

Section 1: 8-K (FORM 8-K)

**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): **April 29, 2020**

GLACIER BANCORP, INC.

(Exact name of registrant as specified in its charter)

Montana
(State or other jurisdiction
of incorporation)

000-18911
(Commission
File Number)

81-0519541
(IRS Employer
Identification No.)

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

59901
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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 (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--------------------------------|-------------------|---|
| Common Stock, \$0.01 par value | GBCI | NASDAQ Global Select Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The 2020 Annual Meeting of Shareholders of Glacier Bancorp, Inc. (the “Company”) was held virtually on April 29, 2020. The following matters were voted upon at the 2020 virtual Annual Meeting:

1. The election of nine directors to serve on the board of directors until the 2021 annual meeting.
2. Consideration of an advisory (non-binding) resolution to approve the compensation of the Company’s named executive officers.
3. Ratification of the appointment of BKD, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020.

The following is a summary of the voting results for the matters voted upon by the shareholders.

1. Election of Directors

| <u>Director’s Name</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|------------------------|------------------|-----------------------|-------------------------|
| David C. Boyles | 71,069,144 | 545,136 | 9,113,796 |
| Randall M. Chesler | 71,092,194 | 522,086 | 9,113,796 |
| Sherry L. Cladouhos | 71,044,571 | 569,709 | 9,113,796 |
| James M. English | 68,832,854 | 2,781,426 | 9,113,796 |
| Annie M. Goodwin | 71,095,775 | 518,505 | 9,113,796 |
| Craig A. Langel | 70,261,881 | 1,352,399 | 9,113,796 |
| Douglas J. McBride | 70,259,681 | 1,354,599 | 9,113,796 |
| John W. Murdoch | 70,271,276 | 1,343,004 | 9,113,796 |
| George R. Sutton | 71,076,473 | 537,807 | 9,113,796 |

Receiving a plurality of the votes cast, those nominated are the newly elected directors of the Company. They will hold office until their successors are elected and qualified or until they resign or are removed from office.

2. Advisory (Non-Binding) Resolution to Approve Named Executive Compensation

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 69,398,861 | 1,855,430 | 359,989 | 9,113,796 |

The advisory resolution to approve the compensation of the Company’s named executive officers is approved.

3. Ratification of Appointment of Independent Registered Public Accounting Firm

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> |
|------------------|----------------------|--------------------|
| 80,236,158 | 406,817 | 85,101 |

BKD, LLP is ratified as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020.

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: May 4, 2020

GLACIER BANCORP, INC.

/s/ Randall M. Chesler

By: Randall M. Chesler

President and Chief Executive Officer

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