

BANCOLOMBIA SA
Form 6-K
May 25, 2007

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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 May, 2007.

Comission File Number 001-32535

Bancolombia S.A.

(Translation of registrant's name into English)

Calle 50 No. 51-66

Medellín, Colombia

(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-_____.

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EXPLANATORY NOTE

THE REGISTRANT IS FILING THIS REPORT ON FORM 6-K WHICH CONTAINS THE FOLLOWING EXHIBITS THAT ARE HEREBY INCORPORATED BY REFERENCE AS EXHIBITS TO THE REGISTRANT'S REGISTRATION STATEMENT ON FORM F-3 FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 14, 2007 (FILE NO. 333-142898).

EXHIBITS

Number Description

- 1.3 Underwriting Agreement dated May 21, 2007, between Bancolombia S.A. and the underwriters named therein relating to Bancolombia's 6.875% Subordinated Notes due 2017.
- 4.9 Indenture dated as of May 25, 2007, between Bancolombia S.A. and The Bank of New York, as Trustee relating to Bancolombia's 6.875% Subordinated Notes due 2017.
- 4.10 Form of Global 6.875% Subordinated Note due 2017 (included in Exhibit 4.9).
- 5.3 Opinion of Gómez-Pinzón Linares Samper Suárez Villamil Abogados S.A.
- 5.4 Opinion of Sullivan & Cromwell LLP
- 8.1 Opinion of Gómez-Pinzón Linares Samper Suárez Villamil Abogados S.A. as to certain matters of Colombian taxation.
- 8.2 Opinion of Sullivan & Cromwell LLP as to certain matters of U.S. taxation.
- 23.4 Consent of Gómez-Pinzón Linares Samper Suárez Villamil Abogados S.A. (included in Exhibit 5.3 and 8.1).
- 23.5 Consent of Sullivan & Cromwell LLP (included in Exhibit 5.4 and 8.2).
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SIGNATURE

EXHIBIT INDEX

EX-1.3: UNDERWRITING AGREEMENT

EX-4.9: INDENTURE

EX-5.3: OPINION OF GOMEZ-PINZON LINARES SAMPER SUAREZ VILLAMIL ABOGADOS S.A.

EX-5.4: OPINION OF SULLIVAN & CROMWELL LLP

EX-8.1: OPINION OF GOMEZ-PINZON LINARES SAMPER SUAREZ VILLAMIL ABOGADOS S.A.
AS TO CERTAIN TAX MATTERS

EX-8.2: OPINION OF SULLIVAN & CROMWELL LLP AS TO CERTAIN TAX MATTERS

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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: May 25, 2007

By: /s/ JAIME ALBERTO VELÁSQUEZ B.
Name: Jaime Alberto Velásquez B.
Title: Vice President of Finance

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