

GLACIER BANCORP INC
Form 425
August 20, 2008

**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): August 19, 2008

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

Glacier Bancorp, Inc., Kalispell, Montana ("GBCI") entered into a Plan and Agreement of Merger (the "Merger Agreement"), effective August 19, 2008, with Bank of the San Juans Bancorporation, Durango, Colorado ("SJ Bancorp"), owner of all the outstanding capital stock of Bank of the San Juans ("SJ Bank"). Under the terms of the Merger Agreement, SJ Bancorp will merge with and into GBCI, and SJ Bank will become a wholly owned subsidiary of GBCI (the "Merger").

Effective at the time of the Merger, the outstanding shares of SJ Bancorp will be exchanged for a "unit" consisting of a fixed amount of cash and a fixed number of GBCI shares, pursuant to the terms outlined in the Merger Agreement.

Consummation of the transaction is subject to several conditions, including receipt of applicable regulatory approvals and approval by the shareholders of SJ Bancorp. For information regarding the terms of the proposed transaction, reference is made to the press release dated August 19, 2008, which is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

- (a) Financial statements. - not applicable
 - (b) Pro forma financial information. - not applicable
 - (c) Exhibits.
 - 99.1 Press Release dated August 19, 2008
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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: August 19, 2008

GLACIER BANCORP, INC.

By: /s/ Ron Copher

Ron Copher
Chief Financial Officer and Treasurer