

ZIONS BANCORPORATION /UT/
Form 8-K
June 03, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 3, 2010 (May 28, 2010)

ZIONS BANCORPORATION
(Exact name of registrant as specified in its charter)

UTAH
(State of Incorporation)

001-12307
(Commission File Number)

87-0227400
(IRS Employer Identification No.)

ONE SOUTH MAIN, 15th
FLOOR,
SALT LAKE CITY, UTAH
(Address of principal executive
offices)

84133
(Zip Code)

Registrant's telephone number, including area code 801-524-4787

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13a-4(c))

ITEM 5.07 Submission of Matters to a Vote of Security Holders

Zions Bancorporation (the “Company”) held its Annual Meeting of the Stockholders on May 28, 2010. At the meeting, stockholders elected three directors for the term of one year. In addition, stockholders approved the amendment to the Company’s Restated Articles of Incorporation to increase the number of authorized preferred shares with a corresponding increase in its number of authorized shares; ratified the appointment of Ernst & Young LLP as the Company’s independent auditor; approved, on a non binding advisory basis, the compensation paid to the Company’s executive officers named in the proxy statement with respect to the fiscal year ended December 31, 2009; voted against a proposal that the Board adopt a policy to separate the positions of Chairman of the Board and CEO; and voted against a shareholder proposal that the Board adopt a “Say on Pay” policy. A shareholder proposal that the Board adopt a policy prohibiting employment discrimination based on sexual orientation or gender identity or expression was withdrawn and was not presented for a vote.

The results were as follows:

1. Election of three (3) director nominees for a one-year term.

| Director | Votes For | Votes Against | Abstentions |
|-----------------------|-------------|---------------|-------------|
| Roger B. Porter | 103,520,241 | 8,315,379 | 20,462,468 |
| L. E. Simmons | 106,509,558 | 5,332,659 | 20,455,871 |
| Steven C. Wheelwright | 106,813,725 | 5,028,540 | 20,455,823 |

2. Approval of amendment to the Company’s Restated Articles of Incorporation to increase the number of authorized preferred shares with a corresponding increase in the number of authorized shares.

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 86,095,488 | 25,831,482 | 20,371,118 |

3. Ratification of the appointment of Ernst & Young LLP as the Company’s Independent Auditor.

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 30,334,215 | 1,747,298 | 216,575 |

4. Approval, on a nonbinding advisory basis, of the compensation paid to the company’s executive officers named in the proxy statement with respect to the fiscal year ended December 31, 2009.

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 26,599,183 | 3,946,484 | 1,752,421 |

5. Shareholder proposal that the Board adopt a policy prohibiting employment discrimination based on sexual orientation or gender identity or expression was withdrawn and was not presented for a vote.

6. Shareholder proposal that the Board adopt a policy to separate the positions of Chairman of the Board and CEO.

| Votes For | Votes Against | Abstentions |
|-----------|---------------|-------------|
| 5,843,856 | 65,692,164 | 20,762,068 |

7. Shareholder proposal that the Board adopt a "Say on Pay" policy.

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 33,306,970 | 70,524,728 | 28,466,390 |

Item 9.01 Exhibits

Set forth below is a list of Exhibits included as part of this Current Report:

3.1 Amendment to the Company's Restated Articles of Incorporation, filed with the Utah Division of Corporations and Commercial Code on June 2, 2010.

SIGNATURES

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

ZIONS BANCORPORATION

Date: June 3, 2010

By: /s/ THOMAS E. LAURSEN
Name: Thomas E. Laursen
Title: Executive Vice President and
General Counsel