

GLACIER BANCORP INC
Form 8-K
November 06, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

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 5, 2014

GLACIER BANCORP, INC.
(Exact name of registrant as specified in its charter)

Montana
(State or other jurisdiction of incorporation)

(Commission File Number)
000-18911

(IRS Employer Identification No.)
81-0519541

49 Commons Loop
Kalispell, Montana 59901
(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (406) 756-4200

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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 of (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act of (17 CFR 240.13e-4(c))
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Item 8.01 OTHER EVENTS

On November 5, 2014, Glacier Bancorp, Inc., Kalispell, Montana ("GBCI") and its wholly owned subsidiary, Glacier Bank, entered into a Plan and Agreement of Merger (the "Merger Agreement") with Montana Community Banks, Inc. ("MCB") and its wholly owned subsidiary, Community Bank, Inc. (the "Bank"). Under the terms of the Merger Agreement, MCB will merge with and into GBCI, with GBCI as the surviving entity, and the Bank will merge with and into Glacier Bank, and with Glacier Bank surviving as a wholly owned subsidiary of GBCI.

Effective at the time of the merger, the outstanding common shares of MCB will be exchanged for shares of GBCI common stock and cash with a total aggregate base value (based on Glacier's closing price of \$28.47 on the date the Merger Agreement was executed) of \$25.0 million to be paid in \$12.4 million in cash and 443,649 unregistered shares of GBCI common stock, subject to certain adjustments based on the price of GBCI common stock for a specified period before closing.

Consummation of the transaction is subject to several conditions, including receipt of applicable regulatory approvals and approval by the shareholders of MCB. For information regarding the terms of the proposed transaction, reference is made to the press release dated November 5, 2014, which is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

99.1 Press Release dated November 5, 2014.

99.2 Presentation dated November 6, 2014.

SIGNATURES

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.

Dated: November 5, 2014

GLACIER BANCORP, INC.

By: /s/ Michael J. Blodnick
Michael J. Blodnick
President and Chief Executive Officer