and proceeds of notes issued on or after January 1, 2013. Therefore, under the proposed regulations, the 30% withholding tax described in *United States Taxation Taxation of Debt Securities Withholdable Payments to Foreign Financial Entities and Other Foreign Entities* in the accompanying prospectus would not apply to payments of interest on the notes and the gross proceeds from the sale or other disposition of the notes. In addition, under the proposed regulations, withholding would only apply to payments of interest made on or after January 1, 2014, and to other withholdable payments (including payments of gross proceeds from a sale or other disposition of notes) made on or after January 1, 2015. Investors should discuss the tax consequences of these rules with their tax advisor.

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**Table of Contents**

**THE AUCTION PROCESS**

The following describes the auction process used to determine the public offering price of the notes in this offering. The auction process differs from methods traditionally used in other underwritten public offerings. Zions, the auction agent and the underwriter will determine the public offering price, and the auction agent and the underwriter will determine the allocation of the notes, in this offering by an online auction process conducted by Zions Direct in its capacity as the auction agent. This process will involve a modified Dutch auction mechanism in which the auction agent will receive and accept irrevocable bids from bidders at or above the minimum bid price of 98.750000% of the principal amount (or conversely, a maximum yield to maturity of 4.788%) per note and up to and including the maximum bid price of 101.500000% of the principal amount (or conversely, a minimum yield to maturity of 4.158%) per note. After the auction closes, the auction agent will determine the market-clearing price for the sale of the notes offered by this prospectus supplement and, if we choose to proceed with the offering, the auction agent and the underwriter will allocate notes to the successful bidders. The market-clearing price for the notes may bear little or no relationship to the price that would be established using traditional valuation methods. You should carefully consider the risks described under Risk Factors Risks Related to the Auction Process in this prospectus supplement.

**General**

We will determine the public offering price of the notes in this offering through an auction, which will be conducted by Zions Direct, the auction agent. We will announce the auction at approximately 9:00 a.m., New York City time, on April 24, 2012 so that prospective holders will have time to take the necessary steps to become registered qualified bidders as described below. Unless delayed prior to commencement, the auction will commence at 4:30 p.m., New York City time, on April 25, 2012, and will end at 3:00 p.m., New York City time, on April 26, 2012, subject to two-minute extensions not to exceed a total of fifteen minutes beyond 3:00 p.m., New York City time, on April 26, 2012, described under

Auction Bidding Process; Irrevocability of Bids. In the event that the market-clearing price reaches the maximum bid price prior to 3:00 p.m., New York City time, on April 26, 2012, then the auction will close immediately.

The auction will be held on the website [www.auctions.zionsdirect.com](http://www.auctions.zionsdirect.com), which also contains the rules that govern the auction. The following describes how the auction agent will conduct the auction. We reserve the right to change the rules that govern the auction.

None of the underwriter, the auction agent or we have undertaken any efforts to qualify the notes for sale in any jurisdiction outside the United States. Except to the limited extent that this offering will be open to certain non-U.S. investors under private placement exemptions in certain countries other than the United States, investors located outside the United States should not expect to be eligible to participate in this offering.

The auction agent and/or Deutsche Bank Securities Inc. may contact potential investors with information about the auction and how to participate and may solicit bids from prospective investors via telephone, e-mail or other electronic communication.

**Date, Time and Location of the Auction**

The auction will commence at 4:30 p.m., New York City time, on April 25, 2012, and will end at 3:00 p.m., New York City time, on April 26, 2012. Such period of time may be extended as described under Auction Bidding Process; Irrevocability of Bids. In the event that the market-clearing price reaches the maximum bid price prior to 3:00 p.m., New York City time, on April 26, 2012, then the auction will close immediately. The auction will be hosted on the internet website [www.auctions.zionsdirect.com](http://www.auctions.zionsdirect.com). Zions and Deutsche Bank Securities Inc. may in their discretion determine to delay the commencement of the auction to a date after the date specified above at any time prior to the commencement of the auction. Any such delay will be announced by press release, and Zions will file a Form 8-K specifying the revised auction dates, if any.

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## **Table of Contents**

### **Registration and Qualification of Bidders; Suitability**

Our objective is to conduct an auction in which you submit informed bids.

You may submit bids for the notes in two ways: directly through the auction site or indirectly through the underwriter or other brokers. Prospective bidders that want to bid for our notes directly through the auction site will be required to have a brokerage account with Zions Direct or the underwriter. Although there is no maximum bid size for the auction, individual bid limits will be set for bidders (other than Underwriter Bidders) by the auction agent. Underwriter Bidders must obtain a bidder ID and password from the underwriter, unless they elect to bid indirectly through the underwriter. Prospective bidders (other than Underwriter Bidders) who want to bid for more than their individual bid limit may contact the auction agent by telephone at (800) 524-8875 to request a greater individual bid limit. Any decision to increase a bidder's individual bid limit, upon such request, will be in the auction agent's discretion. To ensure that the auction agent has adequate time to consider any such request, such request must be made prior to the start of the auction. A bidder may be required to submit specified financial information, including account information and tax identification numbers, in order to increase such bidder's individual bid limit and to establish the bidder's suitability for a larger investment in the notes. The auction agent may contact a bidder (other than an Underwriter Bidder) to request any other pertinent information that is required to establish the individual bid limit and the suitability of such bidder.

