ZIONS BANCORPORATION /UT/
Form 424B3
September 22, 2010
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Registration Statement No. 333-158319

The information in this prospectus supplement is not complete and may be changed. This prospectus supplement and the accompanying prospectus are not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION DATED SEPTEMBER 21, 2010

Prospectus Supplement to Prospectus dated March 31, 2009.

Zions Bancorporation

7,000,000 Warrants

to Purchase Common Stock

Zions Bancorporation is offering to sell up to 7,000,000 warrants, each of which initially represents the right to purchase one share of our common stock, no par value, at an initial exercise price equal to $36.63. Both the exercise price and the number of shares that a warrant confers the right to purchase are subject to adjustment from time to time in the manner described in this prospectus supplement. The warrants expire on May 22, 2020.

This is a reopening of the series of warrants that we initially issued on May 25, 2010. As of the date of this prospectus, there were 22,281,640 such warrants issued and outstanding, not including the warrants offered by this prospectus supplement. All of the warrants being offered hereby are part of the same series of the warrants that were initially issued on May 25, 2010. Upon settlement, the warrants offered by this prospectus supplement will be fungible with the 22,281,640 warrants described above.

The warrants and our common stock are listed on the Nasdaq Global Select Market (the Nasdaq) under the symbols ZIONW and ZION, respectively. On September 21, 2010, the last reported sale price of the warrants and our common stock on the Nasdaq was $6.72 per warrant and $21.58 per share, respectively.

The public offering price and the allocation of the warrants 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 (in increments of $0.01) at or above the minimum bid price of 75% of the September 22, 2010 last sale price of the existing warrants (but in no event less than $4.00) per warrant and up to and including the maximum bid price of $8.00 per warrant. Bids below the minimum bid price or above the maximum bid price will not be accepted. The minimum size for any bid is 1 warrant. If we decide to sell the warrants being offered, the public offering price of the warrants will equal the market-clearing price. If bids are received for 100% or more of the offered warrants, the market-clearing price will be equal to the highest price at which 100% of the offered warrants can be sold in the auction, and we may (but are not required to) sell all of the warrants offered during the auction process at the market-clearing price. If bids are received for at least 50% but less than 100% of the offered warrants, then the market-clearing price will be equal to the minimum bid price of 75% of the September 22, 2010 last sale price of the existing warrants (but in no event less than $4.00) per warrant, and we may (but are not required to) sell, at such price, as many warrants as we choose to sell (but in no event less than an amount equal to 50% of the offered warrants) up to the number of bids received in the auction. If at the end of the auction, the number of warrants subject to a bid is less than 50% of the offered warrants, then the offering will be cancelled and we will not issue any warrants in this offering. **Even if bids are received for all of the warrants, we may decide not to sell any warrants, 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 warrants. You must be able to understand and bear the risk of an investment in the warrants and should be experienced with respect to options and option transactions. You should reach an investment decision only after careful consideration, with your advisers, of the suitability of the warrants in light of your particular financial circumstances and the information in this prospectus supplement. **The warrants involve a high degree of risk, are not appropriate for every investor and may expire worthless.**

Investing in the warrants involves certain risks. See Risk Factors beginning on page S-9 of this prospectus supplement to read about certain factors you should consider before buying the warrants.

None of the Securities and Exchange Commission, any state securities commission, the Federal Deposit Insurance Corporation, the Board of Governors of the Federal Reserve System or any other regulatory body has approved or disapproved of these securities or determined if this document is truthful or complete. Any representation to the contrary is a criminal offense.

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 Board of Governors of the Federal Reserve System or any other governmental agency.

	Per Warrant	Total
Public offering price	$	$
Underwriting discounts and commissions	$	$
Proceeds, before expenses, to Zions Bancorporation(1)	$	$

(1) The underwriter has agreed to pay a fee of 1% of the aggregate public offering price to Zions Direct, Inc. in its capacity as the auction agent in connection with this offering. Zions Direct, Inc. may also receive selling concessions. See Underwriting.

