

HERITAGE FINANCIAL CORP /WA/  
Form 8-K  
May 21, 2018  
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):

May 21, 2018

HERITAGE FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

WASHINGTON 000-29480 91-1857900  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

201 Fifth Avenue S.W.  
Olympia, WA 98501  
(Address of principal executive offices) (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

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Item 8.01. Other Events

Heritage Financial Corporation, Olympia, Washington ("Heritage") has entered into a merger agreement with Premier Commercial Bancorp, Hillsboro, Oregon ("Premier Commercial") pursuant to which Premier Commercial will merge with and into Heritage. The transaction is subject to certain closing conditions, including the receipt of regulatory approvals and approval of the merger agreement by Premier Commercial shareholders. The Premier Commercial special meeting to vote on the merger agreement will be held on June 15, 2018. In connection with the special meeting, Premier Commercial has retained Advantage Proxy ("Advantage") to provide proxy solicitation services on behalf of Premier Commercial. As compensation for its services, Premier Commercial will pay Advantage a fee of \$2,000 and will reimburse Advantage for its out-of-pocket expenses.

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.

HERITAGE FINANCIAL CORPORATION

Date: May 21, 2018 By: /s/ Brian L. Vance  
Brian L. Vance  
President and Chief Executive  
Officer