As described below under Auction Bidding Process; Irrevocability of Bids, each bidder who submits a bid directly on the auction platform is allowed to place up to five separate, concurrent bids. However, a bidder will not be able to successfully place aggregate in-the-money bids (as described under Auction Bidding Process; Irrevocability of Bids ) that exceed the bidder's individual bid limit, if any. Any bids submitted that would cause a bidder to exceed such bidder's individual bid limit will only be accepted to the extent such bid is within such bid limit. A bidder who submits bids indirectly through the underwriter may only place one bid at any time. If such bidder's bid is in-the-money, such bidder may increase the total number of notes the bidder is bidding for and/or increase the bid price (or equivalently, decrease the yield to maturity) per note represented by such bid, but can only do so by submitting a new bid for the total amount for which such bidder is bidding.

We caution you that the notes may not be a suitable investment for you even if you qualify to participate in the auction. Moreover, even if you qualify to participate in the auction and place a bid, you may not receive an allocation of notes in the offering for a number of reasons described below.

In order to participate in the auction, a prospective bidder who elects to bid directly on the auction platform must (1) open a brokerage account with the underwriter or Zions Direct, (2) register to have a bidding account and (3) satisfy and agree to the applicable terms and conditions of the auction in order to become a qualified bidder. Prospective bidders will be required to answer certain questions that indicate that such bidder has accessed or received the offering materials and understands the risk of investing in our notes and that our notes are suitable for such bidder. In addition, by registering to bid in the auction, a prospective bidder represents and warrants to us that such bidder's bid is submitted for and on behalf of such prospective bidder by himself, herself or itself, as applicable, or by an officer or agent who is duly authorized to bind the prospective bidder to a legal, valid and enforceable contract with respect to the bid for, and purchase of, the notes. Prospective bidders that have or open a brokerage account with the underwriter may also participate in the auction by electing to bid indirectly through the underwriter.

#### **STEP 1: Open a brokerage account**

Individuals and institutions, including brokers, who wish to participate in the auction must have a brokerage account with the underwriter or Zions Direct prior to bidding in the auction. Brokers will need to submit their bids, either for their own account or on behalf of their customers, through the underwriter or Zions Direct.

## **Table of Contents**

### STEP 2: Become a registered bidder

Individuals and institutions, including brokers, who wish to participate directly in the auction must have a bidding account. Individuals and institutions that have or open a brokerage account with the underwriter may obtain a bidder ID and password from the underwriter (provided that they meet the suitability standards established by the underwriter). Other individuals and institutions that have or open a brokerage account with Zions Direct can open a bidding account and obtain a bidder ID and password by going to the website <https://auctions.zionsdirect.com/user/register>, filling in minimal contact information and submitting the bidder registration form electronically. During the registration process, each prospective bidder (other than Underwriter Bidders) will select a bidder ID, and password to access the bid page on [www.auctions.zionsdirect.com](http://www.auctions.zionsdirect.com) and to submit bids in the auction. Institutions can also apply to open a bidding account by calling (800) 524-8875. After successfully submitting a bidder registration form or obtaining a bidder ID and password from the underwriter, a prospective bidder becomes a registered bidder for the auction for the notes. The auction agent will confirm by e-mail a prospective bidder's successful registration (other than Underwriter Bidders). A prospective bidder is not obligated to submit a bid in the auction simply because that bidder has registered to bid in the auction.

### STEP 3: Become a qualified bidder

After logging into the bidder's bidding account and selecting the notes auction, bidders who wish to participate directly in the auction must qualify to participate in the notes auction. For such prospective bidders to qualify to bid in the notes auction, they must (1) make certain acknowledgements regarding access or receipt of documents pertinent to the notes auction, (2) verify certain suitability questions relating to an investment in the notes and (3) if they are not an Underwriter Bidder, authorize and direct the broker/dealer through which they will hold the notes purchased in the auction to update their suitability profile, if necessary. Such review, verification, certification and authorization are acknowledged by clicking on the corresponding checkboxes and by clicking on "I Agree" on the webpage that appears when accessing the auction. Such certification and authorization is a requirement for bidders (other than Underwriter Bidders) to qualify to participate directly in the notes auction. Once updated, a bidder's suitability profile will remain so updated after the auction in the bidder's broker/dealer account through which the bidder will hold the notes purchased in the auction, and will not be further updated unless such bidder contacts the broker/dealer through which it will hold any securities purchased in an auction to provide further updates. By satisfying and accepting the terms and conditions of the securities auction and authorizing updates in the suitability profile if necessary, a bidder becomes able to participate directly in the notes auction.

Individuals and institutions that elect to bid indirectly through the underwriter do not have to complete Steps 2 and 3 described above in order to participate in the auction; however, they must have a brokerage account with the underwriter prior to bidding in the auction.

Each prospective bidder will be solely responsible for making necessary arrangements to access [www.auctions.zionsdirect.com](http://www.auctions.zionsdirect.com) for purposes of directly submitting its bid, or with the underwriter for purposes of indirectly submitting a bid, in a timely manner and in compliance with the requirements described in this prospectus supplement.