The underwriter expects to deliver the warrants in book-entry form only, through the facilities of The Depository Trust Company, against payment on or about , 2010.

Goldman, Sachs & Co.

Prospectus Supplement dated , 2010.

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Prospectus Supplement

Prospectus

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 warrants 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.

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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 (the 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 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 warrants 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. References herein to $ and dollars are to the currency of the United States. In this prospectus supplement and the accompanying prospectus, except as otherwise indicated, the terms Company, Zions, we, us, and our refer to Zions Bancorporation and its subsidiaries, and common stock ref the common stock, no par value, of Zions Bancorporation.

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.

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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, exp 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 political and economic conditions, including without limitation the political and economic effects of the current economic crisis, delay of recovery from the current economic crisis 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 we conduct 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 Board of Governors of the Federal Reserve Board System and the Federal Deposit Insurance Corporation (the FDIC);

our participation or lack of participation in governmental programs implemented under the Emergency Economic Stabilization Act of 2008, as amended (EESA) and the American Recovery and Reinvestment Act (ARRA), including without limitation the Troubled Asset Relief Program (TARP) and the Capital Purchase Program (CPP) and the impact of such programs and related regulations on us and on international, national and local economic and financial markets and conditions;

the impact of the EESA and the ARRA and related rules and regulations and changes in those rules and regulations, on the business operations and our competitiveness and that of other participating American financial institutions, including the impact of the executive compensation

- limits of these acts, which may impact our ability and the ability of other participating American financial institutions to retain and recruit executives and other personnel necessary for their businesses and competitiveness;
- the impact of the financial reform bill, known as the Dodd-Frank Wall Street Reform and Consumer Protection Act, and rules and regulations thereunder;
- continuing consolidation in the financial services industry;
- new litigation or changes in existing litigation;
- 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;
- demand for financial services in our market areas;
- inflation and deflation;
- technological changes and our implementation of new technologies;
- our ability to develop and maintain secure and reliable information technology systems;
- legislation or regulatory changes which adversely affect our operations or business;
- our 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, 2009 and in our most recent Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010 and June 30, 2010, 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.

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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. Information that Zions Bancorporation files with the SEC after the date of this prospectus supplement will automatically modify and supersede the information included or incorporated by reference in this prospectus supplement and the accompanying prospectus to the extent that the subsequently filed information modifies or supersedes the existing information. We incorporate by reference into this prospectus supplement:

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2009;
- our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010 and June 30, 2010;
- our Current Reports on Form 8-K filed on January 5, 2010, January 25, 2010, February 19, 2010, March 1, 2010 (both Current Reports), March 30, 2010, April 19, 2010 (both Current Reports), May 19, 2010, May 25, 2010, June 3, 2010, June 8, 2010, June 15, 2010, June 18, 2010, June 21, 2010, July 29, 2010 and August 18, 2010 (except in each case, any information that has been deemed to be furnished and not filed, and any exhibits related thereto);
- the description of our common stock set forth in our registration statement on Form 10 filed January 13, 1992 pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment or report filed with the SEC for the purpose of updating such description; and
- the description of the warrants set forth in our registration statement on Form 8-A, dated May 25, 2010, filed pursuant to Section 12 of the Exchange Act, including any amendment or report filed with the SEC for the purpose of updating such description.

In addition, all reports and other documents we subsequently file pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement until this offering has been completed (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 to be part of this prospectus supplement from the date of the filing of such reports and documents. Any statement contained in this prospectus supplement 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 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.

You may request a copy of any of these filings at no cost by writing to or telephoning us at the following address and telephone number:

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 http://www.zionsbancorporation.com. Our web site does not form a part of this prospectus supplement or the accompanying prospectus.

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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 warrants, as well as the other considerations that are important to you in making a decision about whether to invest in the warrants.

