

GLACIER BANCORP INC
Form 425
July 31, 2015

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): July 30, 2015

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))

Item 8.01 OTHER EVENTS

On July 30, 2015, 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 Cañon Bank Corporation (CBC) and its wholly owned subsidiary, Cañon National Bank (the Bank). Under the terms of the Merger Agreement, CBC will merge with and into GBCI, with GBCI as the surviving entity, and the Bank will merge with and into Glacier Bank, with Glacier Bank surviving as a wholly owned subsidiary of GBCI.

Effective at the time of the merger, the outstanding common shares of CBC will be exchanged for shares of GBCI common stock and cash with a total aggregate value (based on Glacier's closing price of \$28.01 on the date the Merger Agreement was executed) of \$31.8 million consisting of \$16.25 million in cash and 554,229 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 CBC. For information regarding the terms of the proposed transaction, reference is made to the press release dated July 30, 2015, 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 July 30, 2015.

99.2 Presentation dated July 30, 2015.

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: July 30, 2015

GLACIER BANCORP, INC.

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