

HERITAGE FINANCIAL CORP /WA/  
Form 8-K  
December 15, 2010

**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):

December 15, 2010

**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 executive offices)

**98501**  
(Zip Code)

**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 7.01 REGULATION FD DISCLOSURE**

On December 15, 2010, Heritage Financial Corporation (the Company ) announced that it had raised approximately \$57.6 million through a previously announced public offering by issuing 4,427,500 shares of the Company s common stock, including 577,500 shares pursuant to exercise of the underwriters over-allotment option, at a price of \$13.00 per share. The net proceeds to the Company of the shares issued on December 15, 2010, after deducting underwriting discounts and commissions and estimated offering expenses, are expected to be \$54.1 million. Keefe, Bruyette & Woods, Inc. is serving as sole-book-running manager of the offering, and D.A. Davidson & Co. is serving as co-manager.

A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

In accordance with General Instruction B.2. of Form 8-K, the information in Item 7.01 and the press release shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section, nor shall such information and exhibit be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

The following exhibits are being furnished herewith and this list shall constitute the exhibit index:

99.1 News release dated December 15, 2010 announcing the closing of the offering.

**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: December 15, 2010

HERITAGE FINANCIAL CORPORATION

By: /s/ Brian L. Vance  
Brian L. Vance

President and Chief Executive Officer