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 in ten Western and Southwestern states with a total of 493 domestic branches as of June 30, 2010. We provide a full range of banking and related services through our banking and other subsidiaries, primarily in Utah, California, Texas, Arizona, Nevada, Colorado, New Mexico, Idaho, Washington and Oregon. Full-time equivalent employees totaled 10,543 as of June 30, 2010.

We focus on providing community-minded banking services by continuously strengthening our core business lines of 1) small, 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. Each of our banks operates under a different name and each has 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, installment loans, home equity lines of credit, checking accounts, savings accounts, time certificates 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 a subsidiary, Contango Capital Advisors, Inc., and online brokerage services through Zions Direct, Inc.

In addition to these core businesses, we have built specialized lines of business in capital markets, public finance and certain financial technologies, 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 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.

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Recent Developments

As disclosed in a Form 8-K filing on July 29, 2010, we have entered into a total return swap and related interest rate swaps (TRS) with Deutsche Bank AG (Deutsche Bank) relating to a portfolio of $1.16 billion notional amount of our bank and insurance trust preferred collateralized debt obligations (CDOs). As a result of the TRS, Deutsche Bank will assume all of the credit risk of this CDO portfolio, providing timely payment of all scheduled payments of interest and principal when contractually due to the Company (without regard to acceleration or deferral events). We can cancel the TRS quarterly after the first year and remove individual securities on or after the end of the sixth year. Additionally, with the consent of Deutsche Bank, we can transfer the TRS to a third party in part or in whole. Deutsche Bank cannot cancel the TRS except in the event of nonperformance by the Company and under certain other circumstances customary to International Swap Dealer Association (ISDA) swap agreements.

This transfer of credit risk is expected to reduce the Company s regulatory capital risk weighting for these investments. The underlying securities were originally rated primarily A and BBB and currently carry some of the highest risk-weightings of the securities in the Company s portfolio. As a result, the transaction is expected to result in a reduction of regulatory risk-weighted assets and improve the Company s risk-based capital ratios.

This transaction does not qualify for hedge accounting and will not change the accounting for the underlying securities, including the quarterly analysis of other-than-temporary impairment (OTTI) and other comprehensive income (OCI). Further, we will not recognize any gain or loss on the securities as a result of entering into the TRS. Because the transaction does not qualify for hedge accounting and the transaction will not change the accounting for the underlying securities, future potential OTTI, if any, associated with the underlying securities may not be offset by any valuation adjustment on the swap in the quarter in which OTTI is recognized and OTTI changes could result in reductions in our regulatory capital ratios, which could be material.

Both the fair value of the securities and the fair value of the TRS are dependent upon the projected credit-adjusted cash flows of the securities. Absent major changes in these projected cash flows, we do not expect the value of the TRS to change significantly from what is expected to be a negative initial valuation. The negative initial valuation is expected to be approximately $23 million, which is equal to the costs to the Company under the TRS during the first year (that is, during the period that we are unable to cancel the transaction).

Including the $23 million and structuring costs of $12 million for the transaction, we expect to incur $35 million of costs in the first year of the transaction.

After the first year of the transaction, we expect to incur subsequent net quarterly expenses of approximately $5.3 million under the TRS, including related interest rate swaps and scheduled payments of interest on the underlying CDOs, as long as the TRS remains in place for this CDO portfolio. The payments under the transaction generally include or arise from (1) payments by Deutsche Bank to the Company of all scheduled payments of interest and principal when contractually due to the Company, and payment by the Company to Deutsche Bank of a fixed quarterly or semiannual guarantee fee based on the notional amount of the CDO portfolio in the transaction; (2) an interest rate swap pursuant to which Deutsche Bank pays the Company a fixed interest rate and the Company pays to Deutsche Bank a floating interest rate (generally three-month LIBOR) on the notional amount of the CDO portfolio in the transaction; and (3) a third swap between the Company and Deutsche Bank included in the transaction in order to hedge each party s exposure to change in interests rates over the life of the transaction. In addition, under the terms of the transaction, payments

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from the CDOs will continue to be made to the Company and retained by the Company; this recovery amount, plus assumed reinvestment earnings at an imputed interest rate, generally three-month LIBOR, will offset principal payments that Deutsche Bank would otherwise be required to make.

