

BANCOLOMBIA SA  
Form 6-K  
November 02, 2011

**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 November, 2011.**

**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)

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-\_\_\_\_\_.

THE INFORMATION CONTAINED IN EXHIBITS 5.3 AND 5.4 OF 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-4 (FILE NO. 333-175141) OF BANCOLOMBIA S.A. ON FILE WITH AND DECLARED EFFECTIVE BY THE SEC.

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**Explanatory Note**

This report on Form 6-K contains the following exhibits:

<b>Exhibit No.</b>	<b>Description</b>
5.3	Validity Opinion of Gómez-Pinzón Zuleta Abogados S.A. as to the validity of the New York law-governed debt securities (Colombian law)*
5.4	Validity Opinion of Sullivan & Cromwell LLP *
23.4	Consent of Gómez-Pinzón Zuleta Abogados S.A. (included in Exhibit 5.3)
23.5	Consent of Sullivan & Cromwell LLP (included in Exhibit 5.4)
99.1	Announcement titled Bancolombia Announces Results of Exchange Offer , dated November 2, 2011

\* Information contained therein 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-4 (File No. 333-175141) of Bancolombia S.A. on file with and declared effective by the SEC.

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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: November 2, 2011

By: /s/ Jaime Alberto Velásquez Botero

Name: Jaime Alberto Velásquez Botero

Title: Chief Financial Officer