Zions, the underwriter and the auction agent do not have any duty or obligation to undertake such registration to bid for any prospective bidder or to provide or assure such access to any prospective bidder, and none of Zions, the underwriter or the auction agent will be responsible for a bidder's failure to register to bid or for proper operation of [www.auctions.zionsdirect.com](http://www.auctions.zionsdirect.com), or have any liability for any delays or interruptions of, or any damages caused by, [www.auctions.zionsdirect.com](http://www.auctions.zionsdirect.com).

Interested investors may also submit bids to purchase notes through a broker (other than the underwriter) with which such investor has a brokerage account. Brokers (other than the underwriter) that wish to directly submit bids on the auction platform, either for their own account or on behalf of their customers, must first qualify and register as described above.

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## **Table of Contents**

Each broker that submits bids through the auction site will be required to establish and enforce client suitability standards, including eligibility, account status and size, to evaluate whether an investment in the notes is appropriate for any particular investor. Each of them, including the underwriter, will individually apply its own standards in making that determination, but in each case those standards will be implemented in accordance with the applicable requirements and guidelines of FINRA. If you do not meet the relevant suitability requirements, you will not be able to bid in the auction. Accounts at the underwriter, Zions Direct or any other broker are also subject to the customary rules of those institutions. You should contact your brokerage firm to better understand how you may submit bids in the auction.

### **Auction Bidding Process; Irrevocability of Bids**

The auction will be open from 4:30 p.m., New York City time, on April 25, 2012 until 3:00 p.m., New York City time, on April 26, 2012, unless delayed prior to commencement. Such period of time may be extended as described below. In the event that the market-clearing price reaches the maximum bid price prior to 3:00 p.m., New York City time, on April 26, 2012, then the auction will close immediately. Bids must be submitted electronically at [www.auctions.zionsdirect.com](http://www.auctions.zionsdirect.com). Each prospective bidder will be solely responsible for registering to bid at [www.auctions.zionsdirect.com](http://www.auctions.zionsdirect.com) as described above.

Unless you elect to bid indirectly through the underwriter, you will not be able to bid in the auction unless you have registered on [www.auctions.zionsdirect.com](http://www.auctions.zionsdirect.com) as described above under Registration and Qualification of Bidders; Suitability. Each bidder will be able to access the auction from 4:30 p.m., New York City time, on April 25, 2012 until 3:00 p.m., New York City time, on April 26, 2012 using the bidder ID and password obtained at the time of registration. Bidders who elect to submit bids indirectly through the underwriter rather than directly on the auction platform must submit their bids to the underwriter by 2:00 p.m., New York City time, on April 26, 2012. In the event that the market-clearing price reaches the maximum bid price prior to 3:00 p.m., New York City time, on April 26, 2012, then the auction will close immediately.

The minimum size of a bid is one note (\$1,000 principal amount). There is no maximum bid size. You will only be allowed to bid for a whole number of notes. The auction agent reserves the right, in its sole discretion (subject to consultation with the underwriter as necessary), to reject any bid by bidders without brokerage accounts with the underwriter that it deems to be manipulative, mistaken or made due to a misunderstanding of the notes on the part of the bidder or for any other reason it may determine. Bids submitted (i) directly by Underwriter Bidders may be similarly rejected by the underwriter in consultation with the auction agent and (ii) by Underwriter Bidders indirectly through the underwriter may be similarly rejected by the auction agent upon request of the underwriter. The auction agent and the underwriter reserve this right in order to preserve the integrity of the auction process.

Bidding for notes will be on the basis of the price that you are willing to pay. The auction site will permit you to place irrevocable bids at or above the minimum bid price of 98.750000% of the principal amount (or conversely, the maximum yield to maturity of 4.788%) per note and up to and including the maximum bid price of 101.500000% of the principal amount (or conversely, the minimum yield to maturity of 4.158%) per note. See Appendix A for illustrative price and yield calculations. Bidders who elect to submit bids indirectly through the underwriter rather than directly on the auction platform may submit their bids, on the same basis as described above in this paragraph, to the underwriter by 2:00 p.m., New York City time, on April 26, 2012.

Your bid will be binding on you once you submit it in accordance with the provisions described below. You will not thereafter be able to retract or cancel that bid. The auction agent will rely on your bid in setting the public offering price and in sending notices of acceptance to successful bidders. Once you have submitted a bid (whether directly or through the underwriter), you may not then lower the bid price or lower the number of notes bid for while that bid is in-the-money. You may increase the number of notes you are bidding for and you will be able to increase the bid price per note that you are willing to pay. However, if you wish to increase the number of notes for which you are bidding without improving the price, you must use an additional bid row in order to

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**Table of Contents**

preserve the time stamp of your earlier bid (unless you are a bidder who submits bids indirectly through the underwriter, in which case you will not be able to preserve the time stamp of your earlier bids). If your bid is or becomes out-of-the-money, you will be able to:

increase or decrease the number of notes you are bidding for (subject to your individual bid limit, if any); and/or

increase the bid price (or, equivalently, decrease the yield to maturity) per note that you are willing to pay.

