

HERITAGE FINANCIAL CORP /WA/

Form 8-K

November 05, 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 and Exchange Act of 1934**

**Date of Report: November 4, 2008**

**(Date of earliest event reported)**

**HERITAGE FINANCIAL CORPORATION**

**(Exact name of registrant as specified in its charter)**

**WASHINGTON**  
**(State or other jurisdiction)**

**0-29480**  
**(Commission File Number)**

**91-1857900**  
**(IRS Employer)**

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of incorporation)

Identification No.)

**201 Fifth Avenue S.W.**

**Olympia, WA 98501**

(Address of principal executive officers) (Zip Code)

**(360) 943-1500**

(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))

**ITEM 8.01 OTHER EVENTS**

On November 4, 2008 Heritage Financial Corporation issued a press release announcing they were selected to participate in the U.S. Treasury Capital Purchase Program. A copy of the press release is attached at Exhibit 99.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(a) Financial statements not applicable

(b) Pro forma financial information not applicable

(c) Shell company transactions not applicable

(d) Exhibits:

The following exhibit is being filed herewith and this list shall constitute the exhibit index:

99 Press Release issued by Heritage, dated November 4, 2008

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 5, 2008

HERITAGE FINANCIAL CORPORATION

By: /S/ BRIAN L. VANCE  
**Brian L. Vance**

**President and Chief Executive Officer**