The net economic result of the payment streams described in the preceding paragraph is the approximate $5.3 million per quarter noted above. Our estimated quarterly expense amount would be impacted by, among other things, changes in the composition of the CDO portfolio included in the transaction and changes over time in the forward LIBOR rate curve. Payments under the third swap begin on the second payment date of each covered security. If the forward LIBOR rates projected in mid-July occur, no net payment will be due by either party under this third swap. If rates increase more than projected, the payment will be to the Company from Deutsche Bank and if less than projected the payment will be the reverse. The Company s costs are also subject to adjustment in the event of future changes in regulatory requirements applicable to Deutsche Bank, if we do not then elect to terminate the transaction. Should such cost increases occur in the first year, we may cancel the transaction with no payment due beyond the liability already incurred. Termination by the Company for such regulatory changes applicable to Deutsche Bank after year one will result in no payment by the Company.

At the end of every quarter, we expect to complete a valuation process, which is expected to result in a Level 3 fair valuation for the TRS. The process is expected to utilize valuation inputs from two sources:

(1) The Company will build on its fair valuation process for the underlying CDO portfolio and utilize those same projected cash flows to quantify the extent and timing of payments to be received from the trustee related to each CDO and in aggregate. These cash flows, plus assumed reinvestment earnings, constitute a recovery amount, the extent of which will offset Deutsche Bank s required principal payments. The internal valuation is expected to utilize the Company s estimate of each of the cash flows to/from each leg of the derivative and from each covered CDO through maturity and also through the first date on which we may terminate. For valuation purposes, we will assume that a market participant would cancel the TRS at the first opportunity if the TRS did not have a positive value based on the best estimates of cash flows through maturity. Consequently the fair value would be expected to be approximately the amount of required payments up to the earliest termination date.

(2) A valuation from market participants, if any or as applicable, which may constitute an observable input from a market participant in possession of all relevant terms and costs of the TRS structure.

We will need to consider the observable input or inputs from market participants as well as the result of our internal model in determining the fair value of the TRS each quarter.

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THE OFFERING

Issuer	Zions Bancorporation.
Warrants Offered	7,000,000 warrants, each of which initially represents the right to purchase one share or our common stock, no par value, at an initial exercise price equal to $36.63. The number of warrants sold may depend on the number of bids received in the auction described below. See Auction Process in this prospectus supplement.

The warrants can be exercised at any time prior to 5:00 p.m., New York City time, on May 22, 2020 (the expiration date). Any warrants not exercised prior to the expiration date will be automatically exercised on the expiration date under certain circumstances as described under Description of Warrants Exercise and Settlement of the Warrants.

As used in this prospectus supplement, the number of underlying shares means the number of shares of our common stock that a warrant confers the right to purchase, which is initially one share, subject to adjustment. The number of shares to which a warrantholder is entitled upon exercise of a warrant differs from the number of underlying shares by virtue of the net share settlement calculation. Upon exercise, a warrantholder will receive, on the settlement date for the warrants being exercised, a number of shares of our common stock equal to the sum of the daily settlement amounts (as defined herein) for each of the ten consecutive trading days during the related calculation period (as defined herein), together with cash in lieu of any fractional shares. See Description of Warrants Exercise and Settlement of the Warrants. In addition, upon exercise in connection with a designated event or an accounting event, we may be required to increase the number of shares to which a warrantholder is entitled with respect to such exercised warrants as described in this prospectus supplement. See Description of the Warrants Exercise of Warrants upon a Designated Event and Description of the Warrants Exercise of Warrants upon an Accounting Event. Notwithstanding the foregoing, in no event will the number of shares of common stock deliverable to the warrantholder as a result of the net share settlement calculation or as a result of a designated event or accounting event, individually or in aggregate, exceed the number of underlying shares.

Common Stock Outstanding After this Offering	177,198,515 shares of common stock.

