

BANCOLOMBIA SA  
Form 6-K  
October 18, 2017

**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 October, 2017.

Commission File Number 001-32535

**Bancolombia S.A.**

(Translation of registrant's name into English)

Carrera 48 # 26-85, Avenida Los Industriales  
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

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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- 211071) OF BANCOLOMBIA S.A. ON FILE WITH AND DECLARED EFFECTIVE BY THE SEC.**

## EXHIBITS

### Number Description

- |      |  |
|------|--|
| 1.3  | Underwriting Agreement dated October 11, 2017, between Bancolombia S.A. and the underwriters named therein relating to Bancolombia's 4.875% Subordinated Notes due 2027. |
| 4.9  | Indenture dated October 18, 2017, between Bancolombia S.A. and The Bank of New York Mellon, as Trustee, relating to Bancolombia's 4.875% Subordinated Notes due 2027.    |
| 4.10 | Form of Global Subordinated Note due 2027 (included in Exhibit 4.9).   |
| 5.3  | Opinion of Brigard & Urrutia S.A.S.  |
| 5.4  | Opinion of Sullivan & Cromwell LLP.  |
| 8.1  | Opinion of Brigard & Urrutia S.A.S. as to certain matters of Colombian taxation.   |
| 8.2  | Opinion of Sullivan & Cromwell LLP as to certain matters of U.S. taxation.   |
| 23.3 | Consent of Brigard & Urrutia S.A.S. (included in Exhibit 5.3 and 8.1).   |
| 23.4 | Consent of Sullivan & Cromwell LLP (included in Exhibit 5.4 and 8.2).  |

**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: October 18, 2017 By: /s/ Jose Humberto Acosta Martin  
Name: Jose Humberto Acosta Martin  
Title: Chief Financial Officer

## EXHIBIT INDEX

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