

HERITAGE FINANCIAL CORP /WA/

Form 8-K

December 22, 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 22, 2010

**HERITAGE FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

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**WASHINGTON**  
(State or other jurisdiction

**0-29480**  
(Commission

**91-1857900**  
(IRS Employer

of incorporation)

File Number)

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 8.01. OTHER EVENTS**

On December 22, 2010, Heritage Financial Corporation (the Company), announced that it has redeemed all \$24.0 million of its Fixed Rate Cumulative Perpetual Preferred Stock, Series A, which was issued by the Company to the United States Department of the Treasury in November 2008 pursuant to the TARP Capital Purchase Program. A copy of the Company's press release making this announcement is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**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 22, 2010 announcing the \$24 million repayment of all TARP Funds to U.S. Treasury.

**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 22, 2010

HERITAGE FINANCIAL CORPORATION

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

President and Chief Executive Officer