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The number of shares of common stock outstanding immediately after the closing of this offering is based on the number of shares of common stock outstanding as of September 17, 2010. Unless otherwise indicated, the number of shares of common stock outstanding after this offering excludes

- up to 7,000,000 shares initially issuable upon exercise of the warrants offered by this prospectus supplement,
- 22,281,640 shares initially issuable upon exercise of the warrants issued by the Company on May 25, 2010,
- an aggregate of up to $124,500,745.08 in common stock that may be sold from time to time at market prices under our equity distribution program pursuant to equity distribution agreements, dated as of August 18, 2010, with each of Deutsche Bank Securities Inc. and Goldman, Sachs & Co., through which we may offer and sell up to an aggregate of $200,000,000 of our common stock,
- 5,789,909 shares of our common stock issuable upon exercise of outstanding warrants issued to the U.S. Treasury under TARP, and
- 7,734,800 shares of our common stock issuable upon the exercise of stock options awards as of September 17, 2010.

Auction Process	The public offering price and the allocation of the warrants in this offering will be determined through an online auction process conducted by Zions Direct, Inc. (Zions Direct), in its capacity as the auction agent. The auction will entail a modified Dutch auction mechanic 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 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 and Price Increments	This offering will be made using an auction process in which prospective purchasers are required to bid for the warrants 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 (in increments of $0.01) at or above the minimum bid price of 75% of the September 22, 2010 last sale price of the existing warrants (but in no event less than $4.00) per warrant up to and including the maximum bid price of $8.00 per warrant. Bids below the minimum bid price or above the maximum bid price will not be accepted.

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Minimum Bid Size	1 warrant
Bid Submission Deadline	We will announce the auction at 8:00 a.m., New York City time, on September 22, 2010 so that prospective holders will have time to take the necessary steps to become registered qualified bidders. The auction will then commence at 4:15 p.m., New York City time on September 22, 2010 and will close at 6:30 p.m., New York City time, on that same day, subject to a single two-minute extension as described under The Auction Process Auction Bidding Process; Irrevocability of Bids (the submission deadline). Zions and Goldman, Sachs & Co. may in their discretion determine to delay 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 date, if any. See The Auction Process.
Irrevocability of Bids	Bids that have been submitted will constitute an irrevocable offer to purchase the warrants on the terms provided for in the bid. See The Auction Process.
Market-Clearing Price	The price at which the warrants 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 warrants for which valid bids are received is equal to or greater than the number of warrants offered hereby (the Auction Amount), the market-clearing price for the warrants 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 order of bid price until the total quantity of warrants bid for is greater than or equal to the Auction Amount. Bids made at such market-clearing price may experience pro-rata allocation.

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 75% of the September 22, 2010 last sale price of the existing warrants (but in no event less than $4.00) per warrant.

If at the time of the submission deadline, the number of warrants subject to a bid is less than 50% of the Auction Amount, then the offering will be cancelled and we will not issue any warrants in this offering.

Even if bids are received for 100% or more of the Auction Amount, we may decide not to sell any warrants, regardless of

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	the market-clearing price set in the auction process. If we decide to sell warrants in the auction process, after we confirm acceptance of the market-clearing price (and, in the case where bids are received for at least 50% but less than 100% of the Auction Amount, the number of warrants to be sold), 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 warrants being sold are also expected to be announced by press release soon after the allocation of warrants 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.
Number of Warrants to be Sold	If bids are received for at least 50% but less than 100% of the Auction Amount, then we may (but are not required to) sell, at the minimum bid price of 75% of the September 22, 2010 last sale price of the existing warrants (but in no event less than $4.00) per warrant, as many warrants as we choose to sell (but in no event less than an amount equal to 50% of the Auction Amount) up to the number of bids received in the auction. Even if bids are received for 100% of the Auction Amount, we may decide not to sell any warrants in the auction process, regardless of the market-clearing price. If bids are received for 100% of the Auction Amount and we elect to sell warrants in the auction process, we must sell all of the offered warrants. If at the time of the submission deadline, the number of warrants subject to a bid is less than 50% of the Auction Amount, then the offering will be cancelled and we will not issue any warrants in this offering. See The Auction Process.
Allocation; Pro-ration	If bids for all the warrants 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 may experience pro-rata allocation. If bids for fewer than 100% of the Auction Amount are received, and we choose to sell fewer warrants than the number of warrants for which bids were received, then all bids will experience equal pro-rata allocation. See The Auction Process Allocation.
Use of Proceeds	We will use the proceeds of the offering for general corporate purposes. Pending the use of the net proceeds of this offering, we intend to invest the net proceeds in interest-bearing, investment grade securities.
Risk Factors	See Risk Factors and other information included or incorporated by reference in this prospectus supplement and the attached prospectus for a discussion of factors you should consider carefully before deciding to invest in the warrants.