Each bidder who submits a bid directly on the auction platform may place up to five separate, concurrent bids. Each bid may be made for different numbers of notes and for different bid prices. A bidder who has one active bid will be able to bid up to his individual bid limit in that one bid. However, if a bidder has more than one active bid, the aggregate amount of in-the-money bids (as described below) cannot exceed that bidder's individual bid limit. Any bids submitted that would cause a bidder to exceed such bidder's individual bid limit will only be accepted to the extent such bid is within such bid limit. A bidder who submits bids indirectly through the underwriter may only place one bid at any time. Such bidder may increase the total number of notes the bidder is bidding for and/or increase the bid price (or equivalently, decrease the yield to maturity) per note represented by such bid, but can only do so by submitting a new bid for the total amount for which such bidder is bidding. As a result, bidders who submit bids indirectly through the underwriter will not be able to preserve the time stamp of earlier bids.

The individual bid limit for any given bidder (other than Underwriter Bidders) is allocated first to the highest price per unit bid by such bidder multiplied by the number of notes bid at that price. Any remaining individual bid limit for that bidder is then allocated to the next highest price per unit bid by such bidder multiplied by the number of notes bid at that price, and so on until the individual bid limit assigned to that bidder has been reached. The bids of a bidder who has placed multiple bids may be deemed to be in-the-money only to the extent that (i) the bid price is at or above the market-clearing price and (ii) the aggregate dollar amount of the multiple bids that are in-the-money is less than or equal to that bidder's individual bid limit, if any. In short, the maximum number of notes that a bidder may be allocated will be those notes designated as in-the-money by the auction website.

Each separate in-the-money bid may be modified as described above in order to increase the number of notes bid for or to increase the bid price. There is no limit to the number of times that a bidder may improve an individual bid. In no event will a bidder be allowed to submit or modify a bid in a manner that would result in a reduction in that bidder's aggregate number of notes that are currently designated as in-the-money. A modification of one bid does not modify any other bid. Because each bid is independent of any other bid, each bid may result in an allocation of notes; consequently, the sum of a bidder's bid sizes should be no more than the total number of notes the bidder is willing to purchase.

You should consider all the information in this prospectus supplement, the accompanying prospectus and the documents incorporated herein and therein by reference in determining whether to submit a bid, the number of notes you are interested in purchasing and your bid price.

In connection with submitting a bid directly on the auction platform, you must log on to [www.auctions.zionsdirect.com](http://www.auctions.zionsdirect.com) and do the following:

state the number of notes that you are interested in purchasing;

state the purchase price per \$1,000 principal amount (or, equivalently, the yield to maturity) at which you are willing to purchase the notes; and

review your bid to ensure accuracy and then confirm that bid.

## **Table of Contents**

Submitting a bid is a two step process. First, bidders click **Submit** on the bid page. Second, after reviewing their bid to ensure that it is correct, bidders must confirm their bid by checking the **I confirm the bid shown in the table above** box and then clicking **Submit** on the confirmation page before the system will accept the bid and it becomes official, binding and irrevocable.

Once a bidder submits a bid to [www.auctions.zionsdirect.com](http://www.auctions.zionsdirect.com), that bid will constitute an irrevocable offer to purchase the notes (except as set forth above) on the terms provided for in the bid. By submitting a bid directly on the auction platform, a bidder agrees to receive all notifications required by law or regulation or provided for by the terms and conditions under which the notes are purchased and owned electronically at the last electronic address the bidder had provided.

The underwriter or Zions Direct may require you to deposit funds or securities in your brokerage accounts with value sufficient to cover the aggregate dollar amount of your bids. Bids may be rejected if you do not provide the required funds or securities within the required time. The underwriter or Zions Direct may, however, decide to accept successful bids regardless of whether you have deposited funds or securities in your brokerage accounts. In any case, if you are a successful bidder, you will be obligated to purchase the notes allocated to you in the allocation process and will be required to deposit funds in your brokerage accounts prior to settlement, which is expected to occur within three business days after the allocation of notes following completion of the auction.

Bidders bidding directly on the auction platform will be able to monitor the status of their bids as described more fully below. Bids submitted on [www.auctions.zionsdirect.com](http://www.auctions.zionsdirect.com) must be received before 3:00 p.m., New York City time, on April 26, 2012, unless the auction is extended as described in the next paragraph. Bids submitted through the underwriter must be received before 2:00 p.m., New York City time, on April 26, 2012.

During the final two minutes of the auction, if there is a change in the market-clearing price, the auction will automatically be extended two minutes from the time of such change. In no event will such two-minute extensions extend the auction more than a total of fifteen minutes beyond 3:00 p.m., New York City time, on April 26, 2012.

While the auction platform has been subjected to stress testing to confirm its functionality and ability to handle numerous bidders, we cannot predict the response of the potential investors to any issuance of notes pursuant to this prospectus supplement. Bidders should be aware that if enough bidders try to access the platform and submit bids simultaneously, there may be a delay in receiving and/or processing their bids. Bidders should be aware that auction website capacity limits may prevent last-minute bids from being received by the auction website and should plan their bidding strategy accordingly. We cannot guarantee that any submitted bid will be received, processed and accepted during the auction process.

