

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name Glacier Bancorp, Inc.		2 Issuer's employer identification number (EIN) 81-0519541	
3 Name of contact for additional information Ronald J. Copher, CFO/EVP	4 Telephone No. of contact (406) 751-7706	5 Email address of contact rcopher@glacierbancorp.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 49 Commons Loop		7 City, town, or post office, state, and Zip code of contact Kalispell, MT 59901	
8 Date of action July 31, 2013		9 Classification and description common stock	
10 CUSIP number 37637Q105	11 Serial number(s)	12 Ticker symbol GBCI	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► Pursuant to the terms and conditions of a Plan and Agreement of Merger ("Merger Agreement"), dated March 27, 2013, North Cascades Bancshares, Inc. ("NCBI") merged into Glacier Bancorp, Inc. ("GBCI") on July 31, 2013 ("Holdco Merger"), and immediately thereafter North Cascades National Bank, a wholly-owned subsidiary of NCBI, merged into Glacier Bank, a wholly-owned subsidiary of GBCI ("Subsidiary Merger"). As a result of the Holdco Merger, GBCI was the surviving entity and NCBI ceased to exist; and as a result of the Subsidiary Merger, Glacier Bank was the surviving entity and North Cascades National Bank ceased to exist. In the Holdco Merger, shares of NCBI common stock were converted into the right to receive, at the election of each holder of such shares, all cash, all shares of GBCI common stock, or a mix of cash and shares of GBCI common stock, in each case subject to a formula that is set forth in the Merger Agreement. Cash was paid in lieu of fractional shares.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► The aggregate tax basis of GBCI common stock received by NCBI shareholders in the Holdco Merger is generally the same as the aggregate tax basis of the NCBI common stock surrendered therefor. However, such basis is decreased by the amount of cash treated as received in the Holdco Merger (excluding cash received in lieu of fractional shares of GBCI common stock) and by the portion of the basis allocable to fractional shares and increased by the amount of gain, if any, recognized in the Holdco Merger (excluding any gain recognized with respect to cash received in lieu of fractional shares of GBCI common stock). If NCBI common stock was acquired in separate and distinct blocks, then the tax basis of GBCI common stock may have to be determined by reference to each block of NCBI common stock. Each NCBI shareholder's actual tax basis will differ based on the specific facts surrounding his or her situation. Therefore, NCBI shareholders should consult with their own tax advisors on the manner in which basis is determined and allocated among the GBCI common stock received in the Holdco Merger.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See Question 15 above. Each share of NCBI common stock was converted into the right to receive, at the shareholder's election, \$8.973 in cash or 0.39228 shares of GBCI common stock, after certain adjustments were made in accordance with the Merger Agreement. Each NCBI shareholder had the right to elect to receive, in exchange for its shares of NCBI common stock, all cash, all shares of GBCI common stock, or a mix of cash and shares of GBCI common stock. Cash was paid in lieu of fractional shares.

Part II Organizational Action (continued)**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►

The Holdco Merger and Subsidiary Merger qualified as reorganizations within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended ("Code"). The U.S. federal income tax consequences to the former shareholders of NCBI are generally determined under Code Sections 354, 356, 358, 1001, 1221 and U.S. Treasury regulations promulgated thereunder.

18 Can any resulting loss be recognized? ► NCBI shareholders who received solely cash in exchange for their shares of NCBI common stock in the Holdco Merger will recognize loss if their basis in the shares of NCBI common stock exceed the amount of such cash. NCBI shareholders who received solely shares of GBCI common stock in exchange for their NCBI common stock will not recognize loss, except that if cash was received in lieu of a fractional share, then a loss may be recognized if a shareholder's basis in the fractional share exceeds the amount of such cash. NCBI shareholders who received a mix of cash and shares of GBCI common stock in exchange for their NCBI common stock will not recognize loss, except that if cash was received in lieu of a fractional share, then a loss may be recognized if a shareholder's basis in the fractional share exceeds the amount of such cash.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ►

The Holdco Merger and the Subsidiary Merger became effective at the close of business on July 31, 2013. The reportable tax year is 2013.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►

Ronald J. Copher

Date ►

9/11/13

Print your name ► Ronald J. Copher

Title ► CFO/EVP

Paid Preparer Use Only

Print/Type preparer's name

Denny F. Wong

Preparer's signature

Denny F. Wong

Date

*9/11/13*Check ☐ if self-employed

PTIN

P01695891

Firm's name ► Graham & Dunn PC

Firm's EIN ► 91-1120750

Firm's address ► Pier 70, 2801 Alaskan Way, Seattle, WA 98121-1128

Phone no. (206) 340-9612

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054