

BANCOLOMBIA SA  
Form 6-K  
September 11, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16 OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of September, 2012.**

**Commission File Number 001-32535**

**Bancolombia S.A.**

**(Translation of registrant's name into English)**

**Carrera 48 # 26-85, Avenida Los Industriales**

**Medellín, Colombia**

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(Address of principal executive offices)

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

Form 20-F  Form 40-F

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

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(2):

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

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

**EXPLANATORY NOTE**

**THIS FORM 6-K SHALL BE DEEMED FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ( SEC ) SOLELY FOR PURPOSES OF INCORPORATION BY REFERENCE INTO AND AS PART OF THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-168077) OF BANCOLOMBIA S.A. ON FILE WITH AND DECLARED EFFECTIVE BY THE SEC.**

**EXHIBITS**

<b>Number</b>	<b>Description</b>
1.5	Underwriting Agreement dated September 4, 2012, between Bancolombia S.A. and the underwriters named therein relating to Bancolombia s 5.125% Subordinated Notes due 2022.
4.11	Indenture dated September 11, 2012, between Bancolombia S.A. and The Bank of New York Mellon, as Trustee, relating to Bancolombia s 5.125% Subordinated Notes due 2022.
4.12	Form of Global Subordinated Note due 2022 (included in Exhibit 4.11).
5.7	Opinion of Gómez-Pinzón Zuleta Abogados S.A.
5.8	Opinion of Sullivan & Cromwell LLP.
8.3	Opinion of Gómez-Pinzón Zuleta Abogados S.A. as to certain matters of Colombian taxation.
8.4	Opinion of Sullivan & Cromwell LLP as to certain matters of U.S. taxation.
23.8	Consent of Gómez-Pinzón Zuleta Abogados S.A. (included in Exhibit 5.7 and 8.3).
23.9	Consent of Sullivan & Cromwell LLP (included in Exhibit 5.8 and 8.4).

**SIGNATURE**

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

**BANCOLOMBIA S.A.**

(Registrant)

Date: September 11, 2012

By: /s/ JAIME ALBERTO VELÁSQUEZ BOTERO

Name: Jaime Alberto Velásquez Botero

Title: Chief Financial Officer

**EXHIBIT INDEX**

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