

HERITAGE FINANCIAL CORP /WA/  
Form 8-K  
September 17, 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):**

**September 16, 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 executive officers)

**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 1.01. Entry into a Definitive Material Agreement**

As described in its press release, dated September 16, 2009, and its final prospectus supplement, dated September 16, 2009, (the Prospectus Supplement ) and filed on September 17, 2009 with the Securities and Exchange Commission pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended (the Securities Act ), Heritage Financial Corporation (the Company ) entered into an underwriting agreement on September 16, 2009 (the Underwriting Agreement ) with Keefe, Bruyette & Woods, Inc. as representative of the underwriters (the Underwriters ) providing for the offer and sale in a firm commitment offering of 3,775,000 shares of the Company s common stock, no par value per share (the Common Stock ), sold by the Company at a price of \$11.50 per share (\$10.81 per share, net of underwriting discounts). Pursuant to the Underwriting Agreement, the Company has granted the Underwriters a 30-day option to purchase up to an additional 566,250 shares of the Company s Common Stock to cover over-allotments, if any.

In the Underwriting Agreement, the Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities arising under the Securities Act, or to contribute to payments the Underwriters may be required to make because of any of those liabilities.

A copy of the opinion of Breyer & Associates PC relating to the validity of the shares of Common Stock offered pursuant to the Prospectus Supplement is attached as Exhibit 5.1 to this Form 8-K.

**Item 7.01 Regulation FD Disclosure**

On September 16, 2009, the Company announced that the Company had priced a public offering of 3,775,000 shares. The Company has also granted the underwriters a 30-day option to purchase up to an additional 566,250 shares to cover related over-allotments, if any. 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 filed herewith and this list shall constitute the exhibit index:

- 1.1 Underwriting Agreement dated September 16, 2009, by and among Heritage Financial Corporation and Keefe, Bruyette & Woods, Inc.
- 5.1 Opinion of Breyer & Associates PC
- 23.1 Consent of Breyer & Associates PC (included in the opinion filed in Exhibit 5.1)
- 99.1 Press release dated September 16, 2009 announcing the execution and delivery of the Underwriting Agreement

**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: September 16, 2009

HERITAGE FINANCIAL CORPORATION

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

President and Chief Executive Officer