

COLONIAL BANCGROUP INC  
Form 8-K  
November 22, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): November 18, 2004**

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**THE COLONIAL BANCGROUP, INC.**

(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**1-13508**  
(Commission File Number)

**63-0661573**  
(I.R.S. Employer  
Identification No.)

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**One Commerce Street**

**Montgomery, Alabama 36104**

**(Address of principal executive offices)**

**(334) 240-5000**

**(Registrant's phone number)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events**

On November 18, 2004, The Colonial BancGroup, Inc. (the Company) entered into a Forward Sale Agreement (the Forward Sale Agreement) with Lehman Brothers Finance S.A. relating to the forward sale by the Company of a number of shares of its common stock, par value \$2.50 per share, equal to the number of shares to be borrowed and sold by Lehman Brothers Finance S.A. Under a Purchase Agreement, dated November 18, 2004, Lehman Brothers Inc. has agreed to purchase from Lehman Brothers Finance S.A. (with Lehman Brothers Finance S.A. acting at the Company's request) 8,400,000 shares of the Company's common stock (plus an additional 1,260,000 shares of common stock which may be sold to cover over-allotments), par value \$2.50 per share (the Shares). Copies of the Purchase Agreement and Forward Sale Agreement are attached to this Current Report on Form 8-K and filed herewith under Item 9.01 as Exhibits 1.1 and 1.2. The Shares have been registered under the Securities Act of 1933, as amended, pursuant to the Company's Registration Statement on Form S-3 (No. 333-120166).

**Item 9.01 Exhibits**

The following exhibits are filed with this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Exhibit</u>
1.1	Purchase Agreement, dated November 18, 2004, among The Colonial BancGroup, Inc., Lehman Brothers Finance S.A. and Lehman Brothers Inc.
1.2	Forward Sale Agreement, dated November 18, 2004, between The Colonial BancGroup, Inc. and Lehman Brothers Finance S.A.

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, hereunto duly authorized.

Date: November 19, 2004

**THE COLONIAL BANGROUP, INC.**

*By: /s/ SHEILA MOODY  
Sheila Moody*

*Chief Accounting Officer*