The auction will be an open auction, with bidders bidding directly on the auction platform being updated on the status of their bids relative to other bidders, as described in this paragraph. At no point during the auction, however, will bidders have access to other bidders' identities. After submission and confirmation of bid quantity and price, the [www.auctions.zionsdirect.com](http://www.auctions.zionsdirect.com) web page will indicate whether that bid is at that time a successful one, or in-the-money. If a bid is in-the-money at a particular point in time during the auction, that means that, (i) if at such point in time the aggregate number of bids submitted for the notes is less than the auction amount, such bid is at or above the minimum bid price, and (ii) if at such point in time the aggregate number of bids submitted for the notes is equal to or greater than the auction amount, the in-the-money number of notes of that bidder's bid would be accepted if the auction ended at that particular time. In order for a bid to be accepted, a bid must be in-the-money at the close of the auction. In order to monitor the progress of the auction, bidders bidding directly on the auction platform may need to manually refresh the bid page to see whether their status has changed. This process will continue until the end of the auction, at which point our auction agent will review the submitted bids and determine the auction purchasers and allocations. See **Risk Factors** **Risks Related to the Auction Process** beginning on page S-13 of this prospectus supplement.

**Table of Contents****Market-Clearing Price**

All notes will be sold at the market-clearing price. If the number of notes for which bids are received in the auction is equal to or greater than 100% of the auction amount, the market clearing price for our notes in the auction will be the highest price at which the auction amount is sold. The auction agent will determine this price by moving down the list of accepted bids in descending order of bid price until the total quantity of notes bid for is greater than or equal to the auction amount.

For example, assume that 1,000 notes are being offered and that the following bidders have bid as follows:

Bidder	Number of Notes Represented by Bid	Bid Price
A	500	100.0
B	500	99.9
C	500	99.8

In this example, 100.0 is not the market-clearing price because only 500 of the notes offered could be sold at that price. Furthermore, 99.8 is not the market-clearing price because, although all of the notes being offered are sold for prices over 99.8, this is not the highest price at which all of the notes offered could be sold. Instead, all of the notes offered in this example will be sold at the higher price of 99.9. Therefore, 99.9 is the market-clearing price in this example. The entire auction amount will be sold at the market-clearing price, unless we decide, in our discretion, to refrain from selling any notes in the offering after the market-clearing price has been determined. Even the notes that were bid for at 100.0 will be sold for 99.9. In this auction, the winning bidders will pay \$999.00 for each note, which has a principal amount of \$1,000.

If the number of notes for which valid bids are received is 50% or more of the auction amount but less than 100% of the auction amount, the market-clearing price will be equal to the minimum bid price and we may (but are not required to) sell the number of notes subject to bids received in the auction. If at the end of the auction, the number of notes subject to a bid is less than 50% of the auction amount, then the offering will be cancelled and we will not issue any notes pursuant to the auction.

We caution you that the market-clearing price may have little or no relationship to the price that would be established using other indicators of value. The scenario above is an example only and should not be considered indicative of an appropriate or likely market-clearing price of the notes.

**Minimum Bid Price**

The minimum bid price will be 98.750000% of the principal amount (or conversely, the maximum yield to maturity of 4.788%) per note and the maximum bid price will be 101.500000% of the principal amount (or conversely, the minimum yield to maturity of 4.158%) per note. Any bid price below the minimum bid price or above the maximum price will be automatically rejected.

**Allocation/Time Stamp**

During the auction, notes are allocated to bids with the highest price (or, equivalently, lowest yield to maturity). Once the auction is fully subscribed, allocation of notes being auctioned is determined first by allocating notes to any bids made above the market-clearing price and second, by allocating notes made at the market-clearing price by time stamp. Bidders bidding above the market-clearing price will be allocated the entire quantity of notes for which they bid; however, in no event will a bidder be allowed to successfully bid for a greater number of notes than the lesser of (i) the number of notes that that bidder's individual bid limit, if any, would purchase at the bid prices and (ii) the total number of that bidder's bids designated as in-the-money by the auction website. In the event that multiple bidders bid at exactly the market-clearing price and the total quantity of notes for which they have bid exceeds the aggregate amount of notes not allocated to higher bidders,



**Table of Contents**

the auction agent will allocate the remaining notes to the bids with the earliest time stamp. The notes will first be allocated to the bid with the earliest time stamp, then to the bid with the next earliest time stamp, and so on until all of the notes being offered are allocated to bidders. Thus, if your bid price equals the market-clearing price, you will be allocated notes only to the extent that notes have not been allocated to bidders with higher bid prices or to other bidders who bid at the market-clearing price with an earlier time stamp. To preserve the bidder's earliest time stamp, a bidder will be required to use an additional bid row to increase the number of notes bid for without improving the price (unless you are a bidder who submits bids indirectly through the underwriter, in which case you will not be able to preserve the time stamp of your earlier bids).

For example, assume again that 1,000 notes are being offered and that the following bidders have again bid as follows:

<b>Bidder</b>	<b>Notes Represented by Bid</b>	<b>Notes Allocated</b>	<b>Bid Price</b>	<b>Time Stamp</b>
A	400	400	100.0	11:00 a.m.
B	400	400	99.9	10:00 a.m.
C	400	200	99.9	10:30 a.m.
D	400	0	99.9	10:31 a.m.