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Nasdaq Symbol	ZIONW
Warrant Agent	Zions First National Bank
Auction Agent	Zions Direct, Inc.
Auction Agent Fee	1% of the aggregate public offering price
Reopening	This is a reopening of the series of warrants that we initially issued on May 25, 2010. As of September 21, 2010, there were 22,281,640 such warrants issued and outstanding, not including the warrants offered by this prospectus supplement. All of the warrants being offered hereby are part of the same series of the warrants that were initially issued on May 25, 2010. Upon settlement, the warrants offered by this prospectus supplement will be fungible with the 22,281,640 warrants described above. We have the right to issue additional warrants of this series in the future. Any such additional warrants will have the same terms as the warrants being offered by this prospectus supplement, but may be offered at a different public offering price. If issued, any such additional warrants will also become part of the same series as the warrants offered hereby.
Conflicts of Interest	Zions Direct is an affiliate of Zions Bancorporation and, as such, has a conflict of interest in this offering within the meaning of NASD Rule 2720. Consequently, the offering is being conducted in compliance with the provisions of Rule 2720. A Qualified Independent Underwriter is not necessary for this offering pursuant to Rule 2720(a)(1)(A). The managing member for this offering, Goldman, Sachs & Co., does not have a conflict of interest and meets the requirements of Rule 2720(f)(12)(E). Zions Direct is not permitted to sell warrants in this offering to an account over which it exercises discretionary authority without the prior specific written approval of the account holder.

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RISK FACTORS

An investment in the warrants involves certain risks. You should carefully consider the risks described below and in the accompanying prospectus, as well as the risk factors and other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision. The warrants are not an appropriate investment for you if you are not knowledgeable about significant features of the warrants, our common stock or financial matters in general. You should not purchase the warrants unless you understand and know that you can bear all of the risks associated with the warrants and with owning our common stock. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. The trading price of the warrants and/or our common stock 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 Relating to the Auction Process

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

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

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

An analysis of the value of complex securities like the warrants is necessarily uncertain as it may depend on several key variables, including, for example, the volatility of the trading prices of the underlying security. The difficulty associated with determining the value of the warrants is further increased by the substantial time period during which the warrants can be exercised. We cannot assure you that the price at which the warrants will trade after completion of this offering will exceed this minimum bid price, or that we will succeed in selling any or all of the warrants 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 warrant 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 warrants in this offering may infer that there is little incremental demand for the warrants above or equal to the public offering price. As a result, successful bidders may conclude that they paid too much for the warrants

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and could seek to immediately sell their warrants to limit their losses should the price of the warrants 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 warrants in the public market and a significant decline in the price of the warrants. 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 warrants 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 result in a public offering price that is higher than the price professional investors are willing to pay for the warrants. As a result, the price of the warrants 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 warrants over time, the price of the warrants may decline and not recover after this offering. In addition, if the public offering price of the warrants is above the level that investors determine is reasonable for the warrants, some investors may attempt to short sell the warrants after trading begins, which would create additional downward pressure on the trading price of the warrants.

