

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):
February 4, 2000

GLACIER BANCORP, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation)

000-18911

81-0519541

(Commission File Number)

IRS Employer Identification No.

P.O. Box 27
49 Commons Loop
Kalispell, MT 59901
(Address of principal executive offices) (zip code)

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

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

Effective February 4, 2000, Glacier Bancorp, Inc. ("Glacier") completed its pending acquisition of Mountain West Bank. The acquisition was accomplished pursuant to a Plan and Agreement of Merger, dated as of September 9, 1999, (the "Agreement") as amended on January 12, 2000. The Agreement was included as Appendix A to the Proxy Statement/Prospectus dated December 17, 1999, previously filed by Glacier as part of its Registration Statement on Form S-4 with the Securities and Exchange Commission.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA, FINANCIAL INFORMATION, AND EXHIBITS

- (a) Financial Statements - The requisite historical financial information will be filed, as applicable, and as soon as available, but no later than 60 days after this Report was required to be filed.
- (b) Pro forma Financial Information - The requisite pro forma financial information will be filed, as applicable, and soon as available, but no later than 60 days after this Report was required to be filed.
- (c) Exhibits.
 - (2) First Amendment of Agreement and Plan of Merger, dated as of January 12, 2000.
 - (99) Press Release dated February 4, 2000 issued by Glacier to announce the completion of the Acquisition of Mountain West Bank.

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: February 4, 2000

GLACIER BANCORP, INC.

By /s/ Michael J. Blodnick

 Michael J. Blodnick,
 President and Chief
 Executive Officer

FIRST AMENDMENT OF AGREEMENT AND PLAN OF MERGER
BETWEEN
MOUNTAIN WEST BANK
AND
NEW MOUNTAIN WEST BANK
UPON ITS FORMATION BY
GLACIER BANCORP, INC.

This First Amendment of Agreement and Plan of Merger (the "Amendment") is made and entered into as of January 12, 2000, by and between Mountain West Bank ("Mountain West") and Glacier Bancorp, Inc. ("Glacier") (collectively, the "Parties").

RECITALS

A. The Parties entered into an Agreement and Plan of Merger dated as of September 9, 1999 (the "Agreement"), pursuant to which Mountain West will be merged with a newly formed subsidiary of Glacier (the "Proposed Transaction").

B. The Agreement addresses the payment to be made to shareholders of Mountain West that dissent (the "Dissenting Shareholders") from the Proposed Transaction. The Agreement specifically identifies \$21 per share of Mountain West stock as the amount of consideration to be paid to Dissenting Shareholders. Prior to execution of the Agreement, Mountain West stock had been trading in the \$21 per share range. Since the time that the Agreement was executed, changes in the market for bank stocks, as well as other factors, have lead the Parties to conclude that \$21 is not an appropriate value for Mountain West stock and that no specific dollar value should be assigned in the Agreement to Mountain West stock for the Dissenting Shares.

C. To clarify the Parties' intent, the Parties wish to amend the terms of the Agreement as set forth in this Amendment. Unless otherwise defined in this Amendment, capitalized terms used in this Amendment have the meanings assigned to them in the Agreement.

TERMS OF AMENDMENT

In consideration of the foregoing, the Parties agree as follows:

Section 1.7 of the Agreement is amended by deleting the last sentence of Section 1.7 in its entirety. Section 1.7 of the Agreement will now read as follows:

For purposes of this Agreement, "Dissenting Shares" means those shares of Mountain West Common Stock as to which stockholders have properly taken all steps necessary to perfect their dissenters' rights under Section 26-909 of the Idaho Statutes. Each outstanding Dissenting Share of Mountain West Common Stock will be converted at Closing into the rights provided under this section of the Idaho Statutes.

Dated as of January 12, 2000

MOUNTAIN WEST BANK

GLACIER BANCORP, INC.

By /s/ Jon W. Hippler

By /s/ Michael J. Blodnick

Name: Jon W. Hippler
Title: President and CEO

Name: Michael J. Blodnick
Title: President and CEO

NEWS RELEASE
February 4, 2000

FOR IMMEDIATE RELEASE

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GLACIER BANCORP, INC.
COMPLETES ACQUISITION OF MOUNTAIN WEST BANK

KALISPELL, Montana -- Effective February 4, 2000, Glacier Bancorp, Inc. ("Glacier") completed its acquisition of Mountain West Bank, Coeur d'Alene, Idaho. The shareholders of Mountain West Bank, at a special shareholder meeting held on February 4, 2000, overwhelmingly approved the transaction. All necessary regulatory approvals have been obtained. Mountain West Bank shareholders and option holders will be entitled to receive 1.18 shares of Glacier common stock for each of their Mountain West shares or options. The total number of Glacier shares outstanding will increase to approximately 10.4 million.

Glacier President and CEO, Michael J. Blodnick, and Mountain West Bank President and CEO, Jon W. Hippler, jointly announced "the combination of Glacier and Mountain West Bank will further enhance the Glacier banking franchise by expanding into Idaho and allowing Mountain West Bank customers an expanded banking network. A number of opportunities also exist for Glacier and Mountain West Bank to take advantage of synergies and additional resources in the lending area. Also we can now deliver additional financial services to a broader customer base." This transaction, which was the first business combination of the year for Glacier, enhances Glacier's regional banking presence.

Blodnick also stated "Mountain West Bank, as with our other banking subsidiaries, will continue to operate under its existing name and locations with its existing local board of directors and management, which will continue to allow for the same individual customer service and decision making that Mountain West Bank's customers have come to expect. The bank has also assembled an excellent staff and is poised to continue its strong asset growth."

Combined assets of the two organizations will approach \$1 billion with over \$85 million in shareholders' equity and market capitalization of approximately \$155 million.

Headquartered in Kalispell, Montana, Glacier Bancorp, Inc. conducts business from Glacier Bank, First Security Bank of Missoula, Glacier Bank of Whitefish, Glacier Bank of Eureka, Valley Bank of Helena, Big Sky Western Bank, all located in Montana and now Mountain West Bank, headquartered in Coeur d'Alene with offices in Post Falls, Hayden, Boise and Sun Valley, Idaho.

Glacier Bancorp, Inc. stock is listed on the Nasdaq National Market System and is traded under the symbol of GBCI.