

HERITAGE FINANCIAL CORP /WA/

Form 8-K

October 27, 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):

October 27, 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

98501
(Zip Code)

executive officers)

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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On October 27, 2009 Heritage Financial Corporation (Heritage) issued a press release announcing its operating results for the third quarter of 2009. A copy of the release is attached hereto as Exhibit 99.1, which is incorporated by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits:

The following exhibit is being filed herewith and this list shall constitute the exhibit index:

99.1 News Release issued by Heritage, dated October 27, 2009

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: October 27, 2009

HERITAGE FINANCIAL CORPORATION

By: */s/* BRIAN L. VANCE
Brian L. Vance

President and Chief Executive Officer