The market-clearing price for the warrants may bear little or no relationship to the price for the warrants that would be established using traditional valuation methods or the market price of our common stock and, as a result, the trading price of the warrants may decline significantly following the issuance of the warrants.

The public offering price of the warrants will be equal to the market-clearing price. The market-clearing price of the warrants may have little or no relationship to, and may be significantly higher than, the price for the warrants that otherwise would be established using traditional indicators of value, such as our future prospects and those of our industry in general; our revenues, earnings and other financial and operating information; multiples of revenue, earnings, cash flows and other operating metrics; market prices of securities and other financial and operating information of companies engaged in activities similar to ours; and the views of research analysts. The trading price of the warrants may vary significantly from the public offering price. Potential investors should not submit a bid in the auction for this offering unless they are willing to take the risk that the price of the warrants could decline significantly.

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

Each bidder may submit multiple bids. However, as bids are independent, each bid may result in an allocation of the warrants. Allocation of the warrants will be determined by, first, allocating warrants to any bids made above the market-clearing price, and second, allocating warrants on a pro-rata basis among bids made at the market-clearing price. If bids for all the warrants offered in this offering are received, the bids of successful bidders that are above the market-clearing price will be allocated all of

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the warrants represented by such bids, and only bids submitted at the market-clearing price will experience any pro-rata allocation. Bids that have been submitted are final and irrevocable, and bidders who submit successful bids will be obligated to purchase the warrants allocated to them. Accordingly, the sum of a bidder s bid sizes should be no more than the total number of warrants the bidder is willing to purchase, and we caution investors against submitting a bid that does not accurately represent the number of warrants that they are willing and prepared to purchase. For more information on the allocation of warrants, see The Auction Process Allocation.

Submitting a bid does not guarantee an allocation of warrants, even if a bidder submits a bid at or above the public offering price of the warrants.

You may be required to confirm your bid before the auction closes, although none of us, the auction agent or Goldman, Sachs & Co. is under any obligation to reconfirm bids for any reason. If a bidder is requested to confirm a bid and fails to do so within the permitted time period, that bid may be deemed to have been withdrawn and, accordingly, that bidder may not receive an allocation of warrants even if the bid is at or above the market-clearing price. Any such bid may, however, be accepted even if it has not been reconfirmed. In addition, the auction agent (or Goldman, Sachs & Co., with respect to bidders with brokerage accounts with Goldman, Sachs & Co. (the GS Bidders) may determine in some cases to impose size limits on the aggregate size of bids that it chooses to accept from any bidder. The auction agent may reject any bid by non-GS Bidders that it determines, in its sole discretion (subject to consultation with Goldman, Sachs & Co.), has a potentially manipulative, disruptive or other adverse effect on the auction process, and bids submitted by GS Bidders may be similarly rejected by Goldman, Sachs & Co. in consultation with the auction agent. Furthermore, if bids for all the warrants offered in this offering are received, each bid submitted at the market-clearing price will be allocated a number of warrants approximately equal to the pro-rata allocation percentage multiplied by the number of warrants represented by such bid, rounded to the nearest whole number of warrants. Moreover, if at the time of the submission deadline, the number of warrants subject to a bid is less than 50% of the Auction Amount, then the offering will be cancelled and we will not issue any warrants in this offering. We could also decide, in our sole discretion, not to sell any warrants 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 warrants for which you submit a bid.

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

If sufficient bids are received and accepted by the auction agent to enable us to sell 100% of the Auction Amount in this offering, the public offering price will be set at the market-clearing price (unless we decide not to sell any warrants in this offering). If bids are received for at least 50% but less than 100% of the Auction Amount, then we may (but are not required to) sell, at the minimum bid price of $ per warrant, as many warrants as we choose to sell (but in no event less than an amount equal to 50% of the Auction Amount) up to the number of bids received in the auction. If at the time of the submission deadline, the number of warrants subject to a bid is less than 50% of the Auction Amount, then the offering will be cancelled and we will not issue any warrants in this offering. Even if bids are received for 100% of the Auction Amount, we may decide not to sell any warrants in this o