In this example, 99.9 is the market-clearing price because it is the highest price at which all of the notes offered could be sold. Therefore, Bidder A is allocated all 400 notes bid for because Bidder A's bid was higher than the market-clearing price. This leaves 600 notes to be allocated to the bidders that bid at the market-clearing price. Bidder B, Bidder C and Bidder D bid for an aggregate of 1,200 notes at the same price. However, Bidder B has a time stamp that is earlier than Bidder C's time stamp and Bidder C's time stamp is earlier than Bidder D's time stamp. Therefore, the remaining 600 notes are allocated first to Bidder B and the remaining notes are allocated to Bidder C. Bidder D receives no notes. This scenario is an example only and should not be considered indicative of an appropriate or likely market-clearing price for the notes.

In the event that a single bidder bids at the market-clearing price or market-clearing yield to maturity but the available quantity is less than that for which the bidder bid, the bidder will receive only the available quantity.

We reserve the right to alter the method of allocation of the notes as we deem necessary to ensure a fair and orderly distribution. The auction agent reserves the right, in its sole discretion (subject to consultation with the underwriter as necessary), to reject any bid by bidders without brokerage accounts with the underwriter that it deems to be manipulative, mistaken or made due to a misunderstanding of the notes on the part of the bidder or for any other reason it may determine. Bids submitted (i) directly by Underwriter Bidders may be similarly rejected by the underwriter in consultation with the auction agent and (ii) by Underwriter Bidders indirectly through the underwriter may be similarly rejected by the auction agent upon request of the underwriter. The auction agent and the underwriter reserve this right in order to preserve the integrity of the auction process. We further reserve the right to reject all bids, if we are unable to sell all of the notes offered in this auction, or for any other reason. You will not be entitled to an allocation of notes, even if your bid is in-the-money at the time the auction closes, until our auction agent has reviewed the results of the auction and you are informed that your bid or bids have been accepted.

We may decide not to sell any notes in the auction process, regardless of the market-clearing price, even if bids are received for the entire auction amount. If the number of notes for which bids are received is at least 50% but less than 100% of the auction amount and we elect to sell notes, then each bidder will be allocated the aggregate number of notes represented by such bidder's bids. If at the end of the auction, the number of notes subject to a bid is less than 50% of the auction amount, then the offering will be cancelled and we will not issue any notes pursuant to the auction.

## **Table of Contents**

### **Results of Auction and Bid Acceptance**

As soon as practicable after the auction has ended, Zions Direct will, either directly or through the underwriter, notify via telephone or e-mail each successful bidder who was awarded notes in the auction, which notice shall specify at a minimum (i) that the auction has closed; (ii) that such bidder's bid has, or bids have, been accepted; (iii) the number of the notes that have been allocated to such winning bidder; and (iv) the market-clearing price to be paid for such notes. As a result of the varying delivery times involved in sending e-mails over the Internet or other methods of delivery, you may receive notices of acceptance before or after other bidders. If you submit a successful bid or bids, you will be obligated to purchase the notes allocated to you regardless of whether you are aware that the notice of acceptance of your bid or bids has or have been sent. The auction agent will also cause the results of the auction to be posted on the website.

### **Settlement and Payment**

We expect the settlement date to occur three business days after the trade date. Settlement and payment terms will occur as specified pursuant to the terms of each bidder's respective brokerage account with Zions Direct, Inc. or Deutsche Bank Securities Inc., as applicable.

### **Material Developments**

During the course of the auction, you should monitor your relevant e-mail accounts, telephone and facsimile for notifications related to the offering, which may include:

*Notice of Additional Information by Free Writing Prospectus.* Additional information relating to the offering or Zions may become available during the course of the auction in a free writing prospectus.

*Potential Request for Reconfirmation.* If material information becomes available during the course of the auction, you (or your broker, if you submitted your bid through a broker) may be requested to reconfirm your bid, although none of us, the auction agent or the underwriter is under any obligation to reconfirm bids for any reason. If you are requested to reconfirm your bid and fail to do so in a timely manner, your bid may be deemed withdrawn. However, your bid may be accepted even if it has not been reconfirmed.

*Potential Notice of Cancellation.* If material information relating to Zions becomes available during the course of the auction, Zions may choose to cancel the auction.

**Table of Contents****UNDERWRITING (CONFLICTS OF INTEREST)**

We and the underwriter for the offering have entered into an underwriting agreement with respect to the notes. Subject to the terms and conditions of the underwriting agreement, the underwriter has agreed to purchase the principal amount of notes indicated in the following table:

	Underwriter	Principal Amount of Notes
	Deutsche Bank Securities Inc.	\$ 100,000,000
Total		\$ 100,000,000

The underwriting agreement provides that the obligation of the underwriter to purchase the notes offered hereby is subject to certain conditions precedent and that the underwriter will purchase all of the notes we determine to sell, if any. The number of notes that we may determine to sell will depend, in part, upon the success of the auction process. See *The Auction Process Allocation* in this prospectus supplement.

