

HERITAGE FINANCIAL CORP /WA/  
Form 3  
May 09, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â PICKERING ANTHONY                       |         | (Month/Day/Year)                     | HERITAGE FINANCIAL CORP /WA/ [HFWA]                                    |  |
| (Last)                                    | (First) | (Middle)                             | 05/01/2014   |  |
| PO BOX 1578                               |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| OLYMPIA,Â WAÂ 98043                       |         |                                      | <input checked="" type="checkbox"/> Director                           | <input type="checkbox"/> 10% Owner                   |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                       |
|   |         |                                      | (give title below)   | (specify below)                                      |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 47,714 <sup>(1)</sup>                                 | D  | Â   |
| Common Stock                    | 4,062 <sup>(1)</sup>                                  | I  | By Spouse   |
| Common Stock                    | 4,493 <sup>(2)</sup>                                  | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

Edgar Filing: HERITAGE FINANCIAL CORP /WA/ - Form 3

|                             | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-----------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Stock option <sup>(3)</sup> | 05/01/2014       | 04/17/2016      | Common Stock        | 1,228                      | \$ 13.81                     | D  | Â          |
| Stock option <sup>(3)</sup> | 05/01/2014       | 04/26/2017      | Common Stock        | 1,864                      | \$ 15.12                     | D  | Â          |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| PICKERING ANTHONY<br>PO BOX 1578<br>OLYMPIA, WA 98043 | Â X           | Â         | Â       | Â     |

## Signatures

/s/Kaylene Lahn POA for Anthony B. Pickering  
05/05/2014  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents shares of Heritage Financial Corporation ("Heritage") common stock received in exchange for shares of Washington Banking Company ("Washington Banking") common stock in connection with the merger of Washington Banking into Heritage Financial Corporation ("Heritage"), with each share of Washington Banking common stock converted into 0.89000 of a share of Heritage common stock and \$2.75 in cash, pursuant to the terms of an Agreement and Plan of Merger dated October 23, 2013 between Heritage and Washington Banking ("Merger Agreement").
- (1) Corporation ("Heritage"), with each share of Washington Banking common stock converted into 0.89000 of a share of Heritage common stock and \$2.75 in cash, pursuant to the terms of an Agreement and Plan of Merger dated October 23, 2013 between Heritage and Washington Banking ("Merger Agreement").
  - (2) Represents shares of Heritage common stock issued in settlement of Washington Banking restricted stock units effective as of the merger.
  - (3) Represents Washington Banking options that were converted into Heritage options, pursuant to the terms of the Merger Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.