

BANCOLOMBIA SA  
Form 6-K  
February 06, 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 February, 2012.**

**Commission File Number 001-32535**

**Bancolombia S.A.**

(Translation of registrant's name into English)

**Cra. 48 # 26-85**

**Medellín, Colombia**

(Address of principal executive offices)

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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-\_\_\_\_\_

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.

<b>Exhibit No.</b>	<b>Description</b>
1.4	Underwriting Agreement, dated January 31, 2012 among Bancolombia S.A. and UBS Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC
5.5	Opinion of Brigard & Urrutia Abogados
5.6	Opinion of Sullivan & Cromwell LLP
12.1	Statement Regarding Computation of Ratios of Earnings to Fixed Charges and Preferred Share Dividends
23.6	Consent of Bigard & Urrutia Abogados (included in Exhibit 5.5)
23.7	Consent of Sullivan & Cromwell LLP (included in Exhibit 5.6)

**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: February 6, 2011

By: /s/ Jaime Alberto Velásquez Botero  
Name: Jaime Alberto Velásquez Botero  
Title: Chief Financial Officer