The underwriter plans to offer the notes for sale pursuant to the auction process described above under *The Auction Process*. Notes sold by the underwriter to the public will be sold at the market-clearing price and to the persons determined through that auction process. During the auction period, bids may be placed at any price at or above the minimum bid price of 98.750000% of the principal amount (or conversely, the maximum yield to maturity of 4.788%) per note and up to and including the maximum bid price of 101.500000% of the principal amount (or conversely, the minimum yield to maturity of 4.158%) per note. The offering of the notes by the underwriter is subject to receipt and acceptance and subject to the underwriter's right to reject any order in whole or in part. As described under *The Auction Process*, we may decide not to sell any notes in the auction process, regardless of the market-clearing price set in the auction process.

Any notes sold by the underwriter to securities dealers may be sold at a discount from the public offering price of up to 0.35% of the principal amount of notes. Any such securities dealers may resell any notes purchased from the underwriter to certain other brokers or dealers at a discount from the public offering price of up to 0.125% of the principal amount of notes. If all the notes are not sold at the public offering price, the underwriter may change the offering price and the other selling terms.

The notes will have the same CUSIP number as, and upon settlement will be fungible with, the \$300,000,000 in aggregate principal amount of notes in the same series that we have previously issued. There is no established active trading market for the notes. We have been advised by the underwriter that the underwriter intends to make a market in the notes but is not obligated to do so and may discontinue market making at any time without notice. No assurance can be given as to the liquidity of the trading market for the notes.

The table below shows the price and proceeds on a per note and aggregate basis. The underwriting discounts and commissions are 0.75% of the public offering price. We have agreed to pay the underwriter the underwriting discounts and commissions set forth in the table below. The proceeds to be received by us, as shown in the table below, do not reflect estimated expenses payable by us.

	Per Note	Aggregate Amount
Public offering price	100.249372%	\$ 100,249,372
Underwriting discounts and commissions	0.75%	\$ 750,000
Proceeds, before expenses, to Zions Bancorporation	99.499372%	\$ 99,499,372

Upon the completion of this offering, the underwriter will pay Zions Direct a fee of \$65,000 for providing auction services in respect of this offering.

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**Table of Contents**

We estimate that our share of the total expenses of the offering of the notes, excluding underwriting discounts and commissions, will be approximately \$452,000. All expenses of this offering will be paid by us. These expenses include the SEC's filing fees and fees under state securities or blue sky laws.

In connection with the offering and any subsequent market-making activities, the underwriter may purchase and sell notes in the open market. These transactions may include short sales, stabilizing transactions and purchases to cover positions created by short sales. Short sales involve the sale by the underwriter of a greater number of notes than it is required to purchase in the offering. Stabilizing transactions consist of certain bids or purchases made for the purpose of preventing or retarding a decline in the market price of the notes while the offering is in progress.

These activities by the underwriter, as well as other purchases by the underwriter for its own account, may stabilize, maintain or otherwise affect the market price of the notes. As a result, the price of the notes may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the underwriter at any time. These transactions may be effected in the over-the-counter market or otherwise.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a relevant Member State), the underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that relevant Member State (the relevant implementation date) it has not made and will not make an offer of notes which are the subject of the offering contemplated by this prospectus supplement to the public in that relevant Member State, except that an offer to the public in that relevant Member State other than to any legal entity which is a qualified investor as defined in the Prospectus Directive.

For the purposes of this provision, the expression an offer of notes to the public in relation to any notes in any relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe the notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

Each person in a relevant Member State who receives any communication in respect of, or who acquires any notes under, the offers contemplated in this prospectus supplement will be deemed to have represented, warranted and agreed to and with us or the underwriter that:

- (1) it is a qualified investor within the meaning of the law in that relevant Member State implementing Article 2(1)(e) of the Prospectus Directive; and
- (2) in the case of any notes acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (i) the notes acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any relevant Member State other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of the underwriter has been given to the offer or resale; or (ii) where notes have been acquired by it on behalf of persons in any relevant Member State other than qualified investors, the offer of those notes to it is not treated under the Prospectus Directive as having been made to such persons.

The underwriter has represented and agreed that:

- (1) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of

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**Table of Contents**

Section 21 of the Financial Services and Markets Act 2000 (the FSMA ) received by it in connection with the issue or sale of the notes in circumstances in which Section 21(1) of the FSMA does not apply to us; and

- (2) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the notes in, from or otherwise involving the United Kingdom.

This communication is only being distributed to and is only directed at (1) persons who are outside the United Kingdom or (2) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order ) or (3) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as relevant persons ). The notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

The notes may not be offered or sold by means of any document other than (1) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), or (2) to professional investors within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (3) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the notes may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to the notes which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

The notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the Financial Instruments and Exchange Law ) and the underwriter has agreed that it will not offer or sell any notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for reoffering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

This prospectus supplement and the accompanying prospectus have not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement, the accompanying prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the notes may not be circulated or distributed, nor may the notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (1) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the SFA ), (2) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (3) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the notes are subscribed or purchased under Section 275 by a relevant person which is: (1) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (2) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the notes under Section 275 except: (i) to an institutional investor under Section 274 of the

## **Table of Contents**

SFA to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (ii) where no consideration is given for the transfer; or (iii) by operation of law.

We have agreed to indemnify the underwriter against certain liabilities, including liabilities under the Securities Act, or contribute to payments the underwriter may be required to make in respect thereof.

The underwriter and its affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The underwriter and certain of its affiliates have performed various banking, investment banking, custodial and financial advisory services for us and our affiliates, from time to time, for which they have received customary fees and expenses, and the underwriter may provide such services for us and our affiliates in the future, for which it may receive fees and expenses.

