

HERITAGE FINANCIAL CORP /WA/  
Form 8-K  
October 27, 2009

**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

(Date of earliest event reported):

October 27, 2009

**HERITAGE FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

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

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

**91-1857900**  
IRS Employer

Identification No.

**201 Fifth Avenue S.W.**

**Olympia WA**  
(Address of principal

**98501**  
(Zip Code)

executive officers)

**Registrant's telephone number, including area code: (360) 943-1500**

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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On October 27, 2009 Heritage Financial Corporation ( Heritage ) issued a press release announcing its operating results for the third quarter of 2009. A copy of the release is attached hereto as Exhibit 99.1, which is incorporated by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits:

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

99.1 News Release issued by Heritage, dated October 27, 2009

**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: October 27, 2009

HERITAGE FINANCIAL CORPORATION

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

**President and Chief Executive Officer**