In the ordinary course of their various business activities, the underwriter and its affiliates may make or hold a broad array of investments, including serving as counterparties to certain derivative and hedging arrangements, and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the issuer. The underwriter and its affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

### **Conflict of Interest**

Zions Direct is the auction agent in connection with this offering and is an affiliate of Zions Bancorporation. As such, Zions Direct has a conflict of interest in this offering within the meaning of FINRA Rule 5121. Consequently, the offering is being conducted in compliance with the provisions of Rule 5121. The sole book-running manager for this offering, Deutsche Bank Securities Inc. does not have a conflict of interest and meets the requirements of Rule 5121(f)(12)(E). Zions Direct is not permitted to place bids in this offering with respect to an account over which it exercises discretionary authority without the prior specific written approval of the account holder.

### **Purchases for Customer Accounts**

Other affiliates of ours, including Zions First National Bank's Liquid Asset Management Department, Zions First National Bank's Trust Department and/or Contango Capital Advisors, Inc., may make purchases of (or submit bids for) the notes for the accounts of certain customers who have provided to such affiliate or department of such affiliate specific written instructions authorizing it to do so. If any affiliate of ours submits bids for the notes, the market-clearing price may be higher due to the participation of such affiliate in the auction, which may benefit us.

### **VALIDITY OF NOTES**

The validity of the notes offered hereby will be passed upon for us by Callister Nebeker & McCullough, a Professional Corporation, Salt Lake City, Utah. Sullivan & Cromwell LLP, Los Angeles, California will pass upon certain matters relating to this offering for us. Cleary Gottlieb Steen & Hamilton LLP, New York, New York, will pass upon certain matters relating to this offering for the underwriter.

**Table of Contents**

**EXPERTS**

Ernst & Young LLP, an independent registered public accounting firm, has audited our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2011, and the effectiveness of our internal control over financial reporting as of December 31, 2011, as set forth in their reports, which are incorporated by reference in this prospectus supplement and elsewhere in the registration statement. Our consolidated financial statements and our management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2011 are incorporated by reference in reliance on Ernst & Young LLP's reports, given on their authority as experts in accounting and auditing.

S-45

**Table of Contents****Appendix A****Pricing/Indicative Yield Calculations**

<b>Coupon</b>	<b>Price</b>	<b>Indicative Yield*</b>
4.50%	\$98.750000	4.788%
4.50	99.000000	4.730
4.50	99.250000	4.672
4.50	99.500000	4.614
4.50	99.750000	4.557
4.50	100.000000	4.499
4.50	100.250000	4.442
4.50	100.500000	4.385
4.50	100.750000	4.328
4.50	101.000000	4.271
4.50	101.250000	4.214
4.50	101.500000	4.158

\* (i) Assumes a settlement date for the notes of May 1, 2012 and (ii) does not take into account the payment for interest that has accrued on the notes from and including March 27, 2012 up to, but not including, the settlement date of these notes that purchasers will be required to pay on the settlement date.



**Table of Contents**

Prospectus

**Zions Bancorporation**

**Debt Securities**

**Warrants or Other Rights**

**Stock Purchase Contracts**

**Units**

**Common Stock**

**Preferred Stock**

**Depository Shares**

**Zions Capital Trust C**

**Zions Capital Trust D**

**Capital Securities**

**As fully and unconditionally**

**guaranteed as described herein by Zions Bancorporation**

Zions Bancorporation and the Issuer Trusts from time to time may offer to sell the securities listed above. The debt securities, warrants, rights, purchase contracts and preferred stock may be convertible into or exercisable or exchangeable for common or preferred stock or other securities of the Company or debt or equity securities of one or more other entities. The common stock of the Company is quoted on the Nasdaq Global Select Market under the symbol ZION.

Zions Bancorporation and the Issuer Trusts may offer and sell these securities to or through one or more underwriters, dealers and/or agents on a continuous or delayed basis.

This prospectus describes some of the general terms that may apply to these securities and the general manner in which they may be offered. The specific terms of any securities to be offered, and the specific manner in which they may be offered, will be described in one or more supplements to this prospectus. Such supplements may also add to, update or change information contained in this prospectus.

**Investing in these securities involves risks. See Risk Factors section beginning on page 6 of this prospectus.**

**These securities will not be savings accounts, deposits or other obligations of any bank or non-bank subsidiary of ours and are not insured by the Federal Deposit Insurance Corporation (the FDIC ), the Board of Governors of the Federal Reserve System (the Federal Reserve Board ) or any other governmental agency.**

**Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

**This prospectus is dated April 4, 2011.**

**Table of Contents**

**TABLE OF CONTENTS**

<u>About This Prospectus</u>	1
<u>Where You Can Find More Information</u>	2
<u>Disclosure Regarding Forward-Looking Statements</u>	4
<u>Risk Factors</u>	6
<u>Use of Proceeds</u>	7
<u>Description of Debt Securities We May Offer</u>	8
<u>Description of Warrants or Other Rights We May Offer</u>	30
<u>Description of Stock Purchase Contracts We May Offer</u>	35
<u>Description of Units